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Interim Co-Lead 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

MDL No. 1913

This Document Relates to:

All Actions

**DECLARATION OF STEVEN N. WILLIAMS
IN SUPPORT OF PLAINTIFFS' MOTION
FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND
CLASS REPRESENTATIVE INCENTIVE
AWARDS**

Date: May 22, 2015

Time: 10:00 am

Courtroom: 6, 17th Floor

DECLARATION OF STEVEN N. WILLIAMS IN SUPPORT OF PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES AND CLASS REPRESENTATIVE INCENTIVE AWARDS

CASE NO. 3:07-cv-05634 CRB

1 I, Steven N. Williams, declare as follows:

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

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

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

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

23 **INTRODUCTION AND SUMMARY OF WORK PERFORMED**

24 5. During the course of this hard-fought, seven-year litigation, Class Counsel has

25
26 ¹ “Supporting Counsel” refers to a number of attorneys and law firms that assisted Co-Lead Class
27 Counsel in the prosecution of this litigation. Declarations and exhibits attesting to the amount of
time and expenses Supporting Counsel incurred can be found at Exhibits 6-43 to this Declaration.

1 supervised and directed the work performed by Supporting Counsel in an effort to ensure that
 2 the work they have performed has been accomplished effectively and efficiently.

3 6. As this Court knows well from the over 980 docket entries, every aspect of this
 4 case has been vigorously contested by some of the most sophisticated defense counsel in the
 5 country.

6 7. Class Counsel performed the following services:

- 7 • Conducted an initial investigation of this case to develop the theories of
 8 liability and the facts that formed the basis of the allegations against
 9 Defendants. This research included a review of publicly available
 information regarding the Transpacific airline industry and consultation with
 industry experts and economists;
- 10 • Drafted two comprehensive consolidated amended complaints detailing
 11 Defendants' alleged violations of the antitrust laws, ECF Nos. 200, 493;
- 12 • Conducted exhaustive legal research regarding the Class's claims and the
 13 defenses thereto, particularly with respect to Defendants' multiple rounds of
 motions to dismiss and motions for summary judgment based on the filed-rate
 doctrine;
- 14 • Defended and, on the whole, prevailed after two extensive rounds of hard-
 15 fought motions to dismiss, totaling 18 motions by Defendants with arguments
 16 covering such complex regulatory areas as the filed-rate doctrine, the act of
 17 state doctrine, the state action doctrine, implied preclusion, federal
 18 preemption and the sufficiency of the conspiracy allegations under *Twombly*
 and *Iqbal*, amongst several other attacks on the pleadings, ECF No. 467.
 Class Counsel also defended and defeated attempts by some of the
 Defendants to appeal this Court's rulings on the aforementioned motions;
- 19 • Propounded several sets of discovery that – after extensive meet and confers
 20 and negotiations with Defendants, including significant motion practice
 21 before this Court and Magistrate Judge Ryu – resulted in the identification of
 over 374 document custodians and the production of almost seven million
 pages of documents, in addition to voluminous electronic transactional data;
- 22 • Organized a team of lawyers that reviewed, searched and extensively coded
 23 and analyzed these documents – many of which were in foreign language and
 required translation;
- 24 • Engaged in extensive third-party discovery, including obtaining access to and
 25 reviewing the Airline Tariff Publishing Company's ("ATPCO") database for
 information concerning fares, itineraries and other data pertinent to this
 litigation;
- 26 • Organized and attended several proffer sessions with Settling Defendants to
 27 obtain cooperation and learn additional liability, class certification and
 28 damages information relevant to the non-settling Defendants;

- Propounded several sets of Interrogatories and Requests for Admission and issued Rule 30(b)(6) deposition notices;
- Answered several sets of discovery propounded by Defendants, including Requests for Production of Documents, Interrogatories and Requests for Admission, as well as answering extensive contention interrogatories concerning liability;
- Contended with near-constant discovery disputes and motions to compel;
- Prepared for and took the **depositions of 62 fact and 30(b)(6) witnesses** from Defendants and 3 third-party witnesses. Prepared for and defended the depositions of all of the Class Representatives – totaling 15 depositions in all. Prepared for and defended the depositions of 3 expert witnesses in relation to Defendants’ summary judgment motions regarding the filed-rate doctrine;
- Engaged and consulted extensively with experts and economists on issues pertaining to electronic discovery, liability, summary judgment, class certification and damages throughout the course of the Action;
- Engaged in protracted settlement discussions and mediations with the Settling Defendants, *see, e.g.*, ECF Nos. 921-2 (Lebsock Decl. in Support of Motion for Preliminary Approval), 942-1 (Lebsock Decl. in Support of Motion for Preliminary Approval);
- Prepared briefs for, and substantially prevailed on, Defendants’ Motions for Summary Judgment Based on the Filed-Rate Doctrine;
- Documented the settlements with the Settling Defendants, briefed motions for preliminary approval, and engaged experts noted in the field of class action notice for the purpose of developing a robust notice program to inform the Class regarding the pending settlements.

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

- The risk of litigating against some of the largest and most sophisticated law firms in the world with seemingly limitless resources;
- The risk that the consolidated complaints would not withstand the extensive individual and joint motions to dismiss;
- The risk that even if Plaintiffs were able to obtain a favorable settlement or judgment, that the financial condition or bankruptcy of a Defendant would materially change or lessen the amount of the settlement;
- The risk that Defendants would, and in fact have, vehemently contested their participation in the alleged conspiracy;

- The risk that Defendants would prevail on their regulatory, preemption or filed-rate arguments at summary judgment or any other phase of this litigation;
- The risk that each Defendant would successfully argue that despite the existence of an antitrust conspiracy, Plaintiffs suffered no “antitrust impact” and no damages were caused as a result;
- The risk of not achieving class certification;
- The risk of trying this antitrust case when several courts have commented that such a task is “notoriously complex”, *Weseley v. Spear, Leeds & Kellogg*, 711 F. Supp. 713, 719 (E.D.N.Y. 1989); and
- The changing landscape of the law with respect to civil antitrust actions, proving damages and class actions generally.

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

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

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

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

APPOINTMENT OF LEADERSHIP

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

THE CONSOLIDATED COMPLAINTS AND TWO ROUNDS OF MOTIONS TO DISMISS

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

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

15. Defendants, either collectively or individually (and, in some instances, both), argued (1) that Plaintiffs had failed to allege a plausible conspiracy under *Twombly* and *Iqbal*, (2) that the filed-rate doctrine barred Plaintiffs’ claims, (3) that the claims were preempted through the doctrine of implied preclusion, (4) that foreign treaties or “Air Services Agreements” among the various national governments provided the exclusive remedy and precluded Plaintiffs’ claims, (5) that the Foreign Trade Antitrust Improvement Act (“FTAIA”) completely barred the claims, (6) that the complaint failed to adequately allege fraudulent concealment for purposes of tolling the statute of limitations, (7) that the CCAC did not relate

1 back to the filing of the original complaints, (8) that the federal aviation statutory scheme
2 preempted Plaintiffs' claims, (9) that the state action doctrine barred the claims, and (10) that
3 the act of state doctrine barred the claims, amongst other more nuanced arguments. *See id.*

4 16. On May 9, 2011, this Court issued a detailed, 47-page Order, which largely
5 sustained Plaintiffs' allegations and rejected Defendants' motions. ECF No. 467. As to all
6 Defendants, this Court found that Plaintiffs had alleged a detailed, specific and plausible
7 conspiracy regarding price-fixing on base fares and fuel surcharges. This Court also found that
8 Defendants could not invoke the filed-rate doctrine to preclude Plaintiffs' claims at the motion
9 to dismiss phrase, holding that "[s]everal factual matters that would guide this Court in
10 assessing Defendants' arguments are currently undeveloped." *Id.* at 467. The Court sustained
11 Defendants' FTAIA arguments insofar as Plaintiffs' allegations pertained to fares that
12 originated overseas, but held that flight segments originating in the United States and traveling
13 to Asia/Oceania were not barred. *Id.* at 5-13. Regarding the state action doctrine, the Court
14 denied Defendants' claims, finding that the doctrine applied to actions authorized and
15 supervised by the states, not to actions between foreign governments. *Id.* at 24-25. The Court
16 similarly rejected Defendants' implied preclusion argument. *Id.* at 25-26. The Court also
17 rejected Thai Airways' and Vietnam Airways' argument that the act of state doctrine barred
18 Plaintiffs' claims – even soliciting the views of the State Department. *Id.* at 27-29. The Court
19 also rejected arguments by several Defendants that the "Air Services Agreements" between
20 foreign governments or between foreign governments and the United States provided the
21 exclusive remedy and, therefore, barred the claims. In so ruling, the Court found no evidence
22 that those agreements intended to bar private litigants, as opposed to setting forth the rights and
23 obligations of the various governments. *Id.* at 36-38; 39; 43-44; 44-45; 46-47. The Court
24 similarly rejected Philippine Airlines' argument that the *Noerr-Pennington* doctrine barred the
25 claims. *Id.* at 45. Finally, the Court sustained Defendants' arguments that Plaintiffs had not
26 alleged "fraudulent concealment" sufficiently to toll the statute of limitations, but granted leave
27 to amend to comply with its ruling. *Id.* at 29-33.

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

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

10 19. Plaintiffs were also forced to defend against several Defendants' attempts to
11 appeal this Court's orders on the motions to dismiss. ANA and China Airlines requested
12 permission for interlocutory appeal pursuant to 28 U.S.C. § 1292(b). ECF No. 473. The
13 European Carriers² similarly requested permission to appeal under Section 1292. ECF No.
14 496. After opposition from Plaintiffs, this Court denied the requests. ECF Nos. 488, 510.
15 Thai Airways and Vietnam Airlines also filed notices of appeal in response to this Court's
16 orders on the motions to dismiss. ECF Nos. 479, 484. Plaintiffs' filed motions to dismiss these
17 appeals in the Ninth Circuit, arguing that they were procedurally improper because the orders
18 were not final, appealable orders. On August 22, 2011, the Ninth Circuit agreed and dismissed
19 the appeals. ECF Nos. 524-25.

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

24 21. On March 3, 2010, due to Japan Airlines, Ltd's ("JAL") bankruptcy filing in
25 Japan, this Court held the motions to dismiss in abeyance to permit a determination on the
26

27 ² Air France, KLM and SAS.

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

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

13 **THE DISCOVERY PROCESS**

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

16 **A. Written Discovery**

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

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

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

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

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

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

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

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

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

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

27 32. On September 16, 2011, Plaintiffs filed a motion to compel ANA and China
 28

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

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

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

25 35. On March 21, 2014, Plaintiffs and ANA filed another joint letter brief

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

1 concerning the deposition of its CEO, Osamu Shinobe. ECF No. 881. ANA refused to
 2 produce Mr. Shinobe for deposition. Plaintiffs moved to compel, arguing that Mr. Shinobe's
 3 testimony was potentially relevant to the fuel surcharge price-fixing conspiracy. Magistrate
 4 Judge Ryu agreed, and compelled ANA to produce Mr. Shinobe in Japan. ECF No. 867.
 5 During the same proceeding, Magistrate Judge Ryu denied Defendants' request that Plaintiffs
 6 produce their experts' searches in the ATPCO database. ECF No. 864.

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

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

17 37. Despite the vigorous opposition of defense counsel, Plaintiffs obtained 1.7
 18 million documents, totaling almost 7 million pages. Defendants produced documents from
 19 over 374 document custodians.

20 38. This documentary evidence was thoroughly reviewed, analyzed, coded and
 21 organized by a team of lawyers through an electronic review platform. Through the use of
 22 targeted searches and other search devices and protocols, counsel reviewed close to a million
 23 pages of documents. This process identified the important evidence in this case. The process
 24 was made all the more complex because many of the documents were provided in foreign
 25 languages. These documents required review by attorneys fluent in those foreign languages,
 26 who then had to determine which documents were sufficiently relevant to the litigation to
 27 require full English translations and, in certain cases, certified translations for use in
 28

1 depositions. Though expensive and time consuming, the online database and process
2 developed by Class Counsel permitted Plaintiffs to efficiently prioritize documents and
3 custodians.

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

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

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

22 42. Plaintiffs also propounded requests designed to elicit Defendants' transactional
23 data. Plaintiffs were required to participate in countless and protracted meet and confers with
24 Defendants in order to understand the data and provide it in a useful format for Plaintiffs'
25 experts. Follow-up meet and confers were needed when Plaintiffs' experts had additional
26 questions.

27 43. In addition to the offensive discovery outlined above, Plaintiffs were required
28

1 to respond to discovery and to produce relevant documents to Defendants. Plaintiffs made
 2 their first production of documents on August 24, 2011 and made subsequent productions on
 3 December 9, 2011, January 10, 2012, March 4, 2013, and March 15, 2013. Class Counsel
 4 spent significant time responding to Defendants' discovery requests and assisting Class
 5 Representatives in the search and production of relevant document. Plaintiffs also spent
 6 substantial time responding to Defendants' contention interrogatories.

7 **D. Depositions**

8 44. Class Counsel and Supporting Counsel also spent significant time preparing
 9 for and taking the depositions of Defendants' employees and former employees. Conspiracy
 10 cases are document heavy and require a large number of depositions.

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

15 46. In many cases, Defendants refused to bring their deponents to the United
 16 States for deposition, thus requiring several trips to foreign countries, such as Australia, Japan,
 17 Hong Kong, Taiwan and Singapore. Adding to the complexity, deponents in Japan are
 18 precluded from appearing voluntarily. Class Counsel, therefore, was required to file motions
 19 with the Court, obtain deposition rooms at the U.S. Consulate or Embassy, and procure a
 20 deposition visa after a diplomatic exchange between the United States and Japan. ECF Nos.
 21 737, 889. Additionally, some former employees refused to appear voluntarily, thus requiring
 22 Plaintiffs to utilize the time-consuming and inefficient Hague Process to compel their
 23 attendance at important depositions. ECF Nos. 796, 803-805, 891.

24 47. In connection with Defendants' summary judgment motions regarding the
 25 filed-rate doctrine, Plaintiffs propounded additional discovery, took the depositions of the
 26 Defendants' fact declarants, and took a third-party deposition of Joanna Bryant, ATPCO's
 27 declarant in support of Defendants' motions.

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

E. Summary Judgment Proceedings Regarding the Filed Rate Doctrine

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

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

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

52. In support of its Opposition, Plaintiffs also consulted with and retained three experts to provide expert testimony through the submission of extensive declarations. *See* ECF

Nos. 872, 873, 874. As previously noted, Plaintiffs also prepared for and defended the depositions of these three experts.

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

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

55. On September 23, 2014, the Court granted in part and denied in part Defendants' motions, keeping the vast majority of the claims in the case against Defendants. *See In re Transpacific Passenger Air Transportation Antitrust Litig.*, No. 07-cv-05634-CRB, 2014 U.S. Dist. LEXIS 134104 (N.D. Cal. Sept. 23, 2014). All of the remaining Defendants filed petitions for interlocutory review and the appeal is now pending in the Ninth Circuit Court of Appeals.

SETTLEMENT PROCESS

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

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

58. Also in or around mid-2012, Class Counsel began settlement discussions with

1 Malaysian Air. These settlement talks resulted in the execution of a settlement agreement on
2 June 11, 2013, providing for cooperation and a payment of \$950,000 to the Class.

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

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

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

14 62. Similarly, in the summer of 2014 Class Counsel and Qantas engaged in
15 settlement discussions that culminated in the execution of a settlement agreement on August 8,
16 2014, providing for cooperation and a payment of \$550,000, plus an additional \$100,000
17 towards the cost of class notice.

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

22 64. Each of the foregoing settlements was premised on the following
23 considerations: (1) the financial health of the airline, particularly in the case of JAL, (2) the
24 evidentiary record as of the date of the settlement agreement, (3) Defendants' agreement to
25 provide cooperation to the Class, (4) the volume of air traffic for U.S. originating travel, except
26 in the case with JAL where JAL's overall commerce to and from the United States was
27 analyzed, and (5) the Settling Defendants' legal defenses. The settlements reached with
28

1 Settling Defendants create a Settlement Fund of \$39,502,000.

2 65. This Court preliminarily approved the first round of settlements with JAL, Air
3 France, Malaysian Air, Vietnam Airlines, Thai Airways, and Cathay Pacific on August 11,
4 2014. ECF No. 924. The Court preliminarily approved the second round of settlements with
5 Singapore Airlines and Qantas Airways on October 14, 2014. ECF No. 951.

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

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

10 67. The Notice Program, developed in consultation with Kinsella Media, provided
11 for (1) multiple and targeted publications of the class notice in those domestic and international
12 paid media outlets most likely to inform potential class members about the settlements, (2)
13 press releases (*i.e.*, earned media) that were uniquely targeted to potential Class Members, (3)
14 the placement of the class notice on internet banner advertisements, including through the
15 social media outlet, Facebook; (4) the establishment of a settlement website that provided
16 notice of the settlements; and (5) a toll free telephone support line to service class members'
17 inquiries regarding the notice, which in turn, permitted them to request a copy of the notice
18 delivered via direct mail. *See* ECF No. 948.

19 68. In addition to applying to the Court for approval of Class Notice, Class
20 Counsel also designed and implemented the Plan of Allocation and Claim Forms. ECF No.
21 948.

22 69. On December 15, 2014, this Court approved both the Notice Program and the
23 Plan of Allocation. ECF No. 968.

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

TIME

A. Class Counsel Made Efforts to Ensure that the Lodestar Figure is Accurate

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

B. Co-Lead Class Counsel and Supporting Counsel Time

72. Attached hereto as **Exhibit 2** is my firm's total hours and lodestar, computed at historical rates, for the period of March 28, 2008 to February 28, 2015. This period reflects the time spent after appointment of Co-Lead Class Counsel in this litigation to February 28, 2015. The total number of hours spent by CPM during this period was 17,608.1 with a corresponding lodestar of \$6,397,085.50. This summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work performed by CPM for the benefit of the Class.

73. The hourly rates for the attorneys, paralegals and law clerks at my firm included in Exhibit 2 are the usual and customary hourly rates charged by CPM.

74. Attached hereto as **Exhibit 5** is a summary of the total hours, lodestar and expenses of all Plaintiffs' counsel – Co-Lead Class Counsel and Supporting Counsel – that

1 participated in the joint prosecution of this litigation. The total number of hours spent by all
 2 Plaintiffs' Counsel, including Class Counsel and Supporting Counsel is 98,364.36, with a
 3 corresponding lodestar of \$38,685,058.25. All firms were instructed to only submit time and
 4 lodestar for work done during the Relevant Period as well as capping certain services (*i.e.*,
 5 document review) at particular hourly rates.

6 75. Attached hereto as **Exhibits 6 through 43** are detailed declarations with
 7 attached exhibits from all Supporting Counsel setting forth the time and costs they have
 8 incurred in this litigation.

9 **EXPENSES**

10 76. Attached hereto as **Exhibit 3** is a chart outlining the itemized costs and
 11 expenses incurred by CPM. My firm expended \$251,731.52 in unreimbursed costs and
 12 expenses in connection with the prosecution of this litigation. They were incurred by my firm
 13 on behalf of the Class on a contingent basis, and have not been reimbursed. The expenses
 14 incurred in this Action are reflected in the books and records of my firm.

15 77. CPM contributed a total of \$263,750.00 in assessments to the Litigation Fund.

16 78. **Exhibit 5**, attached hereto, contains a compilation of each firm's unreimbursed
 17 costs and expenses in the amount of \$930,039.61. These costs and expenses are supported by
 18 each firm's separate declaration in support of fees and costs.

19 79. As noted, Co-Lead Class Counsel established a Litigation Fund to finance the
 20 joint prosecution of this litigation against the Defendants. Plaintiffs' counsel, including Co-
 21 Lead Class Counsel and Supporting Counsel, have contributed a total of \$2,252,790.00 in
 22 assessments to the Litigation Fund. A total of \$1,877,660.12 in necessary litigation costs and
 23 expenses were paid from the Litigation Fund. Attached hereto as **Exhibit 4** is an accounting of
 24 these costs and expenses. None of these expenditures have been included for reimbursement in
 25 any of the individual fee and expense declarations of any Supporting Counsel.

26 80. Total expenses incurred by Plaintiffs for the prosecution of this case are
 27 \$2,807,699.73. These expenses are calculated from the total of: (1) \$930,039.61 of expenses
 28

1 and costs incurred by each firm, as reflected in the exhibits to each declaration; and (2)
2 \$1,877,660.12 in Litigation Fund expenses.

3 81. In relation to preliminary approval, this Court also provisionally approved the
4 establishment of a \$3,000,000 expense fund to reimburse Plaintiffs for future expenses incurred
5 in carrying out the litigation against the remaining Defendants. These amounts are not
6 reflected in the attached charts or summaries.

7 **INCENTIVE AWARDS FOR CLASS REPRESENTATIVES**

8 82. The Class Representatives in this action devoted substantial time and resources to
9 assisting in the prosecution of this matter. Their help was essential to the success of this case.
10 None of the Class Representatives conditioned, or were asked to condition, their participation in
11 the litigation upon receiving an incentive award. None of the Class Representatives conditioned,
12 or were asked to condition, their approval of any of the settlements upon the promise or
13 expectation that they would receive any benefit greater than the rest of the Class Members.

14 83. Class Counsel is seeking incentive payments in the amount of \$7,500 to each
15 Class Representative. The Class Representatives each expended substantial time and effort as
16 named plaintiffs. Among other things, they spent time reviewing and responding to multiple sets
17 of document requests and interrogatories, including collecting responsive documents, preparing
18 for and sitting for depositions, and consulting with Class Counsel regarding litigation strategy,
19 settlement negotiations, and other matters.

20 84. By shouldering the burdens associated with this litigation, each Class
21 Representative has made a significant contribution to the recovery obtained for the Class. In
22 light of the benefits conferred by the settlements reached in this case, the important role of the
23 Class Representatives should be acknowledged with a reasonable payment to compensate them
24 for their time and expenses associated with actively participating in this litigation.

25
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27 ///

1 I declare under penalty of perjury under the laws of the United States that the foregoing
2 is true and correct. Executed this 7th day of April, 2015 at Burlingame, California.

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4 /s/Steven N. Williams
5 Steven N. Williams
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DECLARATION OF STEVEN N. WILLIAMS IN SUPPORT OF PLAINTIFFS' MOTION FOR AN AWARD OF
ATTORNEYS' FEES, REIMBURESMENT OF EXPENSES AND CLASS REPRESENTATIVE INCENTIVE
AWARDS

COTCHETT, PITRE & McCARTHY, LLP

ATTORNEYS AT LAW

BURLINGAME | LOS ANGELES | NEW YORK

WWW.CPMLEGAL.COM

FIRM RESUME

WHO WE ARE

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

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

WHAT WE DO

ANTITRUST CASES

Auto Parts Antitrust Litigation

USDC, Eastern District of Michigan

CPM is co-lead counsel on behalf of consumers against manufacturers of auto parts, including bearings, fuel senders, heater control panels, safety systems, instrument control clusters and wire harnesses, for a world-wide conspiracy to fix prices for those parts for use in cars and trucks.

In re Vehicle Carrier Services Antitrust Litigation

USDC, District of New Jersey

CPM is co-lead counsel on behalf of consumers against Defendants, who are providers of Vehicle Carrier Services globally and in the United States, for engaging in at least a five yearlong conspiracy to fix, raise, maintain and/or stabilize prices and allocate the market and customers in the United States for Vehicle Carrier Services.

In re International Air Transportation Surcharge Antitrust Litigation

USDC, Northern District of California

CPM served as Co-Lead Counsel for a class of purchasers who paid fuel surcharges illegally charged by defendants on long-haul passenger flights for transatlantic routes. Plaintiffs secured settlements on behalf of the class with Defendants Virgin Atlantic Airways, LTD and British Airways Plc worth approximately \$204 million. (Settled, 2009).

Air Cargo Shipping Services Antitrust Litigation

USDC, Eastern District of New York

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

In re Transpacific Passenger Air Transportation Antitrust Litigation

USDC, Northern District of California

CPM is the court-appointed Co-Lead counsel for a proposed class of purchasers who paid fuel surcharges illegally charged by defendants on long-haul passenger flights for transpacific routes. Plaintiffs have settled with Japan Airlines for \$10 million.

Freight Forwarders Antitrust Litigation

USDC, Eastern District of New York

CPM is Co-Lead Counsel for Direct Purchasers of Freight Forwarding services in the United States and filed a complaint alleging that the major providers of Freight Forwarding conspired to

fix the prices of such services in violation of U.S. federal antitrust law (15 U.S.C. § 1). The action has already led to multiple settlements for the benefit of the class.

In re Capacitors Antitrust Litigation

USDC, Northern District of California

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

In re Cathode Ray Tube (CRT) Antitrust Litigation

USDC, Northern District of California

CPM is an Executive Committee Member and represents a class of direct purchaser plaintiffs against manufacturers of cathode ray terminals ("CRT") whose prices were artificially raised, maintained or stabilized at a supra-competitive level by defendants and their co-conspirators. Settlements amounting to \$79.5 million have been reached with four of the defendants.

In re Lithium Batteries Antitrust Litigation

USDC, Northern District of California

The Court appointed CPM as Co-Lead Counsel on behalf of direct purchasers of lithium-ion rechargeable batteries that defendants allegedly conspired to fix the price on.

In re Optical Disk Drive (ODD) Antitrust Litigation

USDC, Northern District of California

CPM is a member of the executive committee in this multidistrict litigation alleging a conspiracy that manufacturers of optical disk drives ("ODD") fixed prices of ODD's sold directly to plaintiffs in the United States. Plaintiffs have reached a \$26 million settlement with the HLDS defendants.

In re Static Random Access Memory (SRAM) Antitrust Litigation

USDC, Northern District of California

The Court appointed CPM as sole Lead Counsel for direct purchaser plaintiffs of Static Random Access Memory ("SRAM") chips. CPM successfully secured a \$77 million settlement on behalf of plaintiffs. Important legal rulings were reached on cutting edge issues such as the extent to which the United States antitrust laws apply to foreign conduct, standing of class representatives and the proper showing for class certification. (Settled, 2011).

In re Dynamic Random Access Memory (DRAM) Antitrust Litigation

USDC, Northern District of California

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

In re Digital Music Antitrust Litigation

USDC, Southern District of New York

CPM was appointed to the Steering Committee in this class action brought on behalf of all persons who paid inflated prices for music sold as digital files.

In re: Plasma Derivative Protein Therapies Antitrust Litigation

USDC, Northern District of California

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

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

USDC, Northern District of California

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

In re Intel Corporation Microprocessor Antitrust Litigation

USDC, District Court of Delaware

CPM represents entities against Intel Corporation for antitrust violations relating to monopolization. CPM has been active in assisting lead counsel with discovery.

Municipal Bond Insurance Antitrust Litigation

San Francisco County Superior Court

CPM represents Los Angeles and numerous public entities who issued tax-exempt municipal bonds to raise funds to finance public works projects and were compelled to purchase insurance for those bond issuances. When a public entity issues bonds, its credit rating determines the interest it will pay to bond holders. To reduce the interest rate, public entities have had to purchase bond insurance to improve their credit worthiness (despite an historical default rate of less than 0.1 percent). CPM's investigation has uncovered and the complaints allege that the bond insurance companies violated antitrust law and common law by conspiring to maintain a dual credit rating system that discriminates against public entities (versus private corporations), causing public entities to pay unusually high premiums to purchase unnecessary bond insurance, and failure of the bond insurance companies to disclose they made risky investments in the subprime market that has led to the downgrading of the bond insurers' own credit ratings.

Municipal Derivative Investment Antitrust Litigation

USDC, Southern District of New York

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

Toyota Motor Sales USA, Inc.

Livingston v. Toyota Motor Sales USA, Inc.

USDC, Northern District of California

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

Hip And Knee Implant Marketing Litigation

USDC, Northern District of California

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

In re Commercial Tissue Products Public Entity Indirect Purchaser Antitrust Litigation

County of San Mateo v. Kimberly-Clark Corp.

San Francisco County Superior Court

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

Dry Creek Corporation v. El Paso Corporation

San Diego County Superior Court

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

In re Hydrogen Peroxide Antitrust Litigation

USDC, Eastern District of Pennsylvania

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

Kopies, Inc, et al. v. Eastman Kodak Co.

USDC, Northern District of California

CPM was appointed Co-Lead counsel, and successfully prosecuted an antitrust class action on behalf of copier service firms against parts manufacturer for illegal tying of products and services. CPM successfully reached a \$45 million settlement with Kodak on behalf of plaintiffs.

E&J Gallo Winery v. EnCana Energy Services, et al.

USDC, Eastern District of California

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

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

San Diego Superior Court

CPM represented eleven public entities and others for the reporting of false information by non-core natural gas retailers to published price indices to manipulate the natural gas market during the California energy crisis. CPM successfully prosecuted this case, concluding in approximately \$124 Million in settlements.

Bathroom Fittings Cases

USDC, Northern District of California

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

Magazine Paper

San Francisco County Superior Court

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

Foundry Resins

USDC, Southern District of Ohio

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

In re Automotive Refinishing Paint Cases

Alameda County Superior Court

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

In re Methionine Antitrust Litigation

USDC, Northern District of California

CPM was appointed Co-Lead Counsel in this antitrust class action against several methionine manufacturers involved in a conspiracy to fix the prices of and allocate the markets for methionine. This case settled for \$107 million.

In re Citric Acid Antitrust Litigation

USDC, Northern District of California

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

In re Beer Antitrust Litigation

USDC, Northern District of California

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

In re Sodium Gluconate Antitrust Litigation

USDC, Northern District of California

CPM served as Lead Counsel in an antitrust class action against defendants who allegedly price fixed sodium gluconate, and industrial cleaning agent. CPM successfully certified the class, and reached a settlement on behalf class plaintiffs in the amount of \$4,801,600.

SECURITIES CASES

In re Medical Capital Securities Litigation

USDC, Central District of California

CPM was Co-Lead Counsel for noteholders who invested in Medical Capital, a receivable company that turned out to be a Ponzi scheme. After Plaintiffs prevailed on several motions to dismiss, Bank of New York Mellon agreed to pay \$114 million to resolve the actions. Shortly thereafter, and on the eve of trial, Wells Fargo agreed to pay \$105 million dollars to resolve the actions. The combined \$219 million recovery represents one of the largest recoveries against indenture trustees in United States history and the largest Ponzi recovery in California history (Settled, 2013).

In re Hewlett-Packard Co. Shareholder Derivative Litigation

USDC, Northern District of California

CPM is Lead Counsel in a derivative action on behalf of Hewlett-Packard relating to HP's acquisition and due diligence of Autonomy Corp.

In re BP Securities Litigation

USDC, Southern District of Texas

CPM is Co-Lead Counsel for investors who purchased American Depositary Receipts ("ADRs") issued by BP, and suffered damages following the Gulf of Mexico explosion and oil spill. Plaintiffs allege that BP and its senior executives falsely touted BP's safety and risk management practices relating to its deep sea drilling operations.

Lehman Brothers Litigation

USDC, Southern District of New York

CPM is Liaison Counsel and represents San Mateo County, Monterey County, the cities of Auburn, San Buenaventura, Burbank, and Zenith Insurance Company in a securities action relating to their investment losses in Lehman Brothers. CPM, on behalf of its clients, is the only firm to get dollars from the individual defendants themselves and continues to pursue claims against Ernst & Young, LLP.

In re Homestore.com, Inc. Securities Litigation

USDC, Central District of California

CPM was Lead Counsel in a securities fraud class action representing CALSTRS against Homestore.com, Inc., its senior officers and directors, its auditors, and other companies who engaged in fraudulent "roundtripping" transactions, increasing revenues by false accounting methods. In 2004 the court approved a settlement in which Homestore agreed to reform its corporate policies and pay approximately \$93 million in stock and cash. In 2011, CPM obtained a jury verdict against a Homestore executive for securities fraud. (Jury Verdict, 2011).

HL Leasing Ponzi Scheme

Fresno County Superior Court

CPM obtained a jury verdict for \$46.5 million against the top two senior officers of HL Leasing, Inc. for their involvement in a Ponzi scheme. The jury verdict came three days after the court had entered a directed verdict for \$114 million against HL Leasing, Inc., Heritage Pacific Leasing and Air Fred, LLC for a Ponzi scheme in which over 1200 victims lost approximately \$137 million. (Jury Verdict, 2011).

Monterey County/ San Buenaventura / WaMu

USDC, Western District of Washington

CPM represented Monterey County and the City of San Buenaventura relating to their investment losses in Washington Mutual. Defendants allegedly deceived investors relating to their underwriting and exposure to subprime losses, and engaged in misleading accounting practices. (Settled, 2011).

Pay By Touch Litigation

San Francisco County Superior Court

CPM represented investors, including the Getty family trusts, in a securities action against UBS Securities and former executives of Pay By Touch alleging fraud and negligent misrepresentation. (Settled, 2011).

California State Teachers' Retirement System v. Qwest Communications

San Francisco County Superior Court

CPM represented CalSTRS in a securities action against Qwest Communications International, Inc., its securities underwriters, its senior officers and directors, and its auditor, Arthur Andersen arising out of the fraud executed by Qwest's senior officers. The litigation strategy resulted in a \$46.5 million settlement for CalSTRS alone, compared to the entire \$400 million class settlement. CalSTRS' individual settlement is approximately 11.6% of the total class settlement. CalSTRS also recovered over 50% of its actual damages, compared to a 6% class recovery. This is an exceptional settlement in a securities litigation and became the subject of securities panel discussions. (Settled, 2007).

California State Teachers' Retirement System v. AOL Time Warner

Los Angeles County Superior Court

CPM represented CalSTRS in a securities action against AOL Time Warner, its securities underwriters, its senior officers and directors and its auditor, Ernst & Young ("E&Y") alleging violations of state and federal securities law. CalSTRS was able to recover \$107.4 million in settlement, representing 80% of its losses and over 7 times what it would have recovered if it had remained a member of the Class. Our firm's participation in the CalSTRS/AOL Time Warner litigation was also at the cutting edge of California securities law development. We obtained a ruling from the Los Angeles Superior Court holding that the Supreme Court ruling in *Dura Pharmaceuticals, Inc. v. Broudo*, 544 U.S. 336 (2005) did not apply to actions brought under the California securities laws. We also were one of the first firms to litigate the issue of reliance as it relates to index investing, an issue of significant importance to all pension funds. This litigation demonstrates our firm's commitment to fighting to ensure that federal and state securities laws are able to protect injured investors and preserve the integrity of America's securities markets. (Settled, 2007).

Worldcom

The Regents of the University of California v. Salomon Smith Barney, Inc., et al.

USDC, Southern District of New York

CPM represented the Regents of the University of California in an individual securities action WorldCom, Inc., its underwriters and its officers and directors, including Bernard Ebbers, relating to a massive multibillion accounting fraud which resulted in the bankruptcy of one of the largest telecommunications companies in the United States. Regents had invested in WorldCom securities prior to the Class Period and would have recovered nothing from the settlement. This was one of the first cases to successfully bring a holder's claim under California's blue sky laws, as recognized by the California Supreme Court in *Small v. Fritz* (2003) 30 Cal.4th 167. (Settled, 2006).

Oracle Securities Litigation

USDC, Northern District of California

CPM is Co-Lead Counsel for investors in a shareholder derivative complaint on behalf of Oracle Corporation against certain members of its Board of Directors and certain senior officers for breach of fiduciary duty and abuse of control relating to the over-billing of the US government for software products.

In re Novellus Systems, Inc. Litigation

Santa Clara County Superior Court

CPM was Co-Lead Counsel in a class action representing the Louisiana Municipal Police Employees' Retirement System against Novellus' Board of Directors for alleged breaches of their fiduciary duties arising from a merger with Lam Research Corporation. CPM alleged that the merger was for inadequate consideration and was arrived at through an unfair process that did not adequately safeguard the interest of Novellus shareholders. (Settled, 2012).

In re Mutual Funds Investment Litigation

USDC, District of Maryland

CPM was Lead Counsel in a securities fraud class action filed against Janus mutual funds for allowing select investors to make substantial profits at the expense of other investors. The suits were filed in September 2003 and accuse the funds of allowing “market timing” and “late trading” by its largest customers resulting in millions of dollars of losses to other shareholders. (Settled, 2010).

In re Genentech/Roche Shareholder Litigation

San Mateo County Superior Court

CPM was Co-Lead Counsel in a class action alleging several defendants breached their fiduciary duty relating to a proposed buy-out offer of Genentech by its largest and controlling shareholder, Roche Holdings. (Settled, 2009).

Merrill Lynch Class Action

USDC, Southern District of New York

CPM represented former First Republic Bank shareholders in a securities class action against Merrill Lynch & Co., which is accused of hiding billions of dollars of losses related to subprime mortgages while the companies' merger was pending. Defendants allegedly mislead First Republic shareholders about its finances as they considered Merrill's \$1.8 billion takeover of the company. (Settled, 2009).

In re Apple Computer Inc. Derivative Litigation

USDC, Northern District of California

CPM was Lead Counsel in a derivative action on behalf of Apple relating to backdating of stock options granted to various executives. The action alleged violations of federal and California state securities statutes, and resulted in Settlement of cash and novel corporate governance reform. (Settled, 2008).

Madoff Litigation

New York State Supreme Court

CPM represents investors in a securities action naming individuals and entities who are alleged to be liable in the \$65 billion Ponzi Scheme perpetrated by Bernard Madoff. Plaintiffs allege that Defendants, JP Morgan and the Bank of New York as well as accounting firm KPMG LLP and their international counterparts, KPMG UK and KPMG International were primary players responsible for the fraud. Partners Joseph Cotchett and Nancy Fineman were the first and only attorneys to interview Bernard Madoff in prison.

American Continental Corp./Lincoln Sav. & Loan

794 F. Supp. 1424, UDSC, District Court of Arizona

CPM represented shareholder and bondholder victims of Charles Keating in a securities class action, and related insurance coverage litigation, including lengthy jury trial. (Largest jury verdict against an individual defendant in American history – \$3.5 billion against Keating and others.) (Jury Verdict).

Technical Equities Litigation

Abelson v. National Union

Santa Clara County Superior Court

CPM represented hundreds of individual plaintiffs in a fraud litigation, and subsequent insurance coverage and insurance bad faith litigation, and included three lengthy jury trials and three court trials. (Largest verdict in California for 1991).

Bily v. Arthur Young & Co.

3 Cal. 4th 370 (1992)

CPM represented shareholders in a professional negligence action against Arthur Young & Co. for materially misleading financial statements. Seminal case in California discussing auditor liability to shareholders.

In re Federal Home Loan Mortgage Corp. (Freddie Mac) Securities Litigation

UDSC, Southern District of New York

CPM is Lead Counsel in securities class action against Freddie Mac executives alleging that they misrepresented material facts regarding Freddie Mac's business prior to government conservatorship. The losses suffered by the Class of preferred shareholders exceed \$6 billion.

Diversified Lending Group

Los Angeles County Superior Court

CPM represents investors in a securities action involving a multi-hundred million dollar fraudulent investment scheme perpetrated by Diversified Lending Group, Inc., Applied Equities, Inc. Bruce Friedman, and Diane Cano.

In re: American International Group, Inc. Securities Litigation

USDC, Southern District of New York

CPM represents SFERS in a securities fraud class action against AIG arising out of defendants false and misleading statements concerning AIG's financial condition and accounting practices.

In re Informix Derivative Litigation

Smurthwaite v. White

San Mateo County Superior Court

CPM was Lead Counsel in consolidated shareholder derivative actions against corporate officers, directors and accountants relating to accounting fraud. (Settled, 2000).

In re Sybase Derivative Litigation

Alameda County Superior Court

Krim v. Kertzman

Alameda County Superior Court

CPM was Lead Counsel in consolidated shareholder derivative actions against corporate officers and directors. (Settled, 2000).

CBT Group Litigation

Durrett v. McCabe

San Mateo County Superior Court

CPM represented holders of American Depository Shares in a derivative litigation against officers and directors of CBT Group PLC for accounting fraud and insider trading. (Settled, 2000).

In re Global Crossing Ltd. Securities & "ERISA" Litigation

USDC, Southern District of New York

CPM represents investors in a securities fraud class action against Global Crossing, Ltd. for misrepresentation and artificially inflating its financial results through 2001.

Orange County Securities Litigation

Smith v. Merrill Lynch

Orange County Superior Court

CPM represented debt securities holders of Orange County and its investment pool participants in a securities class action. (Settled, 1997).

Acclaim Securities Litigation

Campbell v. Petermeier, et al.

Alameda County Superior Court

Campbell v. Acclaim Entertainment, Inc., et al.

USDC, Eastern District of New York

CPM represented investors in a securities class action arising from a stock swap merger. (Settled, 1997).

In re Pilgrim Securities Litigation

USDC, Central District of California

CPM represented investors in a mutual fund fraud class action. (Settled, 1997).

West Valley Litigation

Knight v. Rayden

Santa Clara County Superior Court

CPM represented real estate limited partnership investors in a securities class action. (Settled, 1996).

In re Oak Technologies Securities Litigation

Santa Clara County Superior Court

CPM served as Co-Lead Counsel for investors in a securities class action for insider trading and abuse of control. (Settled).

In re HomeFed Securities Litigation

USDC, Southern District of California

CPM represented bankrupt S&L as plaintiff in action against former S&L officers, directors and accountants for mismanagement and breach of fiduciary duty. (Settled).

Giorgetti v. BankAmerica Corp.

San Francisco County Superior Court

CPM represented shareholders in a class action for failure to pay control premium in connection with merger between Bank of America and NationsBank Corp. (Settled).

Harmsen v. Smith

693 F. 2d 932 (9th Cir. 1982)

586 F. 2d 156 (9th Cir. 1978)

542 F. 2d 496 (9th Cir. 1976)

CPM represented shareholders of United States National Bank, San Diego in a securities class action against C. Arnholt Smith and other officers, directors, and insiders. Multi-million dollar jury verdicts upheld on appeal. The first securities class action tried on both liability and damages to a jury.

J. David Dominelli Litigation

Rogers & Wells v. Superior Court

175 Cal. App. 3d 545 (1986)

CPM represented hundreds of clients in investor fraud litigation in San Diego County Superior Court including a lengthy jury trial.

PUBLIC ENTITY CASES***People of the State of California v. Atlantic Richfield, et al. (“Lead Paint Litigation”)*****Santa Clara County Superior Court**

CPM represented the People of the State of California alongside ten California Cities and Counties in a public nuisance action in the Complex Department of Santa Clara County Superior Court. The six defendants included the largest historical manufacturers of lead-based paint and lead pigments in the country. The case was initially filed in March of 2000, and was finally brought to trial in the summer of 2013. The Lead Paint Litigation is considered one of the largest representative public nuisance actions in the country ultimately resulting in a judgment for the People in the amount of \$1.15 Billion.

LIBOR-Based Financial Instruments Antitrust Litigation**USDC, Southern District of New York**

CPM represents the Counties of San Mateo and San Diego, the Cities of Richmond and Riverside, East Bay Municipal Utility District, and other public entities who invested in financial instruments that were tied to the London Interbank Offered Rate, or LIBOR. LIBOR is the world's benchmark rate used for setting interest rates on a wide range of financial instruments, from car and home loans to municipal derivatives. LIBOR is set daily based on the borrowing costs reported by members of the British Bankers' Association. The complaints allege that the member banks conspired to suppress LIBOR, both to reduce the amounts they were required to pay on LIBOR-linked transactions, and to increase their perceived strength in the market. Plaintiffs invested significant sums in financial instruments, such as interest rate swaps and corporate securities, the rates of return of which were tied to LIBOR, and earned less on those investments as a result of the alleged suppression of LIBOR.

Municipal Derivative Investment Antitrust Litigation**USDC, Southern District of New York**

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

Municipal Bond Insurance Antitrust Litigation**San Francisco County Superior Court**

CPM represents Los Angeles and numerous public entities who issued tax-exempt municipal bonds to raise funds to finance public works projects and were compelled to purchase insurance for those bond issuances. When a public entity issues bonds, its credit rating determines the

interest it will pay to bond holders. To reduce the interest rate, public entities have had to purchase bond insurance to improve their credit worthiness (despite an historical default rate of less than 0.1 percent). CPM's investigation has uncovered and the complaints allege that the bond insurance companies violated antitrust law and common law by conspiring to maintain a dual credit rating system that discriminates against public entities (versus private corporations), causing public entities to pay unusually high premiums to purchase unnecessary bond insurance, and failure of the bond insurance companies to disclose they made risky investments in the subprime market that has led to the downgrading of the bond insurers' own credit ratings.

San Francisco Unified School District

Sacramento County Superior Court

CPM filed a consumer fraud and negligence case against a Fortune 250 energy company in a scheme to defraud the district in connection with an energy contract to upgrade schools and help the district save in energy costs. (Settled in June of 2004 for \$43.1 million)

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

San Diego Superior Court

CPM represented eleven public entities and others for the reporting of false information by non-core natural gas retailers to published price indices to manipulate the natural gas market during the California energy crisis. CPM successfully prosecuted this case, concluding in approximately \$124 Million in settlements.

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

San Francisco County Superior Court

CPM served as the Public Entity Co-Liaison Counsel, and filed an antitrust class action on behalf of public entity consumers of commercial sanitary paper products for an alleged price-fixing conspiracy among producers. This case settled for approximately \$2,250,000.

Judicial Counsel of California

USDC, Northern District of California

CPM successfully defended the Chief Justice of the State of California and the Judicial Counsel of California in an action brought by the National Association of Securities Dealers (NASD) to invalidate California's Ethics Standards for Neutral Arbitrators by demonstrating that the 11th Amendment bars federal actions against these state actors.

Federal Energy Regulatory Commission (FERC)

United States Court of Appeals, 9th Circuit

CPM represented the California State Senate, the California State Assembly, and the City of Oakland in an action against FERC. Petitioned the Court to issue a writ of mandamus to compel FERC to take action to ensure just and reasonable rates for energy in California and the Western states.

Central Sprinkler

County of Santa Clara v. Central Sprinkler Corp.

Santa Clara County Superior Court

Hart v. Central Sprinkler Corp.

Los Angeles County Superior Court

CPM filed a consumer class action against manufacturer of automatic fire suppression sprinklers for product defects and consumer fraud. (Class certified and settlement finally approved, 1999). 193 Cal. App. 3d 802 (1987). Class action for antitrust and unfair business practices.

PRODUCT LIABILITY CASES

In re: Toyota Motor Corp. Unintended Acceleration Marketing, Sales Practices, and Products Liability Litigation

USDC, Central District of California

CPM was Co-Lead counsel in a class action against Toyota Motor Corporation and its U.S. sales and marketing arms, Toyota Motor Sales, U.S.A., Inc. and Toyota Motor North America, Inc. United States District Judge James V. Selna appointed Frank M. Pitre as Co-Lead Counsel for the Economic Loss Committee in the Toyota sudden unintended acceleration litigation. The MDL involves more than 200 lawsuits divided into two groups: those seeking losses on behalf of consumers and others who have lost value on their Toyotas, and those seeking damages for people who have been injured or killed in a Toyota. (Settled, 2012 - \$1.3 billion).

Bextra and Celebrex Marketing Sales Practices and Product Liability Litigation

USDC, Northern District of California

CPM was co-lead trial counsel in the In Re: Bextra and Celebrex Mktg., Sales Practices & Product Liability Litigation, which culminated in Pfizer agreeing to pay \$894 million to settle consolidated injury and class action cases related to its pain killers Bextra & Celebrex.

Vioxx Product Liability Litigation

USDC, Northern District of New York

CPM represents a number of individuals who suffered medical injuries such as heart attacks and strokes after taking the prescription drug Vioxx. The drug was withdrawn from the market by its manufacturer and distributor, Merck & Co., Inc., after evidence emerged linking the drug to heart attacks, strokes, sudden cardiac death and other serious cardiovascular risks.

Sharper Image Corporation v. Consumers Union of United States

USDC, Northern District of California

CPM was successful in defending under California's Anti-SLAPP statute of product disparagement claim brought by Sharper Image relating to reviews of Sharper Image's Ionic Breeze air cleaner published in Consumer Reports.

Isuzu Motors Ltd. v. Consumers Union of the United States, Inc.

USDC, Central District of California

CPM represented defendant publisher of Consumer Reports in defamation/product disparagement litigation brought by auto manufacturer against non-profit consumer testing organization. Jury verdict for Consumers Union after a two-month jury trial.

Suzuki Motor Corp. Japan v. Consumers Union of the United States, Inc.

USDC, Central District of California

CPM represented defendant publisher of Consumer Reports in defamation/product disparagement litigation brought by auto manufacturer against nonprofit consumer testing organization. Summary judgment in favor of defendants was granted in May 2000.

Diet Drug Litigation

Los Angeles County Superior Court

USDC, Eastern District of Pennsylvania

CPM represented approximately 100 individuals in consumer fraud and product liability individual actions.

Rhonda Albom, et al. v. Ford Motor Company/Firestone Tires

Los Angeles Superior Court

CPM represented a young child and her mother who were injured when their Ford Explorer veered out of control and rolled over in Half Moon Bay, California. The case was one of several against Ford Motor Company and Firestone Tires consolidated before the Superior Court of Los Angeles.

Swine Flu Immunization Products Litigation

Adleson v. United States

USDC, Northern District of California (1981)

523 F. Supp. 459

USDC, District of Columbia (1980)

89 F.R.D. 695

MDL actions for product liability.

Bausch & Lomb Contact Lens Solution Product Liability Litigation

USDC, District of South Carolina

CPM represents individuals who sustained serious eye injuries as a result of the use of the contact lens solution ReNu with MoistureLoc. The product was withdrawn from the market by its manufacturer and distributor, Bausch & Lomb, after it was associated with fungal keratitis (a rare type of eye infection).

Dephlia Davis, et al. v. Actavis Group, et al.

USDC, Northern District of California

CPM represented individuals who were injured or killed after injecting the drug Digitek, which was formulated and distributed by the manufacturers and suppliers at a level more than double the FDA prescribed maximum.

Trawick v. Parker-Hammifin, et al.

Monterey County Superior Court

CPM successfully prosecuted a product liability claim against the manufacturer and supplier of a defective rubber hose coupling installed on a forklift which failed and killed a construction foreman at the Monterey Plaza Hotel.

Austin Hills, et al. v. S & G Ragsdale Equipment Co., LLC, et al.

Napa County Superior Court

CPM represented the Hills family in a product liability/negligence claim against the parties responsible for the defective operation of a truck/trailer hitch system which caused a 5 ton trailer with drilling equipment to disengage, then swerve into the opposing lane of traffic killing Erika Hills, a resident of Napa.

Munoz, et al. v. Bayer Corporation, et al.

San Joaquin County Superior Court

CPM successfully represented multiple individuals who were killed or injured after ingesting the drug Baycol, which was promoted by Bayer Pharmaceutical without alerting users of a severe muscle adverse reaction known as rhabdomyolysis.

In re Cable News Network and Time Magazine "Operation Tailwind" Litigation,

Sheppard v. Cable News Network, Inc.

USDC, Northern District of California

CPM represented Vietnam veterans in an action against Time and CNN who falsely reported to have committed war crimes in Laos.

QUI TAM CASES

Medical Laboratories Medi-Cal Fraud Case

Sacramento County Superior Court

CPM represented a whistleblower, Chris Riedel, who owns a lab company, Hunter Laboratories of Campbell, California. The California Attorney General's office joined the case in late 2008. The lawsuit alleged that, despite state law requiring that California's Medi-Cal program receive the lowest price for lab services, Quest Diagnostics, the largest lab in California, and LabCorp, the second largest, routinely billed California prices far above what it was charging others. The case settled in 2011, recovering \$301 million in taxpayer money from the lab defendants, including \$241 million from Quest Diagnostics, Inc. The \$241 million settlement is the largest False Claims Act recovery in California history, and the largest single-state False Claims Act settlement ever in United States history.

California ex rel. Richardson v. Ischemia Research & Education Foundation

San Francisco Superior Court

CPM filed a Qui Tam California False Claims Act case against research foundation for failure to pay direct and overhead costs in clinical drug studies to its host university. (Settled, 1997)

United States v. Columbia HCA

USDC, Northern District of California

CPM filed a Qui Tam False Claims Act litigation against healthcare provider for false billing.

United States v. Tenet Healthcare Corporation

USDC, Central District of California

CPM filed a Qui tam False Claims Act litigation against healthcare provider for false claims for payment.

CONSUMER FRAUD CASES

Credit Counseling Industry Suit names Chase, Money Management International and Others

USDC, Central District of California

CPM filed a consumer fraud case against JP Morgan Chase & Co., Chase Manhattan Bank USA, Money Management International (also known as Consumer Credit Counseling Service) and Money Management By Mail, Inc. for fraudulent “debt counseling” and debt collections in the subprime credit industry.

Anastasiya Komarova v. MBNA America Bank, N.A.; National Credit Acceptance, Inc.

San Francisco Superior Court

In a rare jury trial against a credit card collection agency, a San Francisco jury ruled in favor of a young woman who was the victim of an abusive campaign to force her to repay a debt she never incurred. Anne Marie Murphy and Justin T. Berger, two Associates at CPM represented Anastasiya Komarova, who was awarded \$600,000 from National Credit Acceptance, Inc. in 2008. Komarova had been subjected to nearly a year of hostile telephone calls to her work place and a spurious arbitration proceeding, all over a bogus credit card debt and despite the fact that she repeatedly told the agency she never had an account with the credit card company in question. In issuing its verdict, the San Francisco Superior Court jury described National Credit Acceptance's conduct as “outrageous.” The verdict is believed to be one of the largest verdicts in the country by a sole plaintiff alleging credit abuse.

Hidden Wireless Telephone Fees

San Mateo County Superior Court

CPM filed a class action lawsuit against AT&T Wireless, Sprint and Cingular Wireless for illegally charging subscribers for services, including "local number portability" fees, even though the services are not available. The case went to the Court of Appeal and is now back in the Superior Court.

In re: Hewlett-Packard Inkjet Printer Litigation

USDC, Northern District of California

CPM represents consumers who have been deceived by inaccurate low-on-ink warnings on Hewlett-Packard Inkjet Printers. The low-on-ink warnings appear even when there is a substantial amount of ink remaining in the ink cartridges, thereby misleading consumers into unnecessarily buying expensive ink cartridges.

Rich v. Hewlett-Packard

USDC, Northern District of California

CPM represents consumers in a class action lawsuit against Hewlett-Packard, which has designed its printers to use color ink even when printing in black and white. Hewlett-Packard does not disclose this design to consumers, who are forced to buy expensive color ink cartridges even when they only print simple black and white documents.

Citigroup

San Francisco County Superior Court

CPM filed a consolidated class action on behalf of mortgage “packing” and “flipping” victims. Nationwide class certification for settlement purposes, and final approval of settlement, 2003.

Ameriquist

San Mateo County Superior Court

CPM filed a “Bait and Switch” class action on behalf of mortgage borrowers. Class certified for all purpose in 2003. Settlement finally approved in 2005.

Northern Trust Bank of California

Los Angeles County Superior Court

CPM filed a class action on behalf of beneficiaries of fixed-fee trusts charged excess trustee fees over a 21 year period. Class certification for settlement purposes and final approval of settlement, 2005.

Old Republic

Wisper v. Old Republic Title Co.

Verges v. Old Republic Title Co.

San Francisco County Superior Court

CPM was Lead and liaison counsel in consolidated consumer class action against title company for unfair business practices regarding fee overcharges and “cost avoidance” relationships with banks. Class certified for all purposes. Verdict of \$14 million in 2001.

Household Lending

USDC, Northern District of California

CPM filed a nationwide class action on behalf of predatory lending victims. Class certification for all purposes, 2003. Final approval of settlement, 2004.

Fairbanks Capital Corp.

USDC, District of Massachusetts

CPM filed a nationwide class action against mortgage loan servicing company for charging various improper fees, costs and charges. Class certification for settlement purposes and final approval of settlement, 2004.

Massachusetts General Life Ins. Co.

Santa Clara County Superior Court

CPM filed a “vanishing premium” class action on behalf of life insurance policyholders. Class certified for all purposes, 1999.

Commonwealth Life Ins. Co.

Alameda County Superior Court

CPM filed a consumer fraud class action against provider of reverse mortgages to elderly consumers. Class certified on Business and Professional Code Violation for all purposes.

Transamerica HomeFirst, Inc.

San Mateo County Superior Court

69 Cal. App. 4th 577 (1999)

CPM filed a consumer fraud class action against provider of reverse mortgages to elderly consumers. Class certified on Business and Professional Code Violations for all purposes.

Stewart Title Co. of California

San Mateo County Superior Court

CPM represented 115 individual plaintiffs in 81 consolidated cases arising from pyramid scheme fraud relating to fractionalized deeds of trust.

In re Louisiana-Pacific Corp. Inner-Seal OSB Trade Practices

Agius v. Louisiana-Pacific Corp.

USDC, Northern District of California

CPM filed a nationwide product defect/Lanham Act class action on behalf of owners and operators of building and homes with defective and improperly certified oriented strand board wood sheathing. (Class certified and settlement finally approved, 1998).

Executive Life

Los Angeles County Superior Court

CPM filed an action by Insurance Commissioner on behalf of failed insurance company (Filed April 1991); also filed as a class action. (Settled, 1994/95).

Goodyear Tire & Rubber Co.

USDC Southern District of California

CPM filed a class action on behalf of franchisees for unfair business practices. (Settled, 1996).

First Capital Holdings

San Diego County Superior Court

CPM filed a class action on behalf of policy holders of failed insurance company. (Settled, 1992/93).

Fidelity Federal Bank

USDC, Central District of California (1993)

824 F. Supp. 909

9th Circuit Court of Appeals (1996)

91 F. 3d 75

CPM filed a class action on behalf of adjustable rate mortgage borrowers.

In re: Diet Drugs (Phentermine, Fenfluramine, Dexfenfluramine) Products Liability

Los Angeles County Superior Court

USDC, Eastern District of Pennsylvania

CPM filed a consumer fraud and product liability individual actions on behalf of approximately 100 individuals.

Prop. 103

Calfarm Ins. Co. v. Deukmejian

48 Cal. 3d 805 (1989)

CPM filed a lawsuit on behalf of Ralph Nader and his organization regarding Proposition 103 (rate controls on insurance carriers).

BUSINESS CASES

Humboldt Creamery Litigation

Humboldt County Superior Court

CPM is representing the Liquidating Trustee of Humboldt Creamery, LLC in a lawsuit filed against the company's former Chief Executive Officer, Richard Ghilarducci, its Chief Financial Officer, Ralph A. (Tony) Titus and its independent auditor, Frank X. Gloeggler alleging financial fraud. Defendants are alleged to have had manipulated financial data by creating different sets of financial statements for different purposes and inflating revenue.

Siller v. Siller Brothers, Inc.

Sutter County Superior Court

CPM successfully represented a minority shareholder in a dissolution proceeding and trial establishing a value for his corporate interest at more than double that of the court appointed appraisers.

Olympus v. Taisei Construction

Santa Clara County Superior Court

CPM represented the owner of the prestigious Calistoga Ranch Resort in an action for fraudulent overbilling against Taisei Construction.

ENVIRONMENTAL AND TOXIC CASES

Lawsuit Against Caltrans to Protect Ancient Redwoods

USDC, Northern District of California

San Francisco County Superior Court

CPM filed an environmental action against Caltrans challenging Caltrans' approval of a controversial highway widening and realignment project alleging that they violated the California Environmental Quality Act in approving the project.

Cosco Busan Oil Spill

Tarantino, et al. v. Hanjin Shipping Co., Ltd., et al.

San Francisco County Superior Court

Loretz, et al. v. Regal Stone, Ltd., et al.

USDC, Northern District of California

CPM is co-lead counsel for settlement and litigation classes of San Francisco Bay fishermen economically injured by the November 7, 2007 Cosco Busan oil spill. (Partially Settled, 2010).

Californians for Native Salmon Litigation

221 Cal. App. 3d 1419 (1990)

Representative action regarding approval of timber harvest plans.

Avila Beach Environmental Litigation

Poist v. Unocal Corporation

San Luis Obispo County Superior Court

CPM represents owners of interest in timeshares in cost-side towns in an environmental toxic class action arising out of petroleum contamination and remediation efforts.

Cambria Community Services District/Chevron Litigation

San Luis Obispo County Superior Court

CPM represented Cambria Community Services District against Chevron for a leak which contaminated the town's drinking water supplies with MTBE. The firm was successful in securing a settlement for Cambria which permitted it to insure that alternate water sources were available for the community.

Santa Maria Valley Litigation

Story, et al. v. Unocal Corporation, et al.

Santa Barbara County Superior Court

Span, et al. v. Unocal Corporation, et al.

Santa Barbara County Superior Court

Adelhelm, et al. v. Unocal Corporation, et al.

Santa Barbara County Superior Court

Chabot, et al. v. Unocal Corporation, et al.

Santa Barbara County Superior Court

CPM represented homeowners and families living in Santa Maria, California, an old oil field which was the setting of the film *There Will be Blood*. When production in the oil field tapered off, residential communities were constructed atop the old oil fields – and on top of the waste which the oil companies left behind. The firm has been successful in providing remedies to these families, who have been able to leave behind their polluted homes and communities and restart their lives.

Burbank Litigation

USDC, Central District of California

CPM represented homeowners for nuisance arising from environmental remediation efforts at site of massive toxic contamination.

Voisinnet Litigation

Voisinnet, et al. v. Unocal, et al.

San Luis Obispo County Superior Court

CPM represented home developers for nuisance and fraud arising out of petroleum contamination.

Bridgestone/Firestone Litigation

Dower, et al. v. Bridgestone/Firestone North American Tire, LLC, et al.

USDC, Northern District of California

CPM represented homeowners for toxic groundwater contamination released from the Crazy Horse Sanitary Landfill in Salinas, California.

AVIATION CASES

Asiana Flight 214 Crash

USDC, Northern District of California

CPM is currently representing several passengers who were aboard Asiana Airlines Flight 214 that crashed and caught fire while landing at San Francisco International Airport on July 6, 2013.

Tesla Plane Crash Litigation

San Mateo County Superior Court

CPM is representing victims of the February 17, 2010 crash of the Cessna 310R aircraft that took off from the Palo Alto Municipal Airport and collided with power lines, then crashed into multiple homes, narrowly missing a day care center. All three people killed in the plane crash were Tesla engineers.

Alaska Airlines Litigation

USDC, Northern District of California

CPM represented the survivors of one of the victims of crash of Alaska Airlines Flight 261 on January 31, 2000 off the coast of California.

Singapore Airlines Litigation

Thomas v. Singapore Airlines

USDC, Central District of California

CPM represented victims of the October 31, 2000 crash of a Singapore Airlines passenger jet in Taiwan in which 83 people were killed and dozens injured.

Montoya v. Bell Helicopter

USDC, Northern District of Texas

CPM represented the wife and children of the executive and against the helicopter manufacturer and the French company, which supplied the component parts. This case involved pursuit of a claim for product liability in the design of the engine shroud incorporated into a Bell helicopter, which crashed in the jungle of New Guinea killing a Chevron executive.

PSA Flight 1771 Litigation

Los Angeles County Superior Court

CPM represented victims of the December 7, 1989 air crash of a PSA jetliner near San Luis Obispo. The case was unique due to the focus on breaches of security by the airline and airport security, which permitted a disgruntled former airline employee to by-pass security with a gun later used to kill the pilot and crew during flight.

CONSTRUCTION CASES

Delgado vs. City of Millbrae, et al.

Santa Clara County Superior Court

CPM served as co-lead counsel in a successful 5-year battle against various engineers and contractors responsible for a hillside failure during the winter storms of 2001–2002.

ELDER ABUSE CASES

San Mateo County Public Guardian (Muhek) v. Miller

San Mateo County Superior Court

CPM filed an action on behalf of senior citizen against care giver who took life savings.

Santa Clara Public Guardian (McCulla) v. Walia

Santa Clara County Superior Court

CPM filed an action against the companies, real estate brokers and others as a result of \$1.4 million in fraudulent loans to a senior citizen.

Alameda Public Guardian (Bowie) v. First Alliance Mortgage

Alameda County Superior Court

CPM filed an action against lenders for allowing loans to be placed on senior citizen's home by a third party.

Melder v. Pacific Grove Convalescent Hospital

Monterey County Superior Court

CPM filed an action against nursing home for alleged inappropriate sexual behavior by employee.

Rodriguez v. Res-Care, Inc. et al.

San Mateo County Superior Court

CPM filed an elder abuse case against ResCare on behalf of a victim who suffered second and third degree burns when she was put in a shower for 20 minutes with scalding, 130 to 135-degree temperature water. The suit also seeks punitive damages and funding for future care. The case settled in 2008.

Gogol v. Mills-Peninsula Health Services d/b/a Mills-Peninsula Skilled Nursing

San Mateo Superior Court

In July 2012, CPM won a \$1,844,400 jury verdict after a two week trial on behalf of an 86 year old resident of San Mateo County who was injured in a nursing home. The jury also made a finding of clear and convincing evidence of recklessness, oppression, fraud or malice for an additional award of attorneys' fees and punitive damages. Ms. Gogol was recovering from a hip replacement at defendant's nursing home when she was dropped, breaking her recently replaced hip. She was placed back in bed without the injury being reported. Due to her cognitive impairment she had no memory of how her injury occurred. She received treatment only after a family member discovered her injuries. The case settled before the punitive damage phase of the trial.

Pauline B. Reade v. Fetuu Tupofutuna, et al.

San Mateo County Superior Court

CPM and The Legal Aid Society of San Mateo County provided *pro bono* representation to a 89 year old elderly widow, Pauline Reade, who was bilked out of nearly \$600,000. Ms. Reade faced foreclosure on her Pacifica home after a scam contractor tricked her into signing loan documents with various banks and mortgage entities. The action was filed to stop the sale against various individuals and entities involved in the loan transaction, including, RBS Financial Products, Inc., Deutsche Bank National Trust Co., GMAC Mortgage, LLC, Mortgage Electronic Registration Systems, Inc. Executive Trustee Services, Paul Financial, Fetuu Tupoufutuna and Mohammed Ali George.

Snyder v. Menon et al.

Marin County Superior Court

Action against lender, title company and individuals for fraud and elder abuse based upon the fraudulent inflation of the purchase price of a property the Plaintiffs sought to purchase.

Foroudian v. Wilson et al.

San Mateo County Superior Court

Action for fraud and elder abuse against title company, hard money lenders, plaintiffs' son and his ex-girlfriend for fraud and elder abuse resulting in Foroudians incurring \$2M in debt for the benefit of defendants. The Plaintiffs recovered their funds.

EMPLOYMENT CASES***Shephard v. Lowe's HIW, Inc.*****USDC Northern District of California**

Cotchett, Pitre & McCarthy, along with Block & Leviton filed a lawsuit against Lowe's HIW, Inc. ("Lowe's") on June 15, 2012 alleging that Lowe's misclassified all California installers as independent contractors in violation of California law. The Honorable Jeffrey S. White granted Plaintiff's Motion for Class Certification in August 2013, certifying the class of California installers and appointing Block & Leviton and Cotchett, Pitre & McCarthy as class counsel. The Firms successfully achieved a \$6.5 million settlement on behalf of the class of California installers, which was preliminarily approved on June 25, 2014 and is awaiting final approval.

Cozzitorto et al. v. AAA**Contra Costa County Superior Court**

CPM represent a class of Northern Californian tow truck companies in a lawsuit against AAA for its wrongful misclassification of road side service providers as independent contractors as well as for breach of contract. CPM's lawsuit alleges that AAA exerts total control over every manner of the towing business, and even requires tow companies to incur high costs to obtain AAA compliant vehicles, uniforms and equipment. The class action complaint was filed on December 19, 2013 in the Superior Court of Contra Costa County.

Avery v. Integrated Healthcare Holdings, Inc.**Orange County Superior Court**

CPM served as co-lead counsel in a class action lawsuit filed against the IHHI chain of hospitals in Southern California. CPM represented registered nurses and respiratory therapists who were not paid overtime wages in accordance with state law. The case settled for \$14.5M in 2013, and the court granted final approval of the settlement in August 2014.

Los Angeles Times / Zell**USDC, Northern District of Illinois**

CPM represents current and former journalists of the Los Angeles Times in a lawsuit filed against Sam Zell, the Tribune Company and others for a breach of their fiduciary duties, violating ERISA, improper valuation and misuse of employee pension fund assets and conflicts of interest. Other allegations include that Tribune Company employees, who technically own the company through the Tribune ESOP, have been and continue to be damaged by the go-private transaction and by the subsequent mismanagement and self-dealings of Tribune executives, including Sam Zell, the result of which has been to diminish the value and the products of the employee-owned company.

Cynthia Sotelo, et al. v. MediaNews Group, Inc., et al.**Alameda County Superior Court**

CPM represented a class of Hispanic newspaper carriers whose labor is exploited by the ANG Newspaper Group, a conglomerate news-media company. The class seeks damages for violations of the California Labor Code and Unfair Competition Laws.

In re: Wachovia Securities, LLC, Wage and Hour Litigation

USDC Central District of California

CPM was designated co-lead plaintiffs' counsel by a federal judge in a collection of lawsuits filed against Wachovia Securities, LLC, on behalf of more than 10,000 current and former stock brokers who were not paid in accordance with state and federal law.

In re: AXA Wage and Hour Litigation

USDC Northern District of California

CPM was appointed co-lead plaintiffs' counsel by a federal judge in a collection of lawsuits filed against the AXA family of insurance companies on behalf of more than 7,000 current and former financial sales representatives who were not paid in accordance with state and federal law.

Shrager v. Advanced Equities Inc. ("AEI") et al.

San Francisco County Superior Court

CPM represented an employee of a broker dealer in state court litigation over harassment and compensation claims.

Sullivan v. Advanced Equities Inc. ("AEI")

FINRA Arbitration

CPM successfully represented an employee in FINRA arbitration. The FINRA panel found that the employer had falsely accused the employee of violations of company policy and had fraudulently induced the employee to join the company, and awarded both compensatory and punitive damages. This is one of many examples of cases CPM has handled before FINRA.

PUBLIC INTEREST / HUMAN RIGHTS CASES

Lawsuit Filed Regarding Confiscated Armenian Lands

USDC, Central District of Los Angeles

CPM filed a class action on behalf of Armenians seeking compensation for confiscated properties and belongings as a result of the Genocide of 1915-1923. The lawsuit targets the Central Bank of Turkey and the Ziraat Bank as financial instruments of the Turkish Government. Defendants are alleged to selling and deriving income from real estate and personal property that was owned by hundreds of thousands of Armenians who were killed during the Genocide.

WWII Filipino Veterans Compensation

De Fernandez et al. v. US Dep't of Veterans Affairs, et al.

USDC, Northern District of California

CPM filed a class action on behalf of United States WWII Filipino Veterans, and their service organizations, challenging decisions by the VA to deny benefits to such veterans according to criteria that are arbitrary, capricious and impossible to satisfy.

FIRST AMENDMENT CASES

Sharper Image Corporation v. Consumers Union of United States

USDC, Northern District of California

CPM successfully defended under California's Anti-SLAPP statute of product disparagement claim brought by Sharper Image relating to reviews of Sharper Image's Ionic Breeze air cleaner published in Consumer Reports.

Kendall-Jackson Winery v. E.J. Gallo Winery

USDC Northern District of California

9th Circuit Court of Appeals (1998)

150 F. 3d 1042

CPM represented defendant in trade dress and unfair business practice litigation. (Judgment and verdict for defendant after jury trial).

Isuzu Motors Ltd. v. Consumers Union of the United States, Inc.

USDC, Central District of California

CPM represented defendant publisher of Consumer Reports in defamation/product disparagement litigation brought by auto manufacturer against non-profit consumer testing organization. Jury verdict for Consumers Union after a two-month jury trial.

Suzuki Motor Corp. Japan v. Consumers Union of the United States, Inc.

USDC, Central District of California

CPM represented defendant publisher of Consumer Reports in defamation/product disparagement litigation brought by auto manufacturer against nonprofit consumer testing organization. Summary judgment in favor of defendants was granted in May, 2000.

In re Cable News Network and Time Magazine "Operation Tailwind" Litigation

Sheppard v. Cable News Network, Inc.

USDC, Northern District of California

CPM represented Vietnam veterans against Time and CNN who falsely reported to have committed war crimes in Laos.

PERSONAL INJURY CASES

San Bruno Pipeline Explosion

San Mateo County Superior Court

CPM filed multiple actions on behalf of victims of the PG&E pipeline explosion which occurred in San Bruno. The natural gas-fed fire killed eight people and injured dozens more, and destroyed or damaged several dozen homes.

Murillo, et al. v. National Railroad Passenger Corporation, et al.

Contra Costa County Superior Court

CPM successfully represented the family of an elderly couple who were killed by an Amtrak train while their car was trapped at a dangerously designed grade railroad crossing in Crockett, California in an action against the National Railroad Passenger Corporation (“Amtrak”), Union Pacific Railroad Company and the State of California Department of Transportation.

Manlapaz, et al. v. Bills Trucking, et al.

Santa Clara County Superior Court

CPM represented the family of a woman who was killed after being crushed by a semi-truck with two dirt hauling trailers while she was crossing the street near a construction site in Mountain View, California.

Gonzalez v. Oil Can Henry’s International

Monterey County Superior Court

CPM successfully represented a four-year-old child who suffered brain damage after being struck and run over by a driver at an oil change service shop which failed to properly control vehicle and pedestrian safety in conjunction with its promotion of quick service.

Balcony Collapse

San Francisco County Superior Court

CPM represented 13 victims of personal injuries and wrongful death arising out of Franklin Street balcony collapse in 1996.

In re MGM Grand Hotel Fire Litigation

570 F. Supp. 913 USDC, District of Nevada

MDL consolidated litigation by personal injury wrongful death claims in the mammoth fire that destroyed the MGM Grand in Las Vegas, Nevada.

Carnaham v. State of California

Fresno County Superior Court

CPM filed an action against the State of California and more than 100 separate defendants on behalf of scores of individuals killed or injured in a severe dust storm on I-5 over the Thanksgiving weekend in 1991.

Hyman v. Nahi

Orange Count Superior Court

CPM represented victims of balcony collapse against landlord and termite company in a case involving slum landlord conditions.

Walton v. Samuels

Los Angeles County Superior Court

CPM filed an action for lung injury victims arising out of a four-alarm apartment fire in a major disaster in Los Angeles.

Malhotra v. Nathan

San Francisco County Superior Court

CPM represented 13 victims of personal injuries and wrongful death arising out of Franklin Street balcony collapse in 1996 in San Francisco.

In re Diet Drug Litigation

Los Angeles County Superior Court

In re Diet Drugs (Phentermine, Fenfluramine, Dexfenfluramine) Products Liability Litigation
USDC, Eastern Division of Pennsylvania

CPM filed consumer fraud and product liability individual actions on behalf of approximately 100 individuals.

Adleson v. United States

USDC, Northern District of California

523 F. Supp. 459 (1981)

MDL actions for product liability of the Swine Flu Immunization Program out of Washington, D.C.

INSURANCE CASES

Dupell v. Massachusetts General Life Ins. Co.

Santa Clara County Superior

CPM filed “vanishing premium” class action on behalf of life insurance policyholders. Class certified for all purposes, 1999.

Prop. 103 Litigation

Calfarm Ins. Co. v. Deukmejian

48 Cal. 3d 805 (1989)

Litigation regarding Proposition 103 (rate controls on insurance carriers) on behalf of Public Citizen.

INTELLECTUAL PROPERTY CASES

Kendall-Jackson Winery v. E&J Gallo Winery

USDC, Northern District of California

150 F. 3d 1042 (9th Cir. 1998)

CPM represented defendant in trade dress and unfair business practice litigation. (Judgment and verdict for defendant after jury trial.)

MP3.Com Copyright Cases

USDC, Southern District of New York

CPM filed multiple cases alleging that MP3.Com committed copyright infringement. Issues of infringement and damages.

Dolores Huerta et al v. Corbis Corporation

USDC, Northern District of California

CPM represented defendant Huerta, muralists Susan Kelk Cervantes and Juana Alicia, and the United Farm Workers Union of America against Internet retailer Corbis for the illegal sale of copyrighted and trademarked images.

WAGE AND HOUR CASES

Cynthia Sotelo, et al. v. MediaNews Group, Inc., et al.

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CPM represented a class of Hispanic newspaper carriers whose labor is exploited by the ANG Newspaper Group, a conglomerate news-media company. The class seeks damages for violations of the California Labor Code and Unfair Competition Laws.

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In re: AXA Wage and Hour Litigation

USDC, Northern District of California

CPM has been appointed co-Lead Plaintiffs' Counsel by a federal judge in a collection of lawsuits against the AXA family of insurance companies, on behalf of over 7,000 current and former financial sales representatives who were not paid in accordance with state and federal law.

LaParne, et al. v. Monex, et al.

USDC, Central District of California

CPM represents current and former sales representatives in a federal lawsuit against Monex, a commodities trading company based in Southern California, for failure to pay overtime, failure to provide meal and rest breaks, and other violations of state and federal law.

WRONGFUL DEATH CASES

Murillo, et al. v. National Railroad Passenger Corporation, et al.

Contra Costa County Superior Court

CPM successfully represented the family of an elderly couple who were killed by an Amtrak train while their car was trapped at a dangerously designed grade railroad crossing in Crockett, California in an action against the National Railroad Passenger Corporation ("Amtrak"), Union Pacific Railroad Company and the State of California Department of Transportation.

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CPM represented the family of a woman who was killed after being crushed by a semi-truck with two dirt hauling trailers while she was crossing the street near a construction site in Mountain View, California.

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OUR ATTORNEYS

PARTNERS

JOSEPH W. COTCHETT

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

As reported in the San Francisco / Los Angeles Daily Journal, he is “considered one of the best trial strategists in the state” who built a career out of representing the underdog against powerful interests. He is a fearless litigator and once tried two cases at the same time (one in the morning and one in the afternoon) and won them both in San Diego Superior Court in 1984. His clients range from corporate giants to groups like Consumers Union – but the issue must be correct for Cotchett. In 2003, the San Francisco Chronicle rated him as one of the best in the Bay Area, saying, ***“The Burlingame attorney has had a star career that’s not only talked about in legal circles but has made headlines around the country. Known mostly as a plaintiffs’ lawyer, many of his cases are filed on behalf of fraud victims, and have a widows-and-orphan flavor to them.”*** Cotchett consistently has been named one of the most influential lawyers in California, and has been named by the legal press as one of the top 10 trial attorneys in the state and has been listed in every edition of Best Lawyers in America since its inception.

During his 45-plus year legal career, he has tried more than 100 cases to verdict, and settled hundreds more, winning numerous jury verdicts, ranging from multi-million dollar malicious prosecution jury verdicts to several defense verdicts in complex civil cases. He successfully negotiated a multi-million dollar settlement in a qui tam suit on behalf of the University of California and hundreds of millions of dollars in antitrust, securities and major fraud cases. In the 1980s, Cotchett won mammoth judgments and settlements for investors in white-collar fraud cases, with jury verdicts of more than \$200 million arising out of the collapse of the Technical Equities Corp. in San Jose. He is known nationally as the lead trial lawyer for 23,000 plaintiffs in the Lincoln Savings & Loan Association/American Continental Corp. downfall in 1990 involving Charles Keating and others. He won one of the then largest jury verdicts, \$3.3 billion. He obtained nearly \$300 million in settlements from lawyers, accountants and other professionals caught up in the scandal in a jury trial in Tucson, Arizona.

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

In recent years, Cotchett has taken on major corporate entities and Wall Street. He and the firm are involved in litigation resulting from nearly every major corporate scandal including Enron, Worldcom, Global Crossing, Homestore.com, Qwest, Montana Power Company, Lehman, Bank of America, Goldman Sachs and numerous others on behalf of private investors and public

pensions. The firm has represented the California Public Employees' Retirement System, California State Teachers' Retirement System, and the University of California Board of Regents, along with numerous political subdivisions of the state, such as counties, cities and districts.

In 2000, he served as trial counsel for Consumers Union, successfully defending the watchdog consumer group in a product disparagement and defamation suit. Isuzu Motors of Japan had sued Consumers Union for disparagement to the 1995-96 Trooper, claiming millions in damages. Following an eight-week trial, a jury ruled in favor of Consumers Union. Trial Lawyers for Public Justice honored Cotchett as "Trial Lawyer of the Year Finalist" in 2000 in honor of his "outstanding contribution to the public interest" through his work for Consumers Union. Also in 2000, Consumer Attorneys of California gave Cotchett its "Presidential Award of Merit." In 2004, he was the lead trial counsel for Consumers Union in a product defamation suit. The suit was dismissed in what was considered a major victory for a free press and the First Amendment. Cotchett is involved in extensive pro bono work. In one such case, he brought a lawsuit against the United States Navy on behalf of 8,600 Amerasian children in the Philippines who were left in villages after the closing of the Subic Bay Naval Base. The case ended in a settlement giving direct U.S. aid to the children fathered by U.S. servicemen and a television documentary on the subject. He regularly takes on pro bono causes including environmental and public policy matters and the firm represents and advises several Native American groups.

In 2002, Cotchett successfully represented the Chief Justice of the California Supreme Court and the individual judges and members of the Judicial Council, in litigation brought against them by the New York Stock Exchange and the National Association of Securities Dealers. The two Wall Street forces had filed suit against the Judicial Council challenging the State of California on establishing guidelines for arbitrators who hear complaints from investors in the state.

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

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

He has been an active member of national, state and local bar associations, including the California, New York and District of Columbia bars. He is a Fellow of the prestigious American College of Trial Lawyers and The International Society of Barristers and an Advocate in the

American Board of Trial Advocates. He also is a Fellow and former board member of The International Academy of Trial Lawyers. A former Master of the American Inns of Court, he serves on various advisory boards for professional organizations.

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

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

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

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

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

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

In 1996, he was awarded the Anti-Defamation League's Distinguished Jurisprudence Award. The award was established to recognize individuals in the legal community who have exhibited

humanitarian concerns, and whose everyday actions exemplify the principals on which the Anti-Defamation League was founded.

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

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

In March of 2000, Cotchett was named to the California State Parks Commission by Governor Gray Davis. The commission establishes general policies for the guidance of the Parks Department in the administration, protection and development of the 260 state parks in the system. He served as Chairperson in 2002-2003.

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

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

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

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

the California League of Conservation Voters with the Environmental Leadership Award and honored by the Consumer Watchdog with the Lifetime Achievement Award.

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

FRANK M. PITRE

Frank M. Pitre, a San Francisco native, earned his B.S., Cum Laude, in Business Administration and his J.D. from the University of San Francisco. While at USF, Pitre served a legal externship with the California Supreme Court.

Considered to be one of the outstanding trial lawyers in areas of personal injury/wrongful death, consumer fraud and commercial torts, Pitre has won millions of dollars for victims of injustice. His skill as a trial lawyer has earned him recognition among his peers who have elected him as a member of the prestigious American College of Trial Lawyers, American Board of Trial Advocates, International Academy of Trial Lawyers, International Society of Barristers, and the National Board of Trial Advocacy.

Recently, Pitre recovered the largest individual wrongful death verdict in San Diego County history, when a jury awarded \$17.4 million to the wife and three children of a high ranking U.S. Naval Officer, who was killed while riding his bike in a collision with an American Medical Response transport van. *Mazurek, et al. v. American Medical Response, et al.*, San Diego Superior Court Action No. 10-83975 May 20, 2011. As a result, he was named a finalist for the 2011 Trial Lawyer of the Year by the Consumer Attorneys of California.

Currently, Pitre serves as Co-Lead Counsel for the Economic Loss Class Plaintiffs in the nationwide Toyota Sudden Acceleration Cases, having been appointed by Federal District Court Judge James Selna. In *Re: Toyota Unintended Acceleration Marketing Sales Practices and Product Liability Litigation*, MDL 2151 JVS. In addition, he was appointed Plaintiffs Liaison Counsel by San Mateo Superior Court Judge Steven L. Dylina, to spearhead the coordination and prosecution of over 200 claims against PG&E arising out of the San Bruno Fire which occurred on September 9, 2010, when a natural gas pipeline exploded. In *Re: San Bruno Fire Cases*, JCCP Action No. 4648.

In 2009, Pitre was recognized by the National Law Journal's "Plaintiff's Hot List" for his work as co-lead trial counsel in the *In Re: Bextra and Celebrex Mktg., Sales Practices & Product Liability Litigation* (MDL 1699), which culminated in Pfizer agreeing to pay \$894 million to settle consolidated injury and class action cases related to its pain killers Bextra & Celebrex. In 2006, Pitre obtained one of the largest verdicts in Sutter County history where he obtained over \$45 million on behalf on an elderly minority shareholder who had been frozen out of participation in a lucrative family timber harvesting business. *Siller v. Siller*, Sutter County Superior Court Action No. CVCS01-1083.

He is a past president of Consumer Attorneys of California (CAOC), the 3,000-member group of lawyers dedicated to protecting and seeking justice for consumers.

Pitre served as liaison counsel and a member of the Plaintiffs Steering Committee in the Alaska Air Flight 261 air crash. In addition, he was a member of the Plaintiffs Executive Committee arising out of the Singapore Airlines Flight 006 air crash in Taiwan. Immediately prior to his committee appointments in Alaska Air and Singapore Airlines, he served as a member of the Plaintiffs Management Committee in the California Diet Drug Litigation where thousands of individuals were victimized by the diet pill combination Fen-Phen, which was condemned by the FDA for causing adverse health effects.

Pitre's numerous jury trials include a multi-million dollar wrongful death verdict in Orange County Superior Court in Santa Ana, California, against the State Department of Transportation, a highway contractor and a trucking company. The verdict, one of the largest of its kind for Orange County at the time, was affirmed on appeal, and as a result Pitre was a finalist for CAOC's Trial Lawyer of the Year award (2004).

Pitre served as co-lead trial counsel for Consumers Union, obtaining a defense verdict in favor of Consumers Union in a product disparagement case where the plaintiff, Isuzu Motors of Japan, sought damages of multi- million dollars. His work in defense of Consumers Union earned him recognition as a finalist for Trial Lawyer of the Year Award 2000.

Pitre won a multi-million dollar verdict for the victims of a high profile San Francisco balcony collapse. He also secured a significant verdict for compensatory and punitive damages before a San Francisco jury which found the defendant to have wrongfully deprived the plaintiff of her partnership interest in a successful business. In addition, he served as co-lead trial counsel with Joseph W. Cotchett for E. & J. Gallo, winning a landmark trade dress infringement case for the winery.

His notable federal class action cases include *Livingston v. Toyota Motor Sales USA, Inc.*, involving a nationwide antitrust class action under the Sherman Act by purchasers of more than three million Toyota vehicles.

His experience in mass tort cases began in 1987 with the PSA Air Crash Cases, representing numerous plaintiffs in wrongful death actions following the crash of PSA Flight 1771, where he served as a member of the Plaintiffs Steering Committee, and later as plaintiffs co-lead trial counsel for the six-week jury trial which established the defendants' liability. The success of the PSA Air Crash Cases led to his appointment as a member of the Plaintiffs Steering Committee in *Carnahan et al. v. State of California*, which successfully resolved hundreds of claims for personal injuries and damages against more than 100 defendants.

Pitre is the author of numerous articles, including "Abuse of Process," California Tort Damages, California Continuing Education of the Bar, 1988; and "Tort Trends," The Docket, San Mateo County Bar Association, 1989-1994. He is co-author of "Jury Instructions: A Practical Approach to their Use," Civil Litigation Reporter, March, 1984; "Arguing Punitive Damages," Civil Litigation Reporter, California Continuing Education of the Bar, 1991; "Effective Opening

Statements,” California Litigation, Journal of The Litigation Section, California State Bar, 1991; “Jury Trial Tips: Witnesses,” California Litigation, Journal of The Litigation Section, California State Bar, 1991; and “Winning Through a More Effective Direct Examination,” California Litigation, Journal of the Litigation Section, California State Bar, 1991. Since 1998 he has served as the author of the Annual Supplement to “California Personal Injury Proof,” published by the California Continuing Education of the Bar.

Pitre has served on the faculty of the Hastings College of Advocacy and the University of San Francisco Trial Advocacy Program. He also has served as the Co-Chair and presenter at several Masters In Trial programs sponsored by the ABOTA Foundation.

NIAL P. McCARTHY

Niall P. McCarthy, a Principal at Cotchett, Pitre & McCarthy, LLP, is a graduate of the University of California at Davis and Santa Clara University School of Law. He has practiced with the firm since 1992.

McCarthy has repeatedly been selected as one of the top plaintiff attorneys in California and the United States by multiple publications, including the Daily Journal, the National Law Journal, Lawdragon Magazine and Super Lawyers Magazine. He has received a California Lawyer Magazine Attorney of the Year (CLAY) Award. From 2004 to 2014 he was selected as a Northern California "Super Lawyer" by San Francisco Magazine. McCarthy has been named a Top 100 attorney by the Daily Journal and Super Lawyers Magazine. He has the highest possible rating, AV, from Martindale-Hubbell. In 2013, McCarthy was awarded the Trial Lawyer of the Year Award by the San Mateo County Trial Lawyers Association. He has also been elected to the American Board of Trial Advocates (ABOTA).

McCarthy has represented qui tam Relators in False Claims Act cases in state and federal courts. McCarthy handled the Hunter Laboratories Litigation in which he negotiated the then largest False Claims recovery in California history, \$301 million. In the mid 1990s, he was the lead attorney in a groundbreaking case brought under the California False Claims Act on behalf of the University of California San Francisco with respect to direct and overhead costs to the university. McCarthy has extensive experience pursuing false claims cases arising out of health care fraud and other industries against the government. He coauthored the articles "Qui Tam Litigation, A Primer for the General Litigator," "Answering the Call: Attacking Healthcare Fraud with the False Claims Act," "Recent Developments in False Claims and Healthcare Litigation," and "False Claims Act Fundamentals." He has worked with the Department of Justice and Attorneys General offices throughout the United States on False Claims cases.

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

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

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

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

McCarthy's other notable cases include compelling an insurance company to pay for a lifesaving bone marrow transplant for a cancer patient, and obtaining a punitive damage jury verdict in a case which unveiled a multi-state health insurance fraud. McCarthy obtained a defense award on a multi-million dollar fraud claim against his clients, and obtained a million-dollar recovery for the same clients on a cross-complaint in a year-long arbitration arising out of a failed healthcare industry merger. As co-lead counsel, he tried an action on behalf of the victims of a balcony collapse in San Francisco which resulted in a \$12 million verdict. He served as lead class counsel obtaining a \$15 million dollar verdict against Old Republic Title Co. after a trial in San Francisco Superior Court. He also obtained a substantial verdict against the government in a high profile FTCA case after a trial in federal court. He obtained a punitive damage jury verdict after trying an elder abuse case against a nursing home. In 2014, he won a unanimous jury verdict in a hotly contested financial elder abuse trial involving the misappropriation of a senior citizen's life savings. McCarthy has tried a variety of cases in state and federal court, including class actions. He has also won multiple FINRA arbitrations.

McCarthy is a past president of the Consumer Attorneys of California and the San Mateo County Trial Lawyers. He was chairman of the Business Litigation Section of the San Mateo County Bar Association. He is currently a co-chair of the Open Courts Coalition, a diverse group of attorneys from all practice areas in California whose goal is to restore court funding. McCarthy has been an MCLE panelist on many topics including courtroom conduct, complex litigation, financial fraud, financial and physical elder abuse, the fundamentals of business litigation, Business and Professions Code 17200, predatory lending, qui tam actions, discovery for trial, trial of class actions, the Consumer Legal Remedies Act and taking effective depositions. He also

is active in various Peninsula community activities, including having served as chairman of the Board of Directors of Community Gatepath, a nonprofit organization which benefits children and adults with disabilities. McCarthy received ABC 7/KGO TV's "Profiles of Excellence" Award for his work on behalf of Community Gatepath.

HON. FRANK C. DAMRELL, JR. (RET.)

Hon. Frank C. Damrell, Jr. (Ret.), a principal at Cotchett, Pitre & McCarthy, was a distinguished Federal Judge of the United States District Court, Eastern District of California.

Prior to Damrell's appointment as a Federal Judge in 1997 by President Clinton, Damrell was a Deputy Attorney General for the State of California and a Deputy District Attorney in Stanislaus County. Damrell started his own law firm in 1968 in Modesto and headed that firm until his appointment to the United States District Court.

During his career as an Attorney, Damrell was a leader of numerous charitable, educational, political, and cultural organizations and activities. He served as President of the Consumers Federation of California, and subsequently, was appointed to the California State Consumer Advisory Council by Governor Ronald Reagan and was appointed Chair of the Advisory Council by Governor Jerry Brown. He served on the Board of Regents for University of Santa Clara, the Board of Visitors for the University of Santa Clara Law School, the Board of Overseers of the McCarthy Center for Public Services, University of San Francisco, and the Board of Trustees, University of California, Merced.

During Damrell's judicial service, he was appointed to numerous national and circuit judicial committees, including the Judicial Branch Committee of the United States Judicial Conference, Chair of the Judicial Branch Subcommittee on Civic Education for the Federal Judiciary, and 9th Circuit Education Committee. In addition, Damrell was a leader of the National Advisory Committee on Judicial Pay.

On December 8th, 2008, Judge Damrell was appointed by Chief Justice of the United States, John Roberts, to serve on the Judicial Panel on Multidistrict Litigation. He served on the panel until his retirement.

Judge Damrell presided over numerous civil and criminal jury and bench trials and has written numerous opinions and orders in the fields of environmental law, civil rights, employment law, anti-trust, copyright and patent law, banking, real estate, and commercial law. In addition, Judge Damrell has had extensive experience in the mediation of complex matters in federal court. As a nationally recognized advocate for civic education, Judge Damrell was selected by the Chief Justice of the California, Tani Cantil-Sakauye, to be a leader of the Federal/State Steering Committee on Civic Education.

He has been an invited guest speaker at national and state conferences of educators, law schools, and bar associations and has been the Commencement Speaker at the University of Santa Clara School of Law and the University of the Pacific McGeorge School of Law.

MARK C. MOLUMPHY

Mark C. Molumphy, a principal at Cotchett, Pitre & McCarthy, is native of the Bay Area, born in San Mateo, California.

Molumphy joined Cotchett, Pitre & McCarthy in 1993, practicing civil litigation with an emphasis on complex business disputes, securities, antitrust, insurance bad faith, and products liability. In 1996, Molumphy was presented the Community Service Award by the Jack Berman Advocacy Center of the American Jewish Congress for his work on the landmark 101 California Shooting Litigation.

Molumphy has extensive experience in consumer and investor fraud class actions, including *Smith v. Merrill Lynch* (Orange County Bond Litigation), *Estate of Jim Garrison v. Warner Bros. Inc.*, *Campbell v. Acclaim Entertainment, Inc.*, *In re Pilgrim Securities Litigation* and *Central Bank Litigation*. More recently, he has been involved as lead counsel in the groundbreaking Apple stock option backdating litigation, the Informix securities litigation which involved the restatement of revenues in excess of \$300 million, and on the Sybase, CBT and Rational Software derivative cases, resulting in millions of dollars recovered for the companies and their shareholders. Molumphy also negotiated multi-million dollar settlements on behalf of former shareholders of Bay Meadows Race Track and mutual fund shareholders of Janus.

He presently serves as lead counsel for a nationwide class of investors of Medical Capital, which operated a multi-billion dollar Ponzi scheme, as well as lead counsel in the Freddie Mac preferred shareholder securities litigation, following the government's historic takeover. Molumphy also serves as co-lead Counsel for investors of BP, relating to the losses from the Gulf of Mexico disaster and represents numerous cities and counties in California related to their investment losses in Lehman Brothers, Washington Mutual and AIG, amongst others.

He is active in community affairs. He served on the Board of Directors and as a volunteer for the Legal Aid Society of San Mateo County, which provides free legal services to low-income children, families and seniors. He also has been appointed counsel by the Federal Court as part of the court's pro bono program.

In September 2007, the Parca Auxiliary honored Molumphy and Cotchett, Pitre & McCarthy with "Parca's Angel Award." Molumphy and Neil Swartzberg accepted the award in recognition of the law firm's donations to Parca Organization, a private nonprofit association that serves people with developmental disabilities and their families in the Bay Area. Molumphy expressed hope that other law firms and companies will be encouraged to give back to the community with this example.

Molumphy is a frequent speaker on complex litigation and co-authored "Punitive Damages: How Much Is Enough?" *Civil Litigation Reporter*, CEB, 1998. He also has appeared as a panelist on programs, including "Strategic Tips For Successfully Propounding and Opposing Written Discover," "Punitive Damages: Maximizing your Client's Success or Minimizing Your Client's

Exposure," "Developments in Class Action Litigation," and "FDA 2009 - Key Issues Facing Life Sciences Companies."

STEVEN N. WILLIAMS

Steven N. Williams joined Cotchett, Pitre & McCarthy in 1997 and became a partner of the firm in 2003. Williams practices exclusively in the fields of litigation, trial, and client counseling. Williams concentrates in the fields of business disputes, constitutional law, environmental, securities, antitrust and consumer law.

Representative Clients:

Chief Justice of California Ronald George; California Judicial Council; residents of Avila Beach, California; residents of Santa Maria, California; residents of Burbank, California; California State Teachers' Retirement System; Regents of the University of California; Cambria Community Services District; Consumers Union of United States, Inc.; United Farm Workers; Dolores Huerta; City of Oakland, California; E. & J. Gallo Winery; borrowers from Ameriquest (class action); purchasers of iPods (class action); purchasers of air transportation between UK and US (class action); purchasers of flash memory products (class action); purchasers of SRAM memory products (class action); purchasers of Kodak copier equipment and parts (class action).

Representative Matters:

Represents End-Payor Plaintiffs against several auto companies whose auto parts prices were artificially raised, maintained or stabilized at a supra-competitive level by defendants and their co-conspirators. The auto parts included in this action are: Wire Harness Systems, Ball Bearings, Fuel Senders, Heating Control Panels, Instrument Panel Clusters and Occupant Safety Systems.

Represents direct purchasers on behalf of businesses and consumers of freight forwarding and logistic services alleging a world-wide conspiracy to fix prices for the shipment of goods.

Represents direct purchasers in a complaint against several semiconductor companies for allegedly price fixing optical disk drive products.

Represents (as lead counsel) class alleging antitrust violations in the market for worldwide passenger air transportation into and out of seven Asian nations.

Represented (as lead counsel) class alleging antitrust violations in the market for SRAM. This action recovered overcharges to a nationwide class of consumers of SRAM memory chips, which were subject to concerted price-fixing by their manufacturers.

Represented (as lead counsel) class alleging antitrust violations in the market for Flash memory. This action, similar to the SRAM action, sought to recover overcharges to a nationwide class of

consumers of flash memory, such as memory sticks and cards routinely used to store and transfer data.

Represented (as lead counsel) class alleging antitrust violations in the market for passenger air transportation between the US and the UK. This action led to a settlement valued at over \$200 million for passengers overcharged by a price-fixing conspiracy involving air travel between the US and London, England.

Represented Chief Justice George, California Judicial Council, and its members in action brought by New York Stock Exchange and NASDAQ challenging California's Ethics Rules for Neutral Arbitrators. The New York Stock Exchange and NASDAQ alleged that California's Ethics Rules for Neutral Arbitrators were preempted by federal law.

Represented California State Teachers' Retirement System in separate actions recovering losses suffered due to securities fraud by AOL/Time Warner and Qwest. In these actions, California's public school teachers recovered over \$150 million in losses to their pension and retirement funds.

Represented City of Oakland, California in defense of anti-predatory lending ordinance challenged by American Financial Services Association on preemption grounds. In this action, lobbyists for the banking industry challenged an ordinance passed by the City of Oakland to regulate certain predatory lending practices that were believed to cause damage to the City of Oakland and its residents. We successfully defended the ordinance at both the trial court level, and in a unanimous decision of the Court of Appeals. Ultimately, in a 4-3 decision (with the majority opinion written by Justice Janice Rogers Brown, the decision of the Court of Appeals was reversed. Chief Justice George wrote a dissent expressing his view that the ordinance was not preempted.

Represented residents of Avila Beach, California in action to redress damage caused by pollution throughout Avila Beach. In this action, Union Oil Company of California had permitted over 400,000 gallons of refined petroleum products beneath the small seaside town of Avila Beach. The action led to the complete remediation and restoration of the town.

Represented Consumers Union of United States, Inc. (publisher of Consumer Reports) in defense of defamation/product disparagement actions brought by Suzuki, Isuzu, and Sharper Image. In each of these actions, the manufacturers sought to silence Consumers Union and inhibit its free speech right to warn consumers of dangerous and ineffective products. In each action, Consumers Union's free speech rights were vindicated. Williams accomplishments in the Suzuki and Isuzu cases resulted in being a Trial Lawyers for Public Justice Trial Lawyer of the Year Finalist in 2000.

Represented residents of Santa Maria, California, whose community was devastated as a result of oilfield pollution left behind by numerous multinational oil companies, including Unocal,

Chevron, ConocoPhillips, and Kerr-McGee. These actions have enabled residents to move to new homes, leaving behind their polluted neighborhood.

Represented Cambria Community Services District, the sole water provider for the small coastside town of Cambria, in an action against Chevron to recover damages for harm caused when community water supplies were polluted with MTBE. The recovery permitted Cambria to provide replacement water for the community.

Represented class of mortgage borrowers from Ameriquest challenging Ameriquest's business practices. In this action we were successful in uncovering Ameriquest's mortgage scheme which was based upon intentionally placing borrowers in mortgages that Ameriquest knew they could not afford. Class wide relief was obtained, including business practice changes.

Williams received his undergraduate degree from New York University and his J.D. from Fordham University School of Law. He is admitted to practice before the State and Federal Courts of California, New York, and New Jersey and the United States Supreme Court. He has written and lectured on various topics including electronic discovery, MTBE litigation, regulatory developments in environmental law, contractual issues in environmental cleanups, and habeas corpus.

Williams was appointed by Consumer Attorneys of California as member of California Discovery Subcommittee for revision of California discovery rules and statutes relating to electronic discovery and electronically stored information, 2007-2008. Williams gives yearly lectures to CAOC on topic of civil discovery in California.

NANCY L. FINEMAN

Nancy Leavitt Fineman, a Principal at Cotchett, Pitre & McCarthy, LLP, was born in San Francisco and raised in the East Bay.

She joined Cotchett, Pitre & McCarthy, LLP in 1989, after practicing with a San Francisco firm and working as a Research Attorney for the San Mateo County Superior Court. At Cotchett, Pitre & McCarthy, LLP, her practice currently emphasizes complex business litigation, employment litigation, securities cases, antitrust and intellectual property. She is currently a member of the Cotchett, Pitre & McCarthy, LLP team representing victims of the Bernie Madoff Ponzi Scheme. She and partner, Joseph W. Cotchett, were the first lawyers to interview Bernie Madoff in prison. She was one of the lead attorneys who obtained a \$1.15 billion judgment against lead paint manufacturers for creating a public nuisance. This lawsuit, filed in 2000, was brought by ten cities and counties on behalf of the People of the State of California and seeks to improve the lives of children by removing the lead paint from pre-1978 homes. She also currently represents the Liquidating Trustee of Humboldt Creamery in litigation against certain of Humboldt Creamery's officers and HSBC customers in an overdraft fee class action for financial fraud. Her cases have also included FINRA arbitrations on behalf of investors, representing the bankruptcy trustee in litigation involving the collapse of the Montana Power Company, and

representing CalSTRS and other investors in Homestore.com. She represented public and private entities pursuing litigation against natural gas companies for manipulation of retail natural gas prices in California and individuals who invested in tax strategies now called tax shelters by the IRS. She has successfully challenged certain provisions in arbitration agreements so that the arbitration provisions are more favorable to individuals.

Although most of her cases involve the representation of plaintiffs, she does defense work, having defended Actelion, Ltd., Fisher Investments, Al Davis of the Oakland Raiders, Charles Schwab Co., E. & J. Gallo Winery and others. She also has represented many pro bono clients. She has substantial trial and arbitration experience in the areas of professional negligence, personal injury, employment, business matters and trade dress infringement. She obtained one of the few Plaintiff's verdicts ever received in a PSLRA securities case, and was recognized for her efforts as the "Litigator of the Week" by the Am Law Litigation Daily. She was also one of the lead attorneys in *People v. Atlantic Richfield* which resulted in a \$1.15 billion judgment for which she and the team received the 2014 Public Justice Trial Lawyer of the Year and the 2014 San Francisco Trial Lawyers Association Trial Lawyer of the Year awards.

Ms. Fineman also has an active appellate practice. Some of her reported decisions include: *Simpson v. AOL Time Warner Inc.* (9th Cir. 2006) 452 F.3d 1040) vacated by (9th Cir. 2008) 519 F.3d 1041; *Fazio v. City & County of San Francisco* (9th Cir. 1997) 125 F.3d 1328; *Baker v. BDO Siedman, L.L.P.* (N.D. Cal. 2005) 390 F.Supp.2d 919; *County of Santa Clara v. Superior Court* (2010) 50 Cal.4th 35; *Bily v. Arthur Young* (1992) 4 Cal.4th 370; *Cotchett, Pitre & McCarthy v. Universal Paragon Corp.* (2010) 187 Cal.App.4th 1405; *Regents of the Univ. of California v. Superior Court* (2008) 165 Cal.App.4th 672; *Centerpoint Energy Inc. v. Superior Court* (2007) 157 Cal.App.4th 1101; *Aquila Inc. v. Superior Court* (2007) 148 Cal. App. 4th 556; *City of Santa Cruz v. PG&E* (2000) 82 Cal.App.4th 1167; *Holmes v. Lerner* (1999) 74 Cal.App.4th 442; *County of Alameda v. PG&E* (1997) 51 Cal.App.4th 1691; *Balthazar v. Verizon Haw. Inc.* (2005 S. Ct. Hi.) 109 Haw. 69; 123 P.3d 194. She also has been the appellate attorney in many unpublished decisions.

Ms. Fineman has lectured and written extensively. In December 2009, she was interviewed by the National Association of Corporate Directors, Silicon Valley Chapter about preventing financial fraud. From 2001-2009, she was an annual speaker for the CEB Torts Practice: Recent Developments. She is a regular speaker to lawyers and paralegals on trial preparation and trial. She has addressed the Annual State Bar Convention, the State Bar's Labor and Employment Section, the California Trial Lawyers' Association, the San Mateo County Bar Association, the San Mateo County Women Lawyers, Boalt Hall and other groups.

In 2011, Ms. Fineman was elected to the California State Bar Board of Trustees for a three year term. She is the President of the Boalt Hall School of Law Alumni Association and the past Chair of its Annual Fund. She is a past Board Member of the San Mateo County Bar Association, and past President and current board member of the San Mateo County Women Lawyers Section Educational Foundation. She was appointed by the California Supreme Court to the Applicant Evaluation and Nomination Committee. She serves as a Judge Pro Tem for San

Mateo County Superior Court. She has served as the Chair of the San Mateo County Bar Association Professional Equality Committee, a member of the California State Bar Judicial Nominees Evaluation Commission and California Bar Association, the San Mateo Women Lawyers' Board, the Boalt Hall 20th and 25th Year Reunion Committees and other boards and commissions.

She is a member of Consumer Attorneys of America, American Association for Justice, Association of Business Trial Lawyers, California Women Lawyers and other legal organizations.

Ms. Fineman and her husband, Ed, are very active in community affairs. She served as past president Council member of The Christian Action Life Line ("CALL") Primrose Center, a Burlingame food bank and emergency referral facility. She was an Honorary Member of the Contra Costa Civic Theatre's 50 Year Reunion Committee. She also is involved in her children's school through serving in a number of positions.

PAUL N. "PETE" McCLOSKEY

Paul N. "Pete" McCloskey, Jr., a principal at Cotchett, Pitre & McCarthy, is considered to be one of the country's great trial lawyers, as well as a great public servant and war hero.

A renowned attorney who has tried over 100 jury trials, McCloskey began his law career as Deputy District Attorney for Alameda County, and then as the founding partner in the law firm of McCloskey, Wilson & Mosher, which evolved into the firm of Wilson, Sonsini, Goodrich & Rosati.

During his law career, McCloskey served as President of the Palo Alto Bar Association, President of the Conference of Barristers of the State Bar of California and as a Trustee of the Santa Clara Bar Association.

McCloskey received his B.A. from Stanford University and his J.D. from Stanford Law School. He has written four books and has taught legal ethics and political science at Stanford and Santa Clara Universities. His books include: Guide to Professional Conduct for New Practitioners, California State Bar (1961); The U.S. Constitution, BRL (1961); Truth and Untruth: Political Deceit in America, Simon & Shuster (1971); and The Taking of Hill 610, Eaglet Books (1992), describing his service in Korea.

Following Stanford University, he joined the Marine Corps as an officer and served in the Korean War. While in the Marine Corps section, McCloskey commanded a reserve rifle company at San Bruno, California from 1953 to 1960. A recipient of the Navy Cross for extraordinary heroism, the Silver Star for bravery in combat and two Purple Hearts, McCloskey was a platoon leader and company commander. He retired from the Reserve with a rank of Colonel.

McCloskey served from 1967 to 1983 in the U.S. House of Representatives and was re-elected seven times representing the San Francisco Peninsula and Silicon Valley. He served six years as Congressional Delegate to the International Whaling Conference, and as Congressional Advisor to the Law of the Sea Treaty Delegation. An ardent environmentalist, he was co-chair of the first Earth Day in 1970 with Senator Gaylord Nelson. In 1972, he ran for President on an anti-Vietnam War platform against Richard Nixon. One of McCloskey's enduring legacies is his co-authorship of the 1973 Endangered Species Act. After serving in Congress for 15 years, McCloskey returned to private practice, taking on tough complex cases.

He has served as a Trustee for the Monterey Institute of International Studies, the Population Action Institute, and the U.S. Marine Corps Academy in Harlingen, Texas. Appointed by President George H. W. Bush and elected its first chairman, McCloskey served on the U.S. Commission on National and Community Service from 1990 to 1992.

McCloskey served on the Advisory Council to the American Land Conservancy. He has been at the forefront in helping Afghanistan and Iraq war veterans receive college educations upon their return from duty. He serves on the Board of Advisors of The Fund for Veterans' Education. A film was done on the life and times of Pete McCloskey entitled, American Maverick. The film is narrated by the late Paul Newman who said, "Pete McCloskey has spent his life fighting for peace" and "without doubt he will always be leading from the front."

ROBERT B. HUTCHINSON

Robert Hutchinson heads up the Cotchett, Pitre & McCarthy Los Angeles office. Mr. Hutchinson is a veteran trial lawyer having tried over 30 jury trials in Federal and State courts and numerous complex arbitrations and court trials. In 2000 he won a \$ 4.9 million verdict for a client who lost his right leg above the knee, believed to be the largest verdict to that time for that type of injury in the State of California.

Mr. Hutchinson successfully argued the case of Vanhorn v. Torti (2008) 45 Cal 4th 322 before the California Supreme Court and secured a multi-million dollar settlement for client.

Mr. Hutchinson specializes in Personal Injury trial practice, emphasis in product liability, Consumer Protection, Securities Fraud and Consumer Class Actions.

PHILIP L. GREGORY

Philip L. Gregory, a principal at Cotchett, Pitre & McCarthy, obtained his B.A. from Bowdoin College in Brunswick, Maine, graduating magna cum laude. He obtained his J.D. and M.B.A. from Santa Clara University. He specializes in intellectual property litigation, including trade

secret theft and trademark infringement, complex commercial and business litigation, and securities and health care fraud litigation.

He was Articles Editor for the Santa Clara Law Review and served on the Moot Court Honors Board. After passing the bar in 1980, he served as the first chair of the State Bar's Trade Secrets Subcommittee and on the State Bar's Federal Courts Committee.

Gregory's jury trial experience includes winning a substantial damage verdict in one of Silicon Valley's earliest trade secret theft cases, as well as representing plaintiffs and defendants in securities litigation.

He has written articles for and lectured before county bar associations, law school classes and colleges on a wide variety of subjects, including e-commerce, source code escrows and legal ethics. He is a Master of the Bench with the American Inns of Court and a member of the American, San Mateo and Santa Clara County Bar Associations.

Gregory has served on the boards of a number of civic and services organizations in the Bay Area, including serving as former Chairman of the Board of EHC Lifebuilders, Silicon Valley's largest nonprofit benefitting the homeless. He also serves as a mediator with the Northern District of California and Judge Pro Tem and Arbitrator for the Santa Clara County Superior Court.

NANCI E. NISHIMURA

Nanci E. Nishimura is a principal at Cotchett, Pitre & McCarthy, LLP where she practices civil litigation focusing on antitrust, business litigation and consumer class actions. Ms. Nishimura received a B.A. in Psychology and M.A. in International Relations from the University of Southern California. Following a career in the United States and Japan as a business development and marketing consultant, she received her J.D. from the Columbus School of Law at the Catholic University in Washington, D.C. She worked at the Overseas Private Investment Corporation, the International Trade Commission and served as a Legislative Analyst to Senator Daniel Inouye.

Ms. Nishimura's experience in civil and criminal appellate litigation includes First and Fourth Amendment and civil rights. She wrote the brief on the merits and appeared before the United States Supreme Court in *Hanlon v. Berger*, 526 U.S. 808 (1999). She co-authored, "An Invasion of Privacy: The Media's Involvement in Law Enforcement Activities," 19 Loy. L.A. Ent. L.J. 313 (1999). Published cases, among others, include *Berger v. CNN Inc.*, 188 F.3d 1155 (9th Cir. 1999); *Ayeni v. Mottola*, 35 F.3d 680 (2d Cir. 1994), cert. denied, 514 US 1062 (1995), aff'g *Ayeni v. CBS Inc.*, 848 F. Supp. 362 (E.D.N.Y. 1994); *Brunette v. Humane Society of Ventura County*, 294 F.3d 1205 (9th Cir. 2002); *Aquila, Inc. v. Superior Court*, 148 Cal. App. 4th 556 (2007); *Regents of University of California v. Superior Court*, 165 Cal. App. 4th 672 (2008).

She was appointed by Governor Jerry Brown to the 11 member Commission on Judicial Performance (2011-2015); formerly served on the State Bar Judicial Nominees Evaluation Commission (JNE) for the 2005-2008 term; on the Board of Governors and first Vice President for the California Women Lawyers (District 3). She is also a member of the San Mateo and Los Angeles County Bar Associations, Consumer Attorneys of California, Association of Trial Lawyers of America, and the American Bar Foundation. She is a frequent lecturer for California Women Lawyers, and past member of the LACBA Litigation Section Trial Practice Inn of Court.

Ms. Nishimura is on the Board of Trustees of the California Science Center Foundation, a joint state-private facility created to promote science education throughout California, and past president of the Board of Directors of The MUSES of the California Science Center Foundation. She is a frequent speaker to promote science and math education in California. In addition, she is on the Board of Trustees of the Asian Art Museum in San Francisco; the Rotary Club of San Mateo; and the creator of Storytime for Children with Abby Rabbit, an interactive reading and development program for children.

ARA J. JABAGCHOURIAN

Ara R. Jabaghourian is a Principal at Cotchett, Pitre & McCarthy, LLP where he practices civil litigation in numerous areas, including product defects, catastrophic personal injury, sexual harassment, antitrust, intellectual property (patents, trademark and trade secret), financial fraud, construction fraud, corporate dissolution, contract disputes, and complex business litigation.

SIGNIFICANT TRIALS AND CASES

As lead trial counsel, Jabaghourian obtained a \$114.5 million alter ego verdict against the spouse of the CEO of HL Leasing, Inc., a directed verdict for \$114.5 million against three corporate defendants, and a jury verdict in the amount of \$47.22 million against two former corporate officers in a class action trial held in Fresno County. The case involved a Ponzi scheme operated by HL Leasing, Inc., whose CEO had committed suicide before the trial commenced, and had resulted in losses to over 1200 investors. *Massoyan, et al. v. HL Leasing, Inc., et al.*, Fresno Superior Court Case No. 09 CECG 01839 (August 5, 2011); upheld on appeal - California Court of Appeal, Fifth Appellate District Consolidated Case Nos. F064875 & F065392 (October 29, 2013).

As co-lead trial counsel, Jabaghourian represented the City and County in San Francisco in a fraud claim against a city contractor who submitted false bills for payment. The city contractor brought a cross-claim seeking over seven million dollars of taxpayer money for an alleged violation of federal constitutional civil rights under 42 U.S.C. section 1983 related to the loss business value and nearly a million dollars under a breach of contractor claim. The jury found that the city contractor intentionally misrepresented claims made through the submission of false invoices to the City and County of San Francisco in addition to breaching the contract with it. Furthermore, the jury completely rejected the contractor's claims for a violation of civil rights and its breach of contract, awarding them nothing. *City and County of San Francisco v. Cobra*

Solutions, Inc., et al., San Francisco Superior Court Case No. CGC 03-417-218 February 15, 2012.

He also recovered the largest individual wrongful death verdict in San Diego County history, when a jury awarded \$17.4 million to the wife and three children of a high ranking U.S. Naval Officer, who was killed while riding his bike in a collision with an American Medical Response transport van. *Mazurek, et al. v. American Medical Response, et al.*, San Diego Superior Court Action No. 10-83975 May 20, 2011.

In the case of *Davis v. Hope Life Foundation, et al.*, he obtained a unanimous jury decision related to an out-of-state financial organization that defrauded its customers through sham trusts and promissory notes.

In *Siller v. Siller Brothers, Inc.*, Frank M. Pitre and Jabaghourian obtained a multi-million dollar trial judgment related to a corporate dissolution action filed on behalf of a minority shareholder.

In *Murillo v. National Passenger Railroad Corporation, et al.*, he settled an action against Union Pacific and the State of California Department of Transportation related to the wrongful death of an elderly couple because of an allegedly defectively-designed railroad crossing. The case was brought on behalf of the children and grandchildren of the victims.

Jabaghourian represented Arthur Mkoyan, a Fresno high school valedictorian, and his family, who were facing imminent deportation after seeking asylum from the former Soviet Union in 1992. Arthur and his family were allowed to stay, with Arthur now attending college in California.

Jabaghourian was also appointed as liaison counsel in the matter of In re: Crown Princess Listing Incident, a case involving the substantial tipping of a Princess Cruise Line ship off the coast of Florida. The action involved more than 200 injured plaintiffs. The action was filed in Los Angeles Superior Court.

PRIOR EXPERIENCE

While attending Hastings, he was a judicial extern for Presiding Justice James Ardaiz of the California Court of Appeal, Fifth Appellate District and Justice Marvin Baxter of the California Supreme Court.

Following law school, he worked for the Federal Trade Commission's Bureau of Competition in Washington, D.C., in investigations dealing with conspiracies, monopolization and mergers. In 2001, he joined private practice, working on antitrust matters with an emphasis in antitrust/intellectual property overlap issues.

COMMUNITY RECOGNITION

Jabaghourian's verdict in *Massoyan v. HL Leasing, Inc., et al.* was recognized as one of the Top 100 Verdicts in the United States in both the National Law Journal and VerdictSearch in 2011. The Daily Journal, a California legal newspaper, placed Jabaghourian's result in the same case as one of its Top 10 Verdicts by impact for 2011. The Northern California Super Lawyers placed Jabaghourian on its Top 100 List in 2014. He was also selected as a Super Lawyer in Northern California the past two years. For several years he has also been recognized as a Rising Star in Northern California, an honor bestowed on the top 2.5% of attorneys under the age of 40. The National Trial Lawyers Association has selected Jabaghourian as one of the "Top 100 Trial Lawyers" in California for years. The Armenian Bar Association selected Jabaghourian as one of its "20 Rising Stars Under 40" in 2011. The Consumer Attorneys of California selected Jabaghourian as one of its finalists for Trial Lawyer of the Year in 2011 and in 2012. In 2013, Martindale-Hubbell had provided Jabaghourian with its highest AV Preeminent Rating through a survey conducted of industry peers and judges. For its centennial celebration, California State University, Fresno's College of Arts & Humanities had selected Jabaghourian as one of its Distinguished Alumni.

JUSTIN T. BERGER

Justin T. Berger is a principal at Cotchett, Pitre & McCarthy, where he focuses on false claims act litigation, consumer protection, financial elder abuse, employment law, and other complex civil litigation.

Justin has been recognized as one of the top young litigators in California. In 2012, Justin was included in The Recorder's "Lawyers on the Fast Track," as one of the top 50 attorneys in California with less than 10 years of practice. Also in 2012, Justin received a California Lawyer Magazine Attorney of the Year (CLAY) Award, along with Niall McCarthy. From 2009 to 2012, Justin has been selected as a Northern California "Rising Star" by Northern California Super Lawyers and San Francisco Magazine. In 2008, Justin was selected as a finalist for the 2008 Consumer Attorney of the Year Award by the Consumer Attorneys of California, for his work on *Komarova v. National Credit Acceptance*. In 2011, Justin was again selected as a finalist for Consumer Attorney of the Year along with Niall McCarthy, for their work in recovering a record \$300 million on behalf of the State of California in a case brought under the California False Claims Act.

Justin received his Bachelor of Arts from Yale University, graduating Cum Laude, with Honors in the Major. He received his J.D. from the University of California, Berkeley School of Law (Boalt Hall). At Boalt, Justin was a member of the California Law Review and the LAS-ELC Workers' Rights Clinic. In addition, through Boalt's International Human Rights Law Clinic, Justin served on the trial team that successfully prosecuted the case *Yean and Bosico v. Dominican Republic* before the Inter-American Court of Human Rights.

Following law school, Justin clerked for U.S. District Court Judge Susan Illston of the Northern District of California.

Prior to law school, Justin served for two years as a United States Peace Corps Volunteer in Ecuador. Justin also served for a year as an AmeriCorps VISTA volunteer at Casa Cornelia Law Center, a non-profit immigration law firm in San Diego. Justin is fluent in Spanish.

Justin is the President of the San Mateo County Barristers, and is active in the Northern California Peace Corps Association. Justin is a member of the San Mateo County Bar Association, Consumer Attorneys of California, American Business Trial Lawyers, and the San Mateo County Trial Lawyers Association.

MATTHEW K. EDLING

Matthew K. Edling is a principal at Cotchett, Pitre & McCarthy, where he focuses on financial, environmental, intellectual property and other complex litigation. Edling's experience includes jury trials, bench trials, arbitrations, appellate briefing and argument.

Edling has been named one of California's top fifty attorneys under ten years of practice. From 2009-2012, Edling was named a Northern California Super Lawyers Rising Star. Edling was selected as a finalist for the 2010 Street Fighter of the Year Award by the Consumer Attorneys of California, for his work on behalf of an elderly investor placed into unsuitable investments. Edling was one of three public attorneys appointed by the State Bar to serve on its Task Force on Admissions Reform.

Edling currently serves on the Board of Directors of the San Mateo County Bar Association, Cal Poly College of Liberal Arts and the Board of Governors of the Consumer Attorneys of California. Edling is involved in a number of community organizations in the Bay Area. Among other community activities, Edling serves on the Board of Directors of the Hamilton Family Center, the largest provider of shelter, eviction prevention assistance, rapid re-housing, youth programming, and support services for homeless families in San Francisco.

Edling received his B.A. from California Polytechnic State University, San Luis Obispo and his J.D. from the University of California, Hastings College of Law. While at Cal Poly, he received the school's highest academic honor, the Academic Excellence Award. During law school, he was a member of the Hastings Law and Policy Review and the Civil Justice Clinic, and was awarded the Best Brief and Best Oral Argument in Hastings' Moot Court Program.

ANNE MARIE MURPHY

Anne Marie Murphy is a principal at Cotchett, Pitre & McCarthy LLP, where she practices civil litigation focusing on complex commercial litigation, class actions, consumers' rights and elder abuse (including both financial abuse and nursing home abuse).

Ms. Murphy received her Bachelor of Arts in Science & Technology from Vassar College. She received her J.D. from the Georgetown University Law Center. While attending Georgetown, she worked as a Legislative Assistant in the U.S. Senate.

After graduating from law school, she practiced law in San Francisco, handling a caseload ranging from complex commercial litigation to regulatory approvals of mergers and acquisitions of regulated utilities. She also worked on a pro bono basis for the AIDS Legal Referral Panel. In *Komarova v. National Credit Acceptance, Inc.* Ms. Murphy, along with Justin T. Berger of Cotchett, Pitre & McCarthy LLP, obtained a jury verdict against a credit card collection agency following a two week trial in January 2008. The jury found for the plaintiff both on her intentional infliction of emotional distress and California Fair Debt Collection Practices Act claims, resulting in both a compensatory and punitive damages award. On appeal, several important issues of first impression were decided in the Plaintiff's favor, as reflected in the published decision: *Komarova v. National Credit Acceptance, Inc.*, 175 Cal. App. 4th 324 (Cal. App. 1st Dist. 2009).

Ms. Murphy has practiced extensively in the area of elder abuse, handling many notable cases against nursing homes. Ms. Murphy has also acted as co-lead counsel in a number of consumer class actions which have returned millions of dollars to consumers across the country.

Ms. Murphy is a member of Consumer Attorneys of California, the American Association for Justice, the San Mateo County Bar Association, the San Mateo Trial Lawyers Association, and is a lifetime member of California Women Lawyers.

Ms. Murphy serves on the Board of Directors of Consumer Attorneys of California (CAOC) and was Co-Chair of the 2010, 2011, 2012 and 2013 Donald L. Galine Tahoe Seminars. Ms. Murphy was elected to the CAOC Board of Governors in 2009 and again in 2010. In 2010, Ms. Murphy was appointed to serve on the Board of Directors of CAOC, she was then elected to the Board of Directors in 2011 and 2012. Ms. Murphy is a Vice-Chair of the CAOC Women's Caucus. In 2010, Ms. Murphy was appointed as a Commissioner on the California Commission on Access to Justice. The Commission plays a vital role in bringing together the three branches of government, judges, lawyers and civic and business leaders to find long-term solutions to the chronic lack of legal assistance available to low-income and vulnerable Californians.

Ms. Murphy previously served on the Board of Directors of the State Bar of California, California Young Lawyers Association (CYLA) (2009 -2011); as well as the Board of Directors of the San Mateo County Barristers (2008-2009).

Ms. Murphy has provided frequent commentary on consumer rights issues, including binding mandatory consumer arbitration, and has appeared on local as well as national news broadcasts including ABC 7 On Your Side (Cable 7), View From The Bay, and Good Morning America (ABC). Ms. Murphy's articles include: "Same Road, Different Stops" (Elder Abuse Litigation), *The Docket*, San Mateo County Bar Association, Volume 49, No. 1, Jan/Feb 2013. Ms.

Murphy's speaking engagements include: Panelist: "Elder Abuse Litigation," San Mateo County Bar Association, 2011; "Elder Abuse Litigation," State Bar of California Annual Convention, 2010; "Handling Cases Involving Physical and Financial Elder Abuse," CYLA, State Bar of California Webinar, 2010; "Winning Cases in Securities Arbitration," State Bar of California Annual Convention, 2010; "Securities Arbitration," CYLA, State Bar of California Webinar 2010; "Winning Trials through Motions *in limine*," 2010; Moderator, "Preparing for Trial," Consumer Attorneys of California, 2011; Moderator, "CSI Effect" CAOC Tahoe 2012; Panelist, "Financial Elder Abuse Litigation: Assessing, Preparing and Presenting Claims", Legal Assistance for Seniors ("LAS") 2012 Annual Conference; "Credit Counseling Class Actions and the CROA", CAOC Beaver Creek Conference 2012; Elder Abuse Litigation: Getting To Verdict Or Settlement In Tough Economic Times And Checklists For Settlement," CAOC 51st Annual Convention 2012; "Ethical Issues in Lawyer Communications," San Mateo County Bar Association 2013.

Ms. Murphy, along with her husband, Frank, are involved in a number of community organizations in the Bay Area. Among other community activities, Ms. Murphy served on the Board of Directors of Seven Tepees Youth Program for a number of years, including as board Secretary. Seven Tepees is a non-profit serving promising urban youth in San Francisco, which provides comprehensive services to youth from 5th to 12th grade, including mentoring, academic support and college and career counseling.

In 2008, Ms. Murphy was selected as a finalist for the 2008 Consumer Attorney of the Year Award by CAOC. Ms. Murphy is also a member of the Million Dollar Advocates Forum, an honor reserved for attorneys who achieve verdicts or settlements in excess of \$1 million on behalf of their clients. In 2009, 2010, 2011 and 2012 Ms. Murphy was selected as a Northern California "Rising Star" by Northern California Super Lawyers and San Francisco Magazine.

SENIOR ASSOCIATES

DEMETRIUS X. LAMBRINOS

Demetrius Lambrinos is a Principal at Cotchett, Pitre & McCarthy. He currently focuses his practice on qui tam cases and complex commercial litigation, and he has a background in antitrust and class actions.

Mr. Lambrinos received his Bachelor of Art in Philosophy from the University of Redlands Johnston College. He received his J.D. from University of Iowa College of Law.

Mr. Lambrinos is a committed member of the Bay Area's nonprofit community. He currently sits on the board of the Bay Area Urban Debate League ("BAUDL"), a nonprofit that mentors underserved Bay Area high school students in the art of debate. As a board member, he has helped raised over \$240,000 from Bay Area law firms to further this mission. He has also spent many hours mentoring students and has been intimately involved with crafting the organization's strategic vision.

CHRISTOPHER LAVORATO

Christopher Lavorato is a principal at Cotchett, Pitre and McCarthy, LLP, where he practices civil litigation. He focuses on a variety of complex civil matters including claims of commercial fraud, business torts, catastrophic injury, products liability and commercial transit accidents. Mr. Lavorato received his B.A. in Communications from the University of San Francisco in 1992. He graduated as the Distinguished Military Graduate from ROTC and was commissioned in the United States Army, serving as an Aviation Officer and UH-60 Blackhawk pilot until 1998. After his military service, Mr. Lavorato earned his J.D. from the University Of Santa Clara School Of Law in 2002.

After law school, Mr. Lavorato practiced with his father and brother, focusing on civil litigation and criminal law in Monterey County. During his practice there, he continued a long lasting relationship with Cotchett, Pitre & McCarthy, LLP, working on numerous cases as co-counsel. He has a broad range of courtroom experience, including both bench and jury trials, representing individuals, as well as corporate and governmental entities. Some examples of his cases have been the protection of female rights in the workplace, ensuring a safe living environment for the elderly or special needs patients and the protection of consumers from defective products.

Mr. Lavorato has served on numerous non-profit boards to the betterment of our communities and has provided vigorous pro-bono representation to those in need. He is a firm believer that education is a vital ingredient of freedom and has served as an adjunct professor at the collegiate level in the area of Administration of Justice.

ADAM J. ZAPALA

Adam J. Zapala is a principal at Cotchett, Pitre & McCarthy, LLP, where he focuses on antitrust, false claims act litigation, consumer protection and class actions generally.

Mr. Zapala received a B.A. from Stanford University and his J.D. from University of California, Hastings College of the Law. While at Hastings, Mr. Zapala received awards for best moot court brief, the Pro Bono Publico award, most outstanding student in Group Advocacy and Systemic Reform, and Excellence for the Future Award in Pre-trial Practice.

Previously, Mr. Zapala worked at Davis, Cowell & Bowe, LLP. in San Francisco, where he represented labor unions, Taft-Hartley Pension and Health & Welfare funds, employees and consumers in complex litigation, arbitration and NLRB proceedings. While at DCB, Mr. Zapala served as trial counsel in countless arbitrations on behalf of labor unions and employee benefit funds. He has argued cases before the California First, Third, and Sixth District Court of Appeal.

Mr. Zapala also previously served as a staff attorney with Bay Area Legal Aid, where he focused on representing indigent clients in a wide variety of civil litigation matters. While there, Mr. Zapala developed expertise in Medi-Cal, Medicare and other publicly-financed healthcare systems. While in law school, Mr. Zapala also worked for the public interest law firms of Public Advocates, Inc. and Public Justice, focusing on civil rights class action litigation.

Mr. Zapala also has legislative and policy experience, working on Capitol Hill as a policy aide for Senator Ron Wyden (D-Oregon) in Washington D.C.

Mr. Zapala has deep ties to the Bay Area. He grew up in San Jose, California and attended Bellarmine College Preparatory. While at Stanford University, Mr. Zapala became a four-time Academic All-American, a four-time All-American, and Captain of the Stanford Men's Soccer Team. In 2001, he was drafted in the Major League Soccer ("MLS") Super Draft by the Dallas Burn (now FC Dallas).

ASSOCIATES

CAMILO ARTIGA-PURCELL

Camilo Artiga-Purcell is an associate at Cotchett, Pitre & McCarthy, LLP, where he focuses on securities fraud and complex business litigation. Mr. Artiga-Purcell successfully litigated on behalf of defrauded investors in a technology startup, and is currently litigating on behalf of investors defrauded of hundreds of millions of dollars under a contrived margin call during the 2008 financial crisis.

Mr. Artiga-Purcell graduated from the University of San Francisco School of Law, and was awarded the Business Law Certificate for his work on SEC and CFTC regulation of OTC derivatives.

During law school, Mr. Artiga-Purcell worked at La Raza Centro Legal, providing legal services and advocacy to low income senior citizens and Latinos in San Francisco. Currently, Mr. Artiga-Purcell volunteers at the SHARE Foundation. Mr. Artiga-Purcell also provides pro bono counsel to Local Grow and Wiki Grow, a web based forum focused on growing and sustaining local gardens.

ALEXANDER BARNETT

Alex Barnett is a Principal at Cotchett, Pitre & McCarthy where he specializes in class actions involving: antitrust and securities law violations; consumer fraud; negligent product design and manufacture; wage and overtime disputes; civil rights violations; and violation of environmental laws. He also handles mass tort litigation.

Representative class action cases include: Turner v. General Electric Company, No. 2:05-CV-186-FtM-33DNF (M.D. Fla.) (claims by purchasers of allegedly defective General Electric refrigerators); Staton v. IMI South, LLC, No. 03-CI-588 (Ky. Cir. Ct.) (claims by purchasers of defective concrete for repair of home foundations and flatwork); In re Bridgestone/Firestone Inc., ATX, ATX II and Wilderness Tires, MDL No. 1373 (S.D. Ind.) (claims by purchasers of allegedly defective tires), Gori v. Merck & Co., Inc., No.: 04L1254 (claims by purchasers of Vioxx for refund of purchase price); and Harman v. Lipari (claims for medical monitoring for residents of neighborhood bordering a Superfund site in New Jersey). Mr. Barnett also has represented individuals injured by pharmaceutical products such as Redux and Pondimin, Baycol, Serzone, and Vioxx. In addition, Mr. Barnett served as counsel for the cities of Boston, Los Angeles, Philadelphia and San Francisco against the handgun industry and as counsel for the City of Milwaukee in a case against the lead pigment industry.

Mr. Barnett has served as a lecturer on class actions, serving as a Panel speaker at the First Annual National Class Actions Symposium (Osgoode Hall Law School, Toronto, Canada) and the Third Annual Class Actions for Non-Class-Action Lawyers - Growing Your Business by

Understanding the Basics and Recognizing Opportunities.

Prior to entering private practice, Mr. Barnett served as the Executive Director of the International Association of Jewish Lawyers and Jurists ("IAJLJ"), American Section, an organization dedicated to promoting human rights and the rule of law.

Before his tenure at the IAJLJ, Mr. Barnett served as the Democratic Party nominee for the New York State Assembly in New York's 17th Assembly District.

ERIC BUESCHER

Eric Buescher is a Principal at Cotchett, Pitre & McCarthy, where he focuses on consumer fraud, elder abuse, false claims litigation and employment litigation. Mr. Buescher received his Bachelor of Arts in Political Science, with a focus on International Relations from Duke University. After graduating, Mr. Buescher worked as a researcher in Washington, DC assisting law firms with complex research projects for active litigation matters.

Subsequently, Mr. Buescher received his J.D. from Georgetown University Law Center. While at Georgetown, Mr. Buescher was a member of the Georgetown Journal on Law and Public Policy and published an article regarding Fifth Amendment takings as they relate to affordable housing and the Department of Housing and Urban Development titled "Home Robbery: Congress and HUD's Taking of Private Property in Affordable Housing." 7 Geo. J.L. & Pub. Pol'y 571 (2009).

Mr. Buescher is a member of San Mateo Trial Lawyers Association and Consumer Attorneys of California.

JOYCE CHANG

Joyce Chang is a Principal at Cotchett, Pitre & McCarthy, LLP. She focuses her practice on antitrust law and complex litigation.

Ms. Chang received her J.D. from Santa Clara University School of Law. At Santa Clara Law, Ms. Chang served as an editor on multiple Journals, including the Santa Clara Law Review and the Santa Clara Journal of International Law. She received honorable mentions for both year-end comments, won the Best Brief Award for appellate advocacy, and served as a mentor for incoming women law students.

During law school, Ms. Chang interned for the Honorable Judge Socrates Manoukian of Santa Clara County Superior Court. Additionally, she served as a volunteer translator at a local non-profit dedicated towards providing basic legal rights to Asian immigrants.

Prior to law school, Ms. Chang received her B.S. in Premedicine from the University of California at Davis. Between her studies, she volunteered for the UC Davis Medical Center. UCD recognized her work with the Community Service Award every year she was in college.

ALEXANDRA A. HAMILTON

Alexandra A. Hamilton is a principal at Cotchett, Pitre, & McCarthy. Her practice focuses on personal injury/product liability litigation.

Ms. Hamilton graduated from Santa Clara University, School of Law. While at Santa Clara University, she interned in the Criminal Division of the United States Attorney's Office and studied at Koç University in Istanbul, Turkey.

Ms. Hamilton graduated from Notre Dame High School in Belmont, California, before earning her B.A. from the University of California, Santa Barbara. While at UCSB, Ms. Hamilton spent a semester interning at the Office of the Solicitor General in Washington, D.C. and a semester studying in Paris, France.

Ms. Hamilton is a member of the San Mateo County Bar Association, Consumer Attorneys of California, and San Francisco Trial Lawyers Association.

JOANNA W. LiCALSI

Joanna W. LiCalsi is a Principal at Cotchett, Pitre & McCarthy, LLP. Her practice focuses on securities and antitrust litigation.

Ms. LiCalsi received her J.D. from the University of San Francisco School of Law. While at USF, she served as a judicial extern to Justice Bernard Fried (Ret.) in the New York State Supreme Court Commercial Division, as well as U.S. District Court Judge Susan Illston of the Northern District of California. Ms. LiCalsi also interned at the Office of the Circuit Executive for the United States Courts for the Ninth Circuit, where she worked in the Legal Affairs Unit. Additionally, she worked in two clinics, providing legal services to clients who could not afford representation in disputes involving intellectual property and securities law.

Prior to law school, Ms. LiCalsi received her B.A. from Sarah Lawrence College in Bronxville, NY, where she concentrated in history and writing. While at SLC, she spent a semester at Reed College in Portland, Oregon studying English Literature, and a summer at UC Berkeley studying law and political science. After she completed her undergraduate education, she spent two years as a Teaching Fellow at the Horace Mann School in New York.

SHAUNA R. MADISON

Shauna Madison is a Principal at Cotchett, Pitre & McCarthy, LLP. Her practice focuses on false claims act litigation, consumer protection, financial elder abuse cases and other complex litigation.

Ms. Madison received her J.D. from the University of San Francisco School of Law. While at USF Ms. Madison was a staff writer for the Law and Global Justice Forum and Vice President of Communications for the Labor and Employment Law Students Association. Ms. Madison also sat on USF's Public Interest Law Foundation board and Loan Repayment Assistance Program faculty committee.

During law school, Ms. Madison was a judicial extern for the Honorable Benjamin Gutman at the U.S. Merit Systems Protection Board. Ms. Madison also interned at the Equal Employment Opportunity Commission, Federal Public Defender's Office – Central District as well as the San Francisco Public Defender's Office. Additionally, Ms. Madison worked as a student attorney in USF's Employment Law Clinic where she provided pro-bono legal services to federal employees, merchant mariners, and domestic workers.

Prior to law school, Ms. Madison received her undergraduate degrees in Sociology and African and African American Studies with a minor in Sexuality Studies from University of California at Davis. During her tenure at UC Davis, Ms. Madison served on the Chancellor's Undergraduate Advisory Board and the Chancellor's Advisory Board for LGBTI Issues. Additionally, Ms. Madison was selected as a delegate to attend the White House's Black LGBT Emerging Leaders Conference where she received a policy briefing on upcoming pro-LGBT legislation as well as attended meetings where she provided feedback to White House Administrators on social and legal issues.

KEVIN O'BRIEN

Kevin P. O'Brien is a Principal at Cotchett, Pitre & McCarthy, where he focuses on complex business litigation, antitrust, securities and intellectual property. Mr. O'Brien has represented plaintiffs and defendants in a broad range of legal matters, including consumer and mass-tort class actions, securities and corporate fraud claims, trade secret misappropriation actions and complex commercial disputes. Mr. O'Brien is experienced in all phases of civil litigation in state and federal court.

Prior to joining Cotchett, Pitre & McCarthy, Mr. O'Brien litigated class actions and complex commercial disputes at a national law firm and copyright and trademark disputes at an intellectual property litigation boutique. Mr. O'Brien's experience includes representing individuals, public entities and large and small businesses in court hearings, bench trials, arbitrations, settlement conferences, mediations, administrative proceedings and appeals. Mr. O'Brien received his J.D. from University of California, Hastings College of the Law where he graduated magna cum laude. While at Hastings, Mr. O'Brien received American Jurisprudence awards in Civil Procedure and Consumer Protection, was admitted to the Thurston Society and the Order of the Coif and was appointed to serve as the Senior Symposium Editor for the Hastings Law Journal. He also received B.A. from San Francisco State University.

Following law school, Mr. O'Brien clerked for U.S. District Court Judge Ronald M. Whyte of the Northern District of California.

In 2014, Mr. O'Brien was awarded the Lawyers' Committee for Civil Rights' Father Cuchulain Moriarty Award for his extraordinary pro bono contribution.

Mr. O'Brien previously served on the boards of the Cartoon Art Museum and the Berkeley Bears Youth Baseball Organization.

STEWART R. POLLOCK

Stewart Pollock is an Associate at Cotchett, Pitre & McCarthy, LLP, practicing in a wide range of civil litigation areas including environmental law, intellectual property, international law, sexual harassment, class actions, and personal injury. He has experience with all aspects of civil litigation, including motion practice, discovery, mediation, hearings, appeals, and arbitration.

Mr. Pollock received his B.A. with a double major in History and Philosophy from the University of Virginia, specifically focusing on Latin America and revolutionary ideology. He helped found the UVA chapter of the American Civil Liberties Union and served as the Vice President. He studied abroad on Semester at Sea and later attended the Pontifical Catholic University of Peru.

Mr. Pollock received his J.D. from the University of California, Hastings College of the Law, graduating cum laude with a concentration in International Law and earning membership in the Pro Bono Society. While at UC Hastings, he was a member of the Jessup International Law Moot Court team, winning the super regional round and finishing as quarter-finalists at the international round. He received honorable mentions for both oral and written advocacy from the Moot Court department.

While at UC Hastings, Mr. Pollock interned for Asylum Access, advocating for policies relating to refugee employment rights before the United Nations High Commissioner for Refugees in Geneva, Switzerland. Mr. Pollock also participated in the Refugee and Human Rights Clinic, traveling to El Salvador as part of a four-person fact finding team investigating gender based violence. He later served as a judicial extern in the Administrative Law Judge Division of the California Public Utilities Commission where his work focused on net energy metering and residential rate redesign. He also served on the board of the West Northwest Journal of Environmental Law and Policy and organized a panel for the California Water Law Symposium.

BRIAN M. SCHNARR

Brian M. Schnarr is an associate at Cotchett, Pitre & McCarthy, LLP, working in the areas of business litigation, financial fraud, antitrust litigation, consumer protection cases and intellectual property. Brian has represented both plaintiffs and defendants in a wide range of matters, including corporate fraud, trade secret misappropriation, Ponzi schemes, product defect, and

price fixing. This experience includes all aspects of pre-trial litigation, including discovery, motion practice, court hearings and mediations. Mr. Schnarr has also been involved in several trials in both federal and California state court.

In 2012, Mr. Schnarr represented an 86 year old resident of San Mateo County in an elder abuse action against a skilled nursing facility. *Pauline Gogol v. Mills-Peninsula Health Services d/b/a Mills-Peninsula Skilled Nursing*, Case No. CIV-509469. After a two week trial, a jury returned a verdict in favor of the plaintiff for \$1,844,400. The jury also made a finding of clear and convincing evidence of recklessness, oppression, fraud or malice for an additional award of attorney's fees and punitive damages.

Also in 2012, Mr. Schnarr defended a residential design professional in a construction defect case where the plaintiffs alleged negligence and fraud arising out of a home remodel and second story addition. *Jang v. Deal et al.*, Case No. CIV 506396. The case went to trial in October of 2012, where Mr. Schnarr moved for a mini-trial on the affirmative defense of statute of limitations before a jury was empaneled. The case was ultimately resolved on terms beneficial to the defense.

In 2013, Mr. Schnarr represented ten California Cities and Counties in a representative public nuisance action in a six week trial in the Complex Department of the Santa Clara County Superior Court. *Lead Paint Litigation*, Case No. 1-00-CV-788657. This was one of the largest representative public nuisance actions in the country, and involved the wrongful promotion and sale of lead-based paint and pigment in California over a period of decades by five historical paint and pigment manufacturers.

Mr. Schnarr was selected as a 2013 Northern California Rising Star for Super Lawyers. He holds a position on the Leadership Development Committee of the American Business Trial Lawyers Association, is a member of the Consumer Attorneys of California, the San Mateo County Bar Association, and the American Association for Justice.

ELIZABETH TRAN

Elizabeth Tran is a principal at Cotchett, Pitre & McCarthy, LLP. She focuses her practice on antitrust law and complex litigation.

Ms. Tran received her B.A. in Economics and Political Science, with a concentration in Public Policy, from Boston University. At BU, she interned and studied abroad in London and Sydney during her third year.

Ms. Tran received her J.D. from the University of California, Hastings College of the Law. At UC Hastings, she was a super regional semifinalist in the Jessup International Law Moot Court Competition. She also received honorable mentions for both best brief and best oral advocacy in Moot Court. Ms. Tran served as a judicial extern for the Honorable A. James Robertson II in

San Francisco Superior Court and as a teaching assistant for both Legal Writing & Research and Moot Court. She studied international business law at Bocconi University in Milan for a semester.

In law school, Ms. Tran mentored underserved high school students on preparing for college. While awaiting bar results, she served as a graduate fellow at Bay Area Legal Aid, where she advocated for the rights of disadvantaged people to health and disability benefits.

Ms. Tran has national and state legislative experience. She interned for U.S. Representative Neil Abercrombie (D-Hawaii; now Governor of Hawaii) in Washington, D.C. and State Representative Scott Nishimoto (D-Hawaii) in Honolulu.

Ms. Tran grew up in Honolulu and graduated from 'Iolani School, but she has been actively laying roots in the Bay Area. She enjoys the food scene in San Francisco, the hiking trails in Marin, and volunteering for the family law section of the Bar Association of San Francisco.

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

EXHIBIT 2

COTCHETT, PITRE & McCARTHY, LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 28, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Cotchett, Joseph W. (P)	616.40	\$900	\$ 554,760.00
Cotchett, Joseph W. (P)	5.00	\$750	\$ 3,750.00
Cotchett, Joseph W. (P)	7.60	\$300	\$ 2,280.00
McCarthy, Niall P. (P)	20.40	\$750	\$ 15,300.00
Fineman, Nancy L. (P)	191.00	\$700	\$ 133,700.00
Williams, Steven N. (P)	2112.30	\$700	\$1,478,610.00
Williams, Steven N. (P)	22.50	\$300	\$ 6,750.00
Gregory, Philip L. (P)	25.60	\$600	\$ 15,360.00
Damrell, Frank C. (OC)	22.60	\$775	\$ 17,515.00
Damrell, Frank C. (OC)	13.90	\$300	\$ 4,170.00
McCloskey, Paul N. (OC)	154.10	\$700	\$ 107,870.00
McCloskey, Paul N. (OC)	14.30	\$300	\$ 4,290.00
Barnett, Alexander E. (SA)	6.50	\$415	\$ 2,697.50
Edling, Matthew K. (P)	14.60	\$500	\$ 7,300.00
Edling, Matthew K. (A)	149.90	\$360	\$ 53,964.00
Edling, Matthew K. (A)	43.30	\$350	\$ 15,155.00
Edling, Matthew K. (P)	12.40	\$300	\$ 3,720.00
Edling, Matthew K. (A)	2.70	\$275	\$ 742.50
Liang, Aron K. (SA)	186.60	\$415	\$ 77,439.00
Liang, Aron K. (A)	106.40	\$400	\$ 42,560.00
Liang, Aron K. (A)	1.00	\$300	\$ 300.00
Liang, Aron K. (A)	23.50	\$275	\$ 6,462.50
Liang, Aron K. (A)	3.00	\$250	\$ 750.00
Okcu, Niki B. (SA)	149.00	\$415	\$ 61,835.00
Siddiqui, Imtiaz A. (SA)	24.10	\$415	\$ 10,001.50
Siddiqui, Imtiaz A. (SA)	4.50	\$400	\$ 1,800.00
Swartzberg, Neil J. (SA)	45.50	\$415	\$ 18,882.50
Swartzberg, Neil J. (SA)	43.20	\$400	\$ 17,280.00
Zapala, Adam J. (SA)	1541.10	\$415	\$ 639,556.50
Zapala, Adam J. (A)	207.70	\$360	\$ 74,772.00
Zapala, Adam J. (A)	202.50	\$300	\$ 60,750.00
Buescher, Eric J. (A)	20.90	\$360	\$ 7,524.00
Buescher, Eric J. (A)	.50	\$300	\$ 150.00

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
Chang, Joyce (A)	2.20	\$360	\$ 792.00
Gross, Stuart G. (A)	161.00	\$360	\$ 57,960.00
Gross, Stuart G. (A)	12.00	\$275	\$ 3,300.00
Gross, Stuart G. (A)	40.30	\$250	\$ 10,075.00
Hwang, Jessica (A)	172.60	\$300	\$ 51,780.00
Kim, Gene W. (A)	55.00	\$360	\$ 19,800.00
LiCalsi, Joanna W. (A)	99.00	\$360	\$ 35,640.00
LiCalsi, Joanna W. (A)	36.60	\$300	\$ 10,980.00
Mock, Mary F. (A)	.40	\$360	\$ 144.00
Nozaki, Shinichi (A)	5.50	\$300	\$ 1,650.00
Schnarr, Brian M. (A)	45.90	\$360	\$ 16,524.00
Tran, Elizabeth T. (A)	873.10	\$360	\$ 314,316.00
Tran, Elizabeth T. (A)	301.60	\$300	\$ 90,480.00
NON-ATTORNEYS			
Detert, Erich (SPL)	21.50	\$250	\$ 5,375.00
Engineer, Nirav (SPL)	126.30	\$250	\$ 31,575.00
Grafilo, Mark (SPL)	11.00	\$250	\$ 2,750.00
Menzel, Patrick (SPL)	459.50	\$250	\$ 114,875.00
Menzel, Patrick (SPL)	190.10	\$225	\$ 42,772.50
Thornton, Donald (SPL)	66.10	\$175	\$ 11,567.50
Verducci, Jaclyn (SPL)	5503.50	\$250	\$1,375,875.00
Verducci, Jaclyn (PL)	156.70	\$225	\$ 35,257.50
Verducci, Jaclyn (PL)	3.50	\$150	\$ 525.00
Agudelo, Zryes (PL)	5.00	\$225	\$ 1,125.00
Banis, Alexandra (PL)	135.70	\$225	\$ 30,532.50
Brady, Kimberly (PL)	2.00	\$225	\$ 450.00
Clark, Linda (PL)	29.80	\$225	\$ 6,705.00
Compesi, Marisa (PL)	497.80	\$225	\$ 112,005.00
Concepcion, Latoya (PL)	539.40	\$225	\$ 121,365.00
Doe, Brian (PL)	20.00	\$225	\$ 4,500.00
Fajardo, Muriel (PL)	19.00	\$150	\$ 2,850.00
Lein, Kristin (PL)	937.70	\$225	\$ 210,982.50
Quackenbush, Kyle (PL)	237.50	\$225	\$ 53,437.50
Schmidt, Jesse (PL)	281.90	\$225	\$ 63,427.50
Song, Jenny (PL)	6.30	\$225	\$ 1,417.50
Walker, Christina (PL)	301.70	\$225	\$ 67,882.50
Walker, Christina (PL)	2.00	\$125	\$ 250.00
LAW CLERKS			
Chang, Joyce (LC)	31.30	\$150	\$ 4,695.00
Coleman, Elizabeth (LC)	22.70	\$150	\$ 3,405.00
Davis, Julian (LC)	52.00	\$150	\$ 7,800.00

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
Goodwin, Nicole (LC)	66.50	\$150	\$ 9,975.00
Larrabee, Alex (LC)	3.30	\$150	\$ 495.00
Peixoto, Gabriel (LC)	55.50	\$150	\$ 8,325.00
Schnarr, Brian M. (LC)	23.00	\$150	\$ 3,450.00
TOTAL:	17608.10		\$6,397,085.50

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

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 3

COTCHETT, PITRE & McCARTHY, LLP

Expenses Incurred

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$2,186.97
Computer Research (Lexis, Westlaw, PACER, etc.)	\$13,616.43
Document Production	\$3,345.87
Experts / Consultants	\$111,480.00
Messenger Delivery	\$714.16
Photocopies – In House	\$66,854.60
Photocopies – Outside	\$268.06
Postage	\$3,626.56
Service of Process	\$341.00
Overnight Delivery (Federal Express, etc.)	\$7,538.81
Telephone / Facsimile	\$4,270.10
Transcripts (Hearings, Depositions, etc.)	\$512.81
Travel (Airfare and Ground Travel)	\$22,186.00
Travel (Meals and Lodging)	\$14,790.15
TOTAL:	\$251,731.52

Transpacific A/T Lit Fund Cash Flow - All Dates

5/7/2008 through 3/16/2015

3/16/2015

Page 1

Category	5/7/2008- 3/16/2015
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 & Penny LLP	20,000.00
Person Simon Soter Et Al	30,000.00
Pomerantz Grossman Hufford Et Al	30,000.00
Pomerantz Haudek Block Et Al	12,500.00
Pomerantz Haudek Grossman & Gross	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 3/16/2015

3/16/2015

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Category	5/7/2008- 3/16/2015
TOTAL Assessments	2,252,790.00
TOTAL Contributions	2,252,790.00
TOTAL INFLOWS	2,252,790.00

OUTFLOWS

Class Notice	
Epiq Systems	8,154.78
TOTAL Class Notice	8,154.78
Expense	
A&A Legal Service	2,770.30
Airline Information Research Inc	6,239.35
Airline Tariff Publishing Company	1,250.00
All Shredding Corp	137.18
Antonio Piazza	11,000.00
Authense Law Offices	7,712.78
California Translation International	62,357.33
Capitol Process Services, Inc	420.00
Demovsky Lawyer Service	427.95
Dianne Skillman - Court Reporter	223.34
Digital One Legal Solutions	922.01
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	263,806.61
Global Interpreting Network	2,475.00
IDiscovery Solutions, Inc.	41,984.00
JAMS Inc	51,351.00
Joanne M. Farrell	11.00
Legalink, Inc - LA	194,377.17
Lydia R. Zinn	113.75
Marie Foley RMR CRR	106.11
Merrill Brink Intl Corp	58,731.75
Michael E. Levine	50,029.95
Minami Tamaki	7,097.49
Nathan Associates Inc	300,000.00
OSKR	272,827.95
Perfect Imaging & Document Management	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.	3,733.00
US Embassy, Tokyo Japan	1,592.00
Veritex NY Reporting	11,752.84
Wiley Rein LLP	50,126.19
WongPartnership LLP	42,439.26
WongPartnership-CPM Advanced	3,919.65
TOTAL Expense	1,867,341.10

Transpacific A/T Lit Fund Cash Flow - All Dates

5/7/2008 through 3/16/2015

3/16/2015

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Category	5/7/2008- 3/16/2015
Misc	
Hard Drive	93.98
Harland Clarke Checks	165.26
Wire Transcation Fee	45.00
TOTAL Misc	304.24
Service Charge	0.00
Taxes	
Good And Fowler LLP	1,860.00
TOTAL Taxes	1,860.00
TOTAL OUTFLOWS	1,877,660.12
OVERALL TOTAL	375,129.88

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

ALL FIRMS HOURS, LODESTAR AND EXPENSES

	FIRM	HOURS	LODESTAR	EXPENSES
1.	Andrus Anderson, LLP	1,927.7	\$832,275.00	\$7,142.61
2.	Baker, Keener & Nahra, LLP	6.0	\$1,800.00	\$98.70
3.	Berman DeValerio	12.15	\$5,482.25	\$266.34
4.	Cohen Milstein Sellers & Toll, PLLC	1,672.5	\$634,900.00	\$31,668.61
5.	Cotchett, Pitre & McCarthy, LLP	17,608.1	\$6,397,085.50	\$251,731.52
6.	Cuneo Gilbert & LaDuca, LLP	117.5	\$61,362.50	\$176.08
7.	Emerson Poynter, LLP	595.2	\$190,478.00	\$251.63
8.	Engstrom, Lipscomb & Lack	427.4	\$255,477.50	\$46,515.78
9.	Freed Kanner London & Millen, LLC	2,877.1	\$1,040,727.00	\$18,556.58
10.	Girard Gibbs, LLP	3,685.2	\$1,318,861.25	\$112,517.96
11.	Girardi Keese	52.0	\$38,450.00	\$4,408.68
12.	Glancy Binkow & Goldberg, LLP	217.35	\$111,736.25	\$707.82
13.	Grant & Eisenhofer, P.A.	6,887.60	\$2,720,140.50	\$20,991.72
14.	Gross, Belsky Alonso, LLP	4,265.7	\$1,325,590.00	\$1,236.44
15.	Gustafson Gluek, PLLC	4,569.25	\$1,583,180.00	\$4,374.84
16.	Hausfeld, LLP	8,104.75	\$4,667,443.00	\$68,127.17
17.	Heins, Mills & Olson, PLC	1,441.0	\$489,096.25	\$19,528.27
18.	Kabateck Brown Kellner, LLP	269.1	\$43,945.00	\$434.90
19.	Kaplan Fox & Kilsheimer, LLP	1472.75	\$645,259.50	\$18,703.31
20.	Labaton Sucharow, LLP	43.3	\$21,357.00	\$213.35
21.	Law Offices of Brian Barry	4,124.96	\$1,382,863.50	\$365.31
22.	Law Offices of Sherman Kassof	72.3	\$32,835.00	\$0.00
23.	Lite DePalma Greenberg, LLC	492.3	\$151,100.00	\$0.00
24.	Lockridge Grindal Nauen, PLLP	2,814.75	\$874,493.75	\$1,156.48
25.	Meredith Cohen Greenfogel & Skirnik, P.C.	27.5	\$17,895.00	\$0.00
26.	Milberg, LLP	502.5	\$213,828.75	\$16,000.72
27.	Minami Tamaki, LLP	2,050.8	\$804,293.00	\$23,511.03
28.	Moscone Emblidge & Otis, LLP	28.3	\$13,270.00	\$521.92
29.	Nast Law LLC	149.3	\$45,638.00	\$22.84
30.	Pearson, Simon & Warshaw, LLP	1,137.0	\$467,565.00	\$81,395.90
31.	Pomerantz LLP	3,327.35	\$1,073,263.50	\$75,412.95

	FIRM	HOURS	LODESTAR	EXPENSES
32.	Pritzker Levine LLP	1,055.85	\$521,981.25	\$38,065.54
33.	Reinhardt Wendorf & Blanchfield	4,670.30	\$1,565,137.25	\$1,919.92
34.	Robins Kaplan, LLP	5,508.8	\$1,814,095.00	\$240.43
35.	Saveri & Saveri, Inc.	3,546.25	\$1,529,606.25	\$28,695.77
36.	Spector Roesman Kodroff & Willis, P.C.	4,432.50	\$1,810,747.00	\$17,247.90
37.	Steyer Lowenthal Boodrookas Alvarez & Smith, LLP	3,129.00	\$1,549,002.50	\$26,700.94
38.	The Kralowec Law Group	29.0	\$11,278.00	\$16.25
39.	Trump Alioto Trump & Prescott, LLP	1,141.25	\$454,912.50	\$698.50
40.	Zelle Hofmann Voelbel & Mason, LLP	3,872.7	\$1,966,636.50	\$10,414.90
TOTAL:		98,364.36	\$38,685,058.25	\$930,039.61

Jennie Lee Anderson (SBN 203586)
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Counsel for Class Plaintiffs

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

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

This Document Relates to:

ALL ACTIONS

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 declaration in
3 support of Plaintiffs' application for an award of attorneys' fees in connection with the services
4 rendered in this litigation. I make this Declaration based on my own personal knowledge, and if
5 called as a witness, I could and would competently testify to the matters stated herein.

6 2. My firm has served as counsel to the Plaintiffs throughout the course of this litigation.
7 The background and experience of Andrus Anderson LLP and its attorneys are summarized in the
8 *curriculum vitae* attached hereto as Exhibit 1.

9 3. Andrus Anderson LLP has prosecuted this litigation solely on a contingent-fee basis,
10 and has been at risk that it would not receive any compensation for prosecuting claims against the
11 Defendants. While Andrus Anderson LLP devoted its time and resources to this matter, it has
12 foregone other legal work for which it would have been compensated.

13 4. During the pendency of the litigation, Andrus Anderson LLP performed the following
14 work:

15 **INVESTIGATION AND RESEARCH**

16 Investigated factual allegations and potential claims and defenses in the case. Drafted
17 memoranda analyzing the evidence as it applied to liability issues in the case. Researched
18 multiple legal issues, including but not limited to, scope of discovery, privilege logs and waiver,
19 and taking of depositions abroad.

20 **PLEADINGS AND MOTIONS**

21 Drafted discovery motion regarding international discovery and discovery from former
22 employees. Drafted judicial requests for discovery abroad and letters rogatory.

23 **DISCOVERY**

24 Handled negotiations with Singapore Airlines Limited ("SIA") relating to discovery issues
25 and disputes throughout the course of the litigation. Met and conferred extensively with counsel
26 for SIA regarding discovery issues, including, but not limited to, the scope of discovery,
27 sufficiency of SIA's responses, search terms to be applied to electronically stored information, the
28 form of production, the identification and scope of custodians, production of transactional data,

1 SIA's privilege log, and discovery of documents and information maintained in Asia, among
 2 others. Researched multiple legal issues relating to discovery. Drafted meet and confer letters
 3 throughout the course of the litigation and related discovery motion. Drafted discovery requests.

4 Took and/or prepared for depositions of at least six SIA executives, along with one other
 5 firm. Among other things, this assignment required me to travel to Japan to take the deposition of
 6 two SIA executives residing there, identify and negotiate deponents with SIA, select exhibits and
 7 prepare lines of inquiry for depositions, work extensively with local counsel in Singapore in
 8 connection with SIA executive depositions to be taken there pursuant to letters rogatory, and
 9 consult with counsel in Thailand regarding discovery pursuant to Thai law. Prepared deposition
 10 summaries and updates for co-counsel.

11 Reviewed documents, dedicating an English language attorney and a foreign language
 12 attorney for this purpose. The document review assignments included general document review,
 13 deposition preparation review, team meetings and strategizing, and preparing multiple memoranda
 14 regarding the same.

15 **EXPERT WORK**

16 Worked directly with expert economists regarding transactional data produced by SIA and
 17 in connection with discovery relating to defendants' motions for summary judgment.

18 **SETTLEMENTS**

19 Consulted with Co-Lead counsel regarding settlement negotiations in the case.

20
 21 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
 22 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
 23 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
 24 hours spent by Andrus Anderson LLP during this period of time was 1,927.7, with a
 25 corresponding lodestar of \$832,275.00. This summary was prepared from contemporaneous,
 26 daily time records regularly prepared and maintained by my firm. The lodestar amount reflected
 27 in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at
 28 my law firm for the benefit of the Class.

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 antitrust, consumer protection, employment, personal injury and mass tort 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. Some 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 plays 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.

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. *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 represents plaintiffs who purchased freight forwarding services from defendant freight forwarders. Plaintiffs allege that freight forwarders conspired to fix the price of associated surcharges in violation of federal antitrust laws. While the litigation is ongoing, more than \$100 million in settlements have already been approved.

e. *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

f. *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 an all-cash 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.

g. *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.

h. *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 co-lead 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.

i. *Fox v. Nissan North American Inc.*, Case No. GCG-09-490470, San Francisco Superior Court. Andrus Anderson is lead counsel in this lawsuit on behalf of California owners of 2001-2005 Nissan Pathfinders, Altimas and Sentras manufactured with defective power valve screws that are prone to loosen and detach, resulting in engine failure and/or loss of control of the vehicles. Following the Superior Court sustaining a demurrer, Andrus Anderson appealed and, in 2012, the California Court of Appeal reversed and remanded for further proceedings.

j. *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.

Employment

k. *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.

l. *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.

m. *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.

n. *Smith v. ServiceMaster Holding Corp., et al.*, Case No. 2:11-cv-02943-JPM-dkv, pending in the United States District Court for the Western District of Tennessee. Andrus Anderson represents termite control technicians and pest control technicians in a wage and hour suit against

Terminix. Plaintiffs claim that Terminix does not pay for all hours worked or for overtime in violation of the Fair Labor Standards Act.

o. *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, current and former ESL teachers alleged that Cal State did not pay them 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.

p. *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.

Mass Tort

q. *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 has been appointed to the Plaintiffs' Steering Committee in the case.

a. *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. Andrus Anderson partner Lori Andrus was a member of the MDL Plaintiffs’ Steering Committee. 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.

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 *Fox v. Nissan North America, Inc.*, each of which is summarized above.

Ms. Anderson has been recognized as a Northern California Super Lawyer for the last five 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, co-chair of the AAJ Antitrust Litigation Group, and chair of the AAJ Business Torts Section. She is a frequent author and lecturer on a variety of topics regarding class actions 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, *Bolton v. U.S. Nursing*, *Kyriakakos v. Veolia Water North*

America, Inc., and *Yaz, Yasmin and Ocella Contraceptive Cases Coordinated Proceeding (JCCP) No. 4608*, 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 class actions and complex litigation. In 2013, she was recognized as the Woman Consumer Advocate of the Year by the Consumer Attorneys of California.

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 Lieff, 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

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

EXHIBIT 2

ANDRUS ANDERSON LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Jennie Lee Anderson (P) (2015)	0.3	\$700	\$210.00
Jennie Lee Anderson (P) (2014)	287.5	\$700	\$201,250.00
Jubilee Menzies (CA) (2014)	11.0	\$435	\$4,785.00
Melanie Emmons (CA) (2014)	35.5	\$415	\$14,732.50
Melanie Emmons (CA) (2014—document review)	307.3	\$300	\$92,190.00
Jennie Lee Anderson (P) (2013)	253.8	\$700	\$177,660.00
Jennie Lee Anderson (P) (2013—document review)	2.3	\$300	\$690.00
Jessica Moy (A) (2013—foreign language document review)	23.5	\$375	\$8,812.50
Melanie Emmons (CA) (2013—document review)	867.8	\$300	\$260,340.00
Jennie Lee Anderson (P) (7/2012-12/2012)	24.9	\$675	\$16,807.50
Jennie Lee Anderson (P) (1/2012-6/2012)	36.4	\$575	\$20,930.00
Jennie Lee Anderson (P) (2011)	37.5	\$550	\$20,625.00
Jessica Moy (A) (2011)	2.7	\$340	\$918.00
Jennie Lee Anderson (P) (2010)	1.2	\$525	\$630.00
Jennie Lee Anderson (P) (2009)	5.9	\$500	\$2,950.00
Jessica Moy (A) (2009)	8.0	\$320	\$2,560.00

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
NON-ATTORNEYS			
Kelli Good (SPL) (2014)	11.7	\$285	\$3,334.50
Kelli Good (SPL) (2013)	4.1	\$285	\$1,168.50
Ryan Kadevari (LC) (2013)	3.5	\$275	\$962.50
Kelli Good (SPL) (2012)	1.4	\$260	\$364.00
Kelli Good (SPL) (2011)	1.3	\$255	\$331.50
Jaime Pacheco (SPL) (2009)	0.1	\$235	\$23.50
TOTAL:			\$832,275.00

(P) Partner
 (OC) Of Counsel
 (SA) Senior Associate
 (A) Associate
 (CA) Contract Attorney
 (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

ANDRUS ANDERSON LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$0.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$207.75
Document Production	\$0.00
Experts / Consultants	\$0.00
Messenger Delivery	\$116.50
Photocopies – In House	\$1,767.00
Photocopies – Outside	\$0.00
Postage	\$118.48
Service of Process	\$0.00
Overnight Delivery (Federal Express, etc.)	\$0.00
Telephone / Facsimile	\$552.42
Transcripts (Hearings, Depositions, etc.)	\$0.00
Travel (Airfare and Ground Travel)	\$3,067.10
Travel (Meals and Lodging)	\$1,313.36
TOTAL:	\$7,142.61

1 PHILLIP BAKER, #169571
2 BAKER, KEENER & NAHRA, LLP
3 633 W. 5th Street, Suite 5500
4 Los Angeles, CA. 90071
5 T: 213/241-0900
6 F: 213/241-0990
7 Email: pbaker@bknlawyers.com
8
9
10
11
12

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

17 **IN RE TRANSPACIFIC PASSENGER AIR**
18 **TRANSPORTATION ANTITRUST**
19 **LITIGATION**

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

DECLARATION OF PHILLIP A. BAKER
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

20 **This Document Relates to:**
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ALL ACTIONS

1 I, Phillip A. Baker, declare and state as follows:

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

6 2. My firm has served as counsel to Matthew Evans and Clyde Campbell, Jr. throughout
7 the course of this litigation. The background and experience of Baker, Keener and Nahra and its
8 attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit 1.

9 3. Baker, Keener and Nahra has prosecuted this litigation solely on a contingent-fee basis,
10 and has been at risk that it would not receive any compensation for prosecuting claims against the
11 Defendants. While Baker, Keener and Nahra devoted its time and resources to this matter, it has
12 foregone other legal work for which it would have been compensated.

13 4. During the pendency of the litigation, Baker, Keener and Nahra performed investigative
14 and preliminary work on this matter.

15 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
16 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
17 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
18 hours spent by Baker, Keener and Nahra during this period of time was six, with a corresponding
19 lodestar of \$300.00 an hour totaling \$1,800.00. This summary was prepared from
20 contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar
21 amount reflected in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by
22 professional staff at my law firm for the benefit of the Class.

23 6. The hourly rates for the attorneys and professional support staff in my firm included in
24 Exhibit 2 are the usual and customary hourly rates charged by Baker, Keener and Nahra during
25 that time frame.

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

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 2nd day of April, 2015 at Los Angeles, California.

PHILLIP A. BAKER, ESQ.

EXHIBIT 1

EXHIBIT 1

BAKER, KEENER & NAHRA, LLP

633 West 5th Street

Suite 5500

Los Angeles, CA 90071

Telephone: (213) 241-0900

Facsimile: (213) 241-0990

ROBERT C. BAKER, born Waukegan, Illinois, April 12, 1941; admitted to Bar 1971, California; United States District Court for the Central District of California; United States District Court for the Eastern District of California; United States District Court for the Northern District of California; United States District Court for the Southern District of California; United States Court of Appeal for the Ninth Circuit; Federal District of Colorado, and Federal District Court of Appeals Fourth Circuit – Richmond, Virginia. **Education:** University of Southern California (B.S. 1964); Loyola Law School at Los Angeles (J.D. 1971). Law Clerk to Justice Roy L. Herndon, California District Court of Appeal, 1970-1971. **Member:** Los Angeles County and American Bar Associations; State Bar of California; Association of Southern California Defense Counsel (President-1989); Member Board of Trustees, Loyola Marymount University; Chairperson Board of Overseers, Loyola Law School; American Board of Trial Advocates, Past-National President; Past-President, L.A. Chapter; Recipient Trial Lawyer of the Year, 1993; Fellow, International Academy of Trial Lawyers; Fellow, International Society of Barristers; Fellow, American College of Trial Lawyers; Lecturer: Continuing Education of The Bar, Consumer Attorneys Association of Los Angeles; American Bar Association, American Board of Trial Advocates, et al.

JOHN P. NAHRA, born Lynwood, California, April 8, 1955; admitted to Bar 1980, California; United States District Court, Central District of California; United States Court of Appeals, Ninth Circuit; United States Supreme Court. **Education:** University of California at San Diego (B.A. Magna Cum Laude, 1977); University of California at Davis (J.D. 1980). Legal Research Editor, Davis Law Review, 1979-1980. Author: "Feticide in California: A Proposed Statutory Scheme", 12 Davis Law Review 723, 1979. **Member:** Los Angeles County and American Bar Associations, (Member, Section on Litigation); State Bar of California; Association of Southern California Defense Counsel; American Board of Trial Advocates; Fellow, Litigation Counsel of America; Southern California Association for Healthcare Risk Management; Alternative Dispute Resolution Neutral Mediator, Los Angeles Superior Court; American Society for Healthcare Risk Management; Super Lawyers - Civil Litigation Defense and Corporate Counsel.

PHILLIP A. BAKER, born Montebello, California, September 27, 1968; admitted to Bar 1993, California; United States District Court, Central, Eastern, Northern and Southern Districts of California; United States District Court of Arizona; United States District Court of Colorado; United States Court of Appeals, Ninth Circuit. **Education:** Georgetown University (B.S. 1990); University of Southern California School of Law (J.D. 1993). Law Clerk to Dickran Tevrizian, United States District Judge Central District of California, 1993-1994. **Member:** State Bar of California; Association of Southern California Defense Counsel (President-2007); American Board of Trial Advocates. Associate Member; Vice President of Los Angeles Chapter of American Board of Trial Advocates – 2009; Commissioner, Department of Transportation – City of Los Angeles, CA 1998-2001.

MICHAEL H. BAILEY, born Seattle, Washington, October 30, 1956; admitted to Bar 1983, California; United States District Court, Central and Southern Districts of California; United States Court of Appeals, Ninth Circuit. **Education:** University of California at Los Angeles (B.A. 1978); University of Southern California (J.D. 1983). **Member:** State Bar of California; Association of Southern California Defense Counsel.

BRENDA K. BENSON, born Geneva, Illinois, November 9, 1956; admitted to Bar 1990, California; United States District Court, Central District of California. **Education:** Butterworth Hospital School of Nursing (R.N. 1977); University of Phoenix (B.S. 1986); Southwestern University School of Law (J.D., 1990). **Member:** Los Angeles County Bar Association; State Bar of California; San Fernando Valley Bar Association; Association of Southern California Defense Counsel; The American Association of Nurse Attorneys; American Society for Healthcare Risk Management; Southern California Association for Healthcare Risk Management.

MITCHELL F. MULBARGER, born Cincinnati, Ohio, June 15, 1967; admitted to Bar 1993, California. United States District Court, Central District of California. **Education:** Ohio State University (B.A. 1989); University of Southern California School of Law (J.D. 1993). **Member:** State Bar of California; Association of Southern California Defense Counsel.

LAURENCE C. OSBORN, born Loma Linda, California, May 31, 1960; admitted to Bar 1991, California; United States District Court, Central, Southern, and Eastern Districts of California and Southern District of Texas; United States Court of Appeals, Ninth Circuit. **Education:** University of Texas, Dallas (B.S. 1987), Pepperdine University School of Law (J.D. 1991). **Member:** State Bar of California; Association of Southern California Defense Counsel.

KENNETH F. SPENCER, born Summit, New Jersey, January 23, 1960; admitted to Bar 1989, California; United States District Court, Central District of California. **Education:** Rutgers University, Rutgers College, New Brunswick, N. J. (B.A., 1982); Rutgers University School of Law, Newark, N.J. (J.D. 1985). **Member:** State Bar of California; Los Angeles County Bar Association; Consumer Attorneys of California.

DERRICK S. LOWE, born Vallejo, California, August 20, 1982; admitted to Bar 2009, California; United States District Court, Central and Southern Districts of California. United States Court of Appeal, Ninth Circuit. **Education:** Westmont College (B.A. 2003); University of California Los Angeles (J.D. 2009). **Member:** State Bar of California.

ASHLEY L. ARNETT, born Van Nuys, California, April 20, 1987; admitted to Bar 2014, California; **Education:** University of California Santa Barbara, (B.A. 2009); Loyola Law School (J.D. 2014). **Member:** State Bar of California.

OF COUNSEL:

MELISSA S. OSLAC, born Fontana, California, September 19, 1962; admitted to Bar 1987, California; United States District Court, Central, Eastern, Northern and Southern Districts of California; United States District Court, Southern District of Texas; United States Court of Appeals, Ninth Circuit. **Education:** California State University, Northridge (B.A. 1984); Southwestern University School of Law (J.D. 1987). **Member:** State Bar of California

DANIEL PATRICK LEONARD, born Washington, D.C., November 4, 1954; admitted to Bar 1982, Massachusetts and 1998, California; United States District Court, District of Massachusetts and United States Court of Appeals, Second Circuit; United States Court of Appeals, First Circuit; United States Court of Appeals, Fifth Circuit; United States Court of Appeals, Fourth Circuit; United States Court of Appeals, Eighth Circuit; United States District Court, Eastern District of Wisconsin; United States Court of Appeals, Sixth Circuit; United States District Court, Central District of California; United States District Court, Eastern District of California. **Education:** Wharton School, University of Pennsylvania (B.S. Economics, 1977); Boston University (J.D. 1982). **Member:** State Bar of California; Massachusetts Bar Association; The Association of Trial Lawyers of America. Other Language: German. **PRACTICE AREAS:** Personal Injury; Aviation Law; Business Litigation; Class Action; Product Liability; Appellate Practice.

EXHIBIT 2

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

EXHIBIT 2

[BAKER, KEENER & NAHRA]

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Phillip A. Baker (P)	6.00	\$300/hr	\$1,800.00
NON-ATTORNEYS			
TOTAL:			\$1,800.00

(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

[BAKER, KEENER & NAHRA]

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$0
Computer Research (Lexis, Westlaw, PACER, etc.)	\$0
Document Production	\$0
Experts / Consultants	\$0
Messenger Delivery	\$53.50
Photocopies – In House	\$45.20
Photocopies – Outside	\$0
Postage	\$0
Service of Process	\$0
Overnight Delivery (Federal Express, etc.)	\$0
Telephone / Facsimile	\$0
Transcripts (Hearings, Depositions, etc.)	\$0
Travel (Airfare and Ground Travel)	\$0
Travel (Meals and Lodging)	\$0
TOTAL:	\$98.70

1 Joseph J. Tabacco, Jr. (Bar No. 75484)
2 BERMAN DEVALERIO
3 One California Street, Suite 900
4 San Francisco, CA 94111
5 (415) 433-3200
6 (415) 433-6382
7 jtabacco@bermandevalerio.com

8 *Counsel for Plaintiffs*

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

12
13 **IN RE TRANSPACIFIC PASSENGER AIR**
14 **TRANSPORTATION ANTITRUST**
15 **LITIGATION**

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

DECLARATION OF JOSEPH J.
TABACCO, JR. IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

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17 **This Document Relates to:**

18 **ALL ACTIONS**
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1 I, Joseph J. Tabacco, Jr., declare and state as follows:

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

6 2. My firm has served as counsel to Reiko Hirai throughout the course of this litigation.
7 The background and experience of Berman DeValerio and its attorneys are summarized in the
8 *curriculum vitae* attached hereto as Exhibit 1.

9 3. Berman DeValerio has prosecuted this litigation solely on a contingent-fee basis, and
10 has been at risk that it would not receive any compensation for prosecuting claims against the
11 Defendants. While Berman DeValerio devoted its time and resources to this matter, it has
12 foregone other legal work for which it would have been compensated.

13 4. During the pendency of the litigation, the work performed by Berman DeValerio was
14 primarily related to the initial investigation and research, including application of appropriate law
15 and forum selection for the case. We did not have an opportunity to participate in other aspects of
16 the litigation but monitored significant developments in the litigation so that we could inform our
17 plaintiff of such developments and would be sufficiently informed of the status of the case had we
18 been called upon by Lead Counsel to undertake specific litigation tasks. We did not include the
19 time spent in this monitoring function in this application for fees and expenses.

20 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
21 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
22 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
23 hours spent by Berman DeValerio during this period of time was 12.15, with a corresponding
24 lodestar of \$5,482.25. This summary was prepared from contemporaneous, daily time records
25 regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for
26 work assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for
27 the benefit of the Class.

EXHIBIT 1



BERMAN DEVALERIO

The Firm

Berman DeValerio is a national law firm with 32 attorneys located in offices in Boston, San Francisco and South Florida. Since its founding in 1982, the firm has devoted its practice to complex litigation, primarily representing plaintiffs seeking redress under U.S. federal and state securities and antitrust laws.

Over the past three decades, Berman DeValerio's attorneys have prosecuted hundreds of class actions, recovering billions of dollars on behalf of the firm's clients and the classes they represented. In addition to financial recoveries, the firm has achieved significant changes in corporate governance and business practices of defendant companies. It currently holds leadership positions in securities and antitrust cases around the country.

Berman DeValerio is rated AV Preeminent by Martindale-Hubbell. Benchmark Litigation ranked the firm as a Highly Recommended Plaintiff's Firm for Massachusetts in 2013, stating that Berman DeValerio "maintains an especially strong reputation for taking on high-profile matters against some of the world's largest companies" and that the firm's attorneys "are also known for utilizing unconventional approaches in their resolution process."¹ Berman DeValerio's lawyers are frequently singled out for favorable comments by our clients, presiding judges and opposing counsel. For examples, please see:

<http://www.bermandevalerio.com/about-the-firm/what-our-clients-say;>
and <http://www.bermandevalerio.com/about-the-firm/reviews-from-the-bench.>

RESULTS

SECURITIES SETTLEMENTS

Berman DeValerio has more than 30 years of experience in securities litigation and has represented public pension funds and other institutional investors in this area since 1998. The firm has successfully prosecuted some of the most significant shareholder class action lawsuits in history.²

Specifically, the firm has been appointed lead or co-lead counsel in more than 100 actions, recovering more than \$3.5 billion on behalf of defrauded investors, under the Private Securities Litigation Reform Act of 1995 ("PSLRA"). The firm has an extremely rigorous case evaluation process and highly experienced litigation attorneys. Its dismissal rate for cases brought under

¹ <http://www.benchmarklitigation.com/states/43-massachusetts/firms.>

² Cornerstone Research, *Securities Class Action Filings: 2011 Year in Review*, p. 18.



BERMAN DEVALERIO

the PSLRA is only 20% – less than half the latest available average for all securities class actions prosecuted under the PSLRA.³

Berman DeValerio serves as monitoring, evaluation and/or litigation counsel to approximately 100 institutional investors, including statewide public employee retirement systems in more than 20 states, 15 public funds with more than \$50 billion in assets, eight of the 10 largest public pension plans in the country, and 25 of the top 50.⁴ For many institutional investors, the Firm's services include electronically monitoring the client's portfolio for losses due to securities fraud in U.S. securities cases.

The firm provides portfolio monitoring, case evaluation and litigation services to its institutional clients, including the litigation of class and individual claims pursuant to U.S. federal and state securities laws, as well as derivative cases pursuant to state law. The firm also offers institutional investors legal services in other areas, including (a) representing institutional investors in general commercial litigation; (b) representing institutional investors in their capacity as defendants in constructive fraudulent transfer cases; (c) negotiating resolution of disputes with money managers and custodians; (d) pursuing shareholder rights, such as books and records demands and merger and acquisition cases; and (e) offering advice on legislative efforts, such as assistance in drafting legislation and preparation of client testimony before Congress.

Cases in which the firm has negotiated substantial recoveries include:

Carlson v. Xerox Corp., et al., 00cv1621 (D. Conn.). Representing the Louisiana State Employees' Retirement System as co-lead counsel, Berman DeValerio negotiated a \$750 million settlement to resolve claims of securities fraud against Xerox, certain top officers and its auditor KPMG LLP. When it received final court approval in January 2009, the recovery was the 10th largest securities class action settlement of all time.

In re Bristol-Myers Squibb Sec. Litig., 02cv2251 (S.D.N.Y.). Berman DeValerio represented the Fresno County Employees' Retirement Association and Louisiana State Employees' Retirement System as co-lead plaintiffs and negotiated a settlement of \$300 million in July 2004. At that time, the settlement was the largest by a drug company in a U.S. securities fraud case.

In re The Bear Stearns Cos. Inc. Sec., Derivative and ERISA Litig., Master File No. 08-MDL No. 1963 / 08 Civ. 2793 (S.D.N.Y). Berman DeValerio acted as co-lead counsel for court-appointed lead plaintiff the State of Michigan Retirement Systems in this case arising from investment

³ Cornerstone Research, *Securities Class Action Filings: 2010 Year in Review*, Jan. 20, 2011, p. 14.

⁴ Based on a January 13, 2015 query of the Standard & Poor's Money Market Directories, www.mmdwebaccess.com, whereby public pension funds were ranked according to defined benefit assets under management. Actual valuation dates vary.



BERMAN DEVALERIO

losses suffered in the Bear Stearns Companies' 2008 collapse. The firm negotiated \$294.9 million in settlements, comprised of \$275 million from Bear Stearns and \$19.9 million from auditor Deloitte & Touche LLP. The settlement received final approval November 9, 2012.

In re WorldCom, Inc. Sec. Litig., 02cv3288 (S.D.N.Y.). As counsel to court-appointed bondholder representatives, the County of Fresno, Calif. and the Fresno County Employees' Retirement Association, Berman DeValerio helped a team of lawyers representing the lead plaintiff, the New York State Common Retirement Fund, obtain settlements worth more than \$6.13 billion.

In re El Paso Sec. Litig., H-02-2717 (S.D. Tex.). Representing the Oklahoma Firefighters Pension and Retirement System as co-lead plaintiff, Berman DeValerio helped negotiate a settlement totaling \$285 million, including \$12 million from auditors PricewaterhouseCoopers. The court granted final approval of the settlement in March 2007.

In re Digital Lightwave Sec. Litig., 98-152cvT-24C (M.D. Fla.). As co-lead counsel, Berman DeValerio negotiated a settlement that included changing company management and strengthening the company's internal financial controls. The class received 1.8 million shares of freely tradable common stock that traded at just below \$4 per share when the court approved the settlement. At the time the shares were distributed to the members of the class, the stock traded at approximately \$100 per share, and class members received more than 200% of their losses after the payment of attorneys' fees and expenses. The total value of the settlement, at the time of distribution, was almost \$200 million.

In re Symbol Technologies, Inc. Sec. Litig., 2:02cv01383 (E.D.N.Y.). Berman DeValerio represented the Louisiana Municipal Police Employees' Retirement System as co-lead plaintiff, obtaining a \$139 million partial settlement in June 2004. Subsequently, Symbol's former auditor, Deloitte & Touche LLP, agreed to pay \$24 million. The court granted final approval in September 2006.

In re Lernout & Hauspie Sec. Litig., 00-11589 (D. Mass.), and *Quaak v. Dexia, S.A.*, 03-11566 (D. Mass.). As co-lead counsel, Berman DeValerio negotiated in December 2004 what was then the third-largest settlement ever paid by accounting firms in a securities class action – a \$115 million agreement with the U.S. and Belgian affiliates of KPMG International. The case stemmed from KPMG's work for Lernout & Hauspie Speech Products, a software company driven into bankruptcy by a massive fraud. In March 2005, the firm reached an additional settlement worth \$5.27 million with certain of Lernout & Hauspie's former top officers and directors. In the related Quaak case, the Firm negotiated a \$60 million settlement with Dexia Bank Belgium to settle claims stemming from the bank's alleged role in the fraudulent scheme at Lernout & Hauspie. The court granted final approval of the Dexia settlement in June 2007, bringing the total settlement value to more than \$180 million.



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In re Prison Realty Sec. Litig., 3:99cv0452 (M.D. Tenn.), (*In re Old CCA Sec. Litig.*, 3:99cv0458). The firm represented the former shareholders of Corrections Corporation of America, which merged with another company to form Prison Realty Trust, Inc. The action charged that the registration statement issued in connection with the merger contained untrue statements. Overcoming arguments that the class' claims of securities fraud were released in prior litigation involving the merger, the firm successfully defeated the motions to dismiss. It subsequently negotiated a global settlement of approximately \$120 million in cash and stock for this case and other related litigation.

Oracle Cases, Coordination Proceeding, Special Title (Rule 1550(b)) No. 4180 (Cal. Sup. Ct., SM Cty.). In this coordinated derivative action, Oracle Corporation shareholders alleged that the company's Chief Executive Officer, Lawrence J. Ellison, profited from illegal insider trading. Acting as co-lead counsel, the firm reached a settlement, pursuant to which Mr. Ellison would personally make charitable donations of \$100 million over five years in Oracle's name to an institution or charity approved by the company and pay \$22 million in attorneys' fees and expenses associated with the prosecution of the case. The innovative agreement, approved by a judge in December 2005, benefited Oracle through increased goodwill and brand recognition, while minimizing concerns that would have been raised by a payment from Mr. Ellison to the company, given his significant ownership stake. The lawsuit resulted in important changes to Oracle's internal trading policies that decrease the chances that an insider will be able to trade in possession of material, non-public information.

In re International Rectifier Sec. Litig., 07cv2544 (C.D. Cal.). As co-lead counsel representing the Massachusetts Laborers' Pension Fund, the firm negotiated a \$90 million settlement with International Rectifier Corporation and certain top officers and directors. The case alleged that the company engaged in numerous accounting improprieties to inflate its financial results. The court granted final approval of the settlement in February 2010.

In re State Street Bank & Trust Co. ERISA Litig., 07cv8488 (S.D.N.Y.). The firm acted as co-lead counsel in this consolidated class action case, which alleged that defendant State Street Bank and Trust Company and its affiliate, State Street Global Advisors, Inc., (collectively, "State Street") breached their fiduciary duties under the Employee Retirement Income Security Act of 1974 ("ERISA") by failing to prudently manage the assets of ERISA plans invested in State Street fixed income funds during 2007. After well over a year of litigation, during which Berman DeValerio and its co-counsel reviewed approximately 13 million pages of documents and took more than 30 depositions, the parties negotiated an all-cash \$89.75 million settlement, which received final approval in 2010.

In re Philip Services Corp. Sec. Litig., 98cv0835 (S.D.N.Y.). As co-lead counsel, Berman DeValerio negotiated settlements totaling \$79.75 million with the bankrupt company's former auditors, top officers, directors and underwriters. The case alleged that Philip Services and its top officers and directors made false and misleading statements regarding the company's publicly

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reported revenues, earnings, assets and liabilities. The district court initially dismissed the claims on grounds of *forum non conveniens*, but the firm successfully obtained a reversal by the Second U.S. Circuit Court of Appeals. The court granted final approval of the settlements in March 2007.

In re Reliant Sec. Litig., 02cv1810 (S.D. Tex.). As lead counsel representing the Louisiana Municipal Police Employees' Retirement System, the firm negotiated a \$75 million cash settlement from the company and Deloitte & Touche LLP. The settlement received final approval in January 2006.

In re KLA-Tencor Corp. Sec. Litig., 06cv04065 (N.D. Cal.). Representing co-lead plaintiff Louisiana Municipal Police Employees' Retirement System, Berman DeValerio negotiated a \$65 million agreement to settle claims that KLA-Tencor illegally backdated stock option grants, issued false and misleading statements regarding grants to key executives and inflated the company's financial results by understating expenses associated with the backdated options. The court granted final approval of the settlement in 2008.

Ehrenreich v. Witter, 95cv6637 (S.D. Fla.). The firm was co-lead counsel in this case involving Sensormatic Electronics Corp., which resulted in a settlement of \$53.5 million. When it was approved in 1998, the settlement was one of the largest class action settlements in the state of Florida.

In re Thomas & Betts Sec. Litig., 2:00cv2127 (W.D. Tenn.). The firm served as co-lead counsel in this class action, which settled for more than \$51 million in 2004. Plaintiffs had accused the company and other defendants of issuing false and misleading financial statements for 1996, 1997, 1998, 1999 and the first two quarters of 2000.

In re Enterasys Networks, Inc. Sec. Litig., C-02-071-M (D.N.H.). Berman DeValerio acted as sole lead counsel in a case against Enterasys Networks, Inc., in which the Los Angeles County Employees Retirement Association was lead plaintiff. The company settled in October 2003 for \$17 million in cash, stock valued at \$33 million and major corporate governance improvements that opened the computer networking company to greater public scrutiny. Changes included requiring the company to back a proposal to eliminate its staggered board of directors, allowing certain large shareholders to propose candidates to the board and expanding the company's annual proxy disclosures. The settlement received final court approval in December 2003.

Giarraputo v. UNUMProvident Corp., 2:99cv00301 (D. Me.). As a member of the executive committee representing plaintiffs, Berman DeValerio secured a \$45 million settlement in a lawsuit stemming from the 1999 merger that created UNUMProvident. Shareholders of both predecessor companies accused the insurer of misleading the public about its business condition before the merger. The settlement received final approval in June 2002.



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In re General Electric Co. Securities Litigation, 09 Civ. 1951 (S.D.N.Y.). The firm serves as Lead Counsel on behalf of the State Universities Retirement System of Illinois in a lawsuit against General Electric Company and certain of its officers. A settlement in the amount of \$40 million was reached with all the parties. The Court approved the Settlement on September 6, 2013. A proposed class member has taken an appeal, which is pending in the Second Circuit Court of Appeals. The Appellant's brief is due to be filed with the Court in March 2014.

In re UCAR International, Inc. Sec. Litig., 98cv0600 (D. Conn.). The firm represented the Florida State Board of Administration as the lead plaintiff in a securities claim arising from an accounting restatement. The case settled for \$40 million cash and the requirement that UCAR appoint an independent director to its board of directors. The settlement was approved in 2000.

In re American Home Mortgage Sec. Litig., 07-MD-1898 (E.D.N.Y.). As co-lead counsel representing the Oklahoma Police Pension & Retirement System, the firm negotiated a \$37.25 million settlement – including \$4.75 million from auditors Deloitte & Touche and \$8.5 million from underwriters – despite the difficulties American Home's bankruptcy posed to asset recovery. The plaintiffs contended that American Home had failed to write down the value of certain loans in its portfolio, which declined substantially in value as the credit markets unraveled. The settlement received final approval in 2010 and was distributed in 2011.

In re Par Pharmaceutical Sec. Litig., 06cv03226 (D.N.J.). As counsel for court-appointed plaintiff, the Louisiana Municipal Police Employees' Retirement System, Berman DeValerio obtained an \$8.1 million settlement from the company and its former CEO and CFO, which the court approved in January 2013. The case alleged that the company had misled investors about its accounting practices, including overstatement of revenues.

In re SmartForce PLC d/b/a SkillSoft Sec. Litig., 02cv544 (D.N.H.). Representing the Teachers' Retirement System of Louisiana as co-lead plaintiff, Berman DeValerio negotiated a \$30.5 million partial settlement with SkillSoft. Subsequently, the firm also negotiated an \$8 million cash settlement with Ernst & Young Chartered Accountants and Ernst & Young LLP, SkillSoft's auditors at the time. The settlements received final approval in September 2004 and November 2005, respectively.

In re Centennial Technologies Sec. Litig., 97cv10304 (D. Mass.). Berman DeValerio served as sole lead counsel in a class action involving a massive accounting scandal that shot down the company's high-flying stock. Berman DeValerio negotiated a settlement that permitted a turnaround of the company and provided a substantial recovery for class members. The firm negotiated changes in corporate practice, including strengthening internal financial controls and obtaining 37% of the company's stock for the class. The firm also recovered \$20 million from Coopers & Lybrand, Centennial's auditor at the time. In addition, the firm recovered \$2.1



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million from defendants Jay Alix & Associates and Lawrence J. Ramaekers for a total recovery of more than \$35 million for the class.

In re Avant, Sec. Litig., 96cv20132 (N.D. Cal.). Avant!, a software company, was charged with securities fraud in connection with its alleged theft of a competitor's software code, which Avant! incorporated into its flagship software product. Serving as lead counsel, the firm recovered \$35 million for the class. The recovery resulted in eligible class claimants receiving almost 50% of their losses after attorneys' fees and expenses.

In re Sykes Enterprises, Inc. Sec. Litig., 8:00cv212-T-26F (M.D. Fla.). The firm represented the Florida State Board of Administration as co-lead plaintiff. Sykes Enterprises was accused of using improper means to match the company's earnings with Wall Street's expectations. The firm negotiated a \$30 million settlement, which received final approval in March 2003.

In re Valence Sec. Litig., 95cv20459 (N.D. Cal.). Berman DeValerio served as co-lead counsel in this action against a Silicon Valley-based company for overstating its performance and the development of an allegedly revolutionary battery technology. After the Ninth Circuit reversed the District Court's decision to grant summary judgment in favor of defendants, the case settled for \$30 million in Valence common stock.

In re Sybase II, Sec. Litig., 98cv0252-CAL (N.D. Cal.). Sybase was charged with inflating its quarterly financial results by improperly recognizing revenue at its wholly owned subsidiary in Japan. Acting as co-lead counsel, the firm obtained a \$28.5 million settlement.

In re Force Protection Inc. Sec. Litig., 08-cv-845 (D.S.C.). As co-lead counsel representing the Laborers' Annuity and Benefit System of Chicago, the firm negotiated a \$24 million settlement in a securities class action against armored vehicle manufacturer Force Protection, Inc. The settlement addressed the claims of shareholders who accused the company and its top officers of making false and misleading statements regarding financial results, failing to maintain effective internal controls over financial reporting, and failing to comply with government contracting standards.

In re ICG Communications Inc. Sec. Litig., 00cv1864 (D. Colo.). As co-lead counsel representing the Strategic Marketing Analysis Fund, the firm negotiated an \$18 million settlement with ICG Communications Inc. The case alleged that ICG executives misled investors and misrepresented growth, revenues and network capabilities. The court granted final approval of the settlement in January 2007.

In re Critical Path, Inc. Sec. Litig., 01cv0551 (N.D. Cal.). The firm negotiated a \$17.5 million recovery to settle claims of accounting improprieties at a California software development company. Representing the Florida State Board of Administration, the firm was able to obtain



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this recovery despite difficulties arising from the fact that Critical Path teetered on the edge of bankruptcy. The settlement was approved in June 2002.

In re Sunrise Senior Living, Inc. Sec. Litig., 07cv00102 (D.D.C.). A federal judge granted final approval of a \$13.5 million settlement between Oklahoma Firefighters Pension and Retirement System, represented by Berman DeValerio, and Sunrise Senior Living Inc.

Hallet v. Li & Fung, Ltd., et al., 95cv08917 (S.D.N.Y.). Cyrk Inc. was charged with misrepresenting its financial results and failing to disclose that its largest customer was ending its relationship with the company. In 1998, Berman DeValerio successfully recovered more than \$13 million for defrauded investors.

In re Warnaco Group, Inc. Sec. Litig., 00cv6266 (S.D.N.Y.). Representing the Fresno County Employees' Retirement Association as co-lead plaintiff, the firm negotiated a \$12.85 million settlement with several current and former top officers of the company.

Gelfer v. Pegasystems, Inc., et al., 98cv12527 (D. Mass.). As co-lead counsel, Berman DeValerio negotiated a settlement valued at \$12.5 million, \$4.5 million in cash and \$7.5 million in shares of the company's stock or cash, at the company's option.

Sand Point Partners, L.P. v. Pediatrix Medical Group, Inc., 99cv6181 (S.D. Fla.). Berman DeValerio represented the Florida State Board of Administration, which was appointed co-lead plaintiff along with several other public pension funds. The complaint accused Pediatrix of Medicaid billing fraud, claiming that the company illegally increased revenue and profit margins by improperly coding treatment rendered. The case settled for \$12 million on the eve of trial in 2002.

In re Molten Metal Technology Inc. Sec. Litig., 1:97cv10325 (D. Mass.), and *Axler v. Scientific Ecology Group, Inc., et al.*, 1:98cv10161 (D. Mass.). As co-lead counsel, Berman DeValerio played a key role in settling the actions after Molten Metal and several affiliates filed a petition for bankruptcy reorganization in Massachusetts. The individual defendants and the insurance carriers in Molten Metal agreed to settle for \$11.91 million. After the bankruptcy, a trustee objected to the use of insurance proceeds for the settlement. The parties agreed to pay the trustee \$1.325 million of the Molten Metal settlement. The parties also agreed to settle claims against Scientific Ecology Group for \$1.25 million, giving Molten Metal's investors \$11.835 million.

In re CHS Electronics, Inc. Sec. Litig., 99-8186-CIV (S.D. Fla.). The firm helped obtain an \$11.5 million settlement for co-lead plaintiff Warburg, Dillon, Read, LLC (now UBS Warburg).

In re Summit Technology Sec. Litig., 96cv11589 (D. Mass.). Berman DeValerio, as co-lead counsel, negotiated a \$10 million settlement for the benefit of the class.



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In re Exide Corp. Sec. Litig., 98cv60061 (E.D. Mich.). Exide was charged with having altered its inventory accounting system to artificially inflate profits by reselling used, outdated or unsuitable batteries as new ones. As co-lead counsel for the class, Berman DeValerio recovered more than \$10 million in cash for class members.

In re Fidelity/Micron Sec. Litig., 95cv12676 (D. Mass.). The firm recovered \$10 million in cash for Micron investors after a Fidelity Fund manager touted Micron while secretly selling the stock.

In re Interspeed, Inc. Sec. Litig., 00cv12090-EFH (D. Mass.). Berman DeValerio served as co-lead counsel and negotiated a \$7.5 million settlement on behalf of the class. The settlement was reached in an early stage of the proceedings, largely as a result of the financial condition of Interspeed and the need to salvage a recovery from its available assets and insurance.

In re Abercrombie & Fitch Co. Sec. Litig., M21-83 (S.D.N.Y.). As a member of the executive committee in this case, the firm recovered more than \$6 million on behalf of investors. The case alleged that the clothing company misled investors with respect to declining sales, which affected the company's financial condition. The court granted final approval of the settlement in January 2007.

ANTITRUST SETTLEMENTS

Over the past two decades, Berman DeValerio has held leadership roles in scores of complex antitrust cases, negotiating substantial settlements for its clients. These include:

In re Reformulated Gasoline (RFG) Antitrust and Patent Litigation, MDL 05-1671 (C.D. Cal.). Berman DeValerio, as one of four co-lead counsels in the case, negotiated a \$48 million settlement with Union Oil Company and Unocal. The agreement settled claims that the defendants manipulated the California gas market for summertime reformulated gasoline and increased prices for consumers. The settlement is noteworthy because it delivers to consumers a combination of clean air benefits and the prospect of funding for alternative fuel research. The settlement received final court approval in November 2008.

Sullivan et. al. v. DB Investments, Inc. et. al., Case No. 04-02819 (D.N.J.). Berman DeValerio represents a class of diamond resellers, such as diamond jewelry stores, in this case alleging that the De Beers group of companies unlawfully monopolized the worldwide supply of diamonds in a scheme to overcharge resellers and consumers. In May 2008, a federal judge approved the settlement, which included a cash payment to class members of \$295 million, an agreement by De Beers to submit to the jurisdiction of the United States court to enforce the terms of the settlement, and a comprehensive injunction limiting De Beers' ability to restrict the worldwide supply of diamonds in the future. This case is significant not only because of the



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large cash recovery but also because previous efforts to obtain jurisdiction over De Beers in both private and government actions had failed. On Aug. 27, 2010, the Third U.S. Circuit Court of Appeals agreed to hear arguments over whether to uphold the district court's certification of the settlement class. By agreeing to schedule an en banc appeal before the full Court, the Third Circuit vacated a July 13, 2010 ruling by a three-judge panel of the appeals court that, in a 2-to-1 decision, had ordered a remand of the case back to the district court, which may have required substantial adjustments to the original settlement. On February 23, 2011, the Third Circuit, sitting en banc, again heard oral argument from the parties. On December 20, 2011, the en banc Third Circuit handed down its decision affirming the district court in all respects. The settlement is now final, and checks have been distributed to class members.

In re Sorbates Direct Purchaser Antitrust Litig., C 98-4886 CAL (N.D. Cal.). The firm served as lead counsel alleging that six manufacturers of Sorbates, a food preservative, violated antitrust laws through participation in a worldwide conspiracy to fix prices and allocations to customers in the United States. The firm negotiated a partial settlement of \$82 million with four of the defendants in 2000. Following intensive pretrial litigation, the firm achieved a further \$14.5 million settlement with the two remaining defendants, Japanese manufacturers, in 2002. The total settlement achieved for the class was \$96.5 million.

In re Disposable Contact Lens Antitrust Litig., MDL 1030 (M.D. Fla.). Attorneys in the Florida office acted as co-lead counsel and chief trial counsel. Representing both a national class and the State of Florida, the firm helped secure settlements from defendants Bausch & Lomb and the American Optometric Association before trial and from Johnson & Johnson after five weeks of trial. The settlements were valued at more than \$92 million and also included significant injunctive relief to make disposable contact lenses available at more discount outlets and more competitive prices.

In re Cardizem CD Antitrust Litig., 99-01278 (E.D. Mich.). In another case involving generic drug competition, Berman DeValerio, as co-lead counsel, helped secure an \$80 million settlement from French-German drug maker Aventis Pharmaceuticals and the Andrx Corporation of Florida. The payment to consumers, state agencies and insurance companies settled claims that the companies conspired to prevent the marketing of a less expensive generic version of the blood pressure medication Cardizem CD. The state attorneys general of New York and Michigan joined the case in support of the class.

In re Toys "R" Us Antitrust Litig., MDL 1211 (E.D.N.Y.). The California office negotiated a \$62 million settlement to answer claims that the retailer violated laws by colluding to cut off or limit supplies of popular toys to stores that sold the products at lower prices. The case developed the antitrust laws with respect to a "hub and spoke" conspiracy, where a downstream power seller coerces upstream manufacturers to the detriment of consumers. One component of the settlement required Toys "R" Us to donate \$40 million worth of toys to needy children throughout the United States over a three-year period.



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In re New Motor Vehicles Canadian Export Antitrust Litigation, 03-md-1532 (D. Me). Berman DeValerio is lead counsel in one of the largest federal multidistrict antitrust class actions in history, representing a class of over 70 million new car consumers in a lawsuit that accused major automakers of a conspiracy to keep out cheaper Canadian exports, thereby reducing competition and hurting U.S. consumers. The case against the car manufacturers (Chrysler, Ford, GM, Honda, Nissan and Toyota) alleged that the auto companies unlawfully conspired to stop the export of cheaper Canadian new vehicles to the United States for sale or resale. By keeping out this cheaper supply of vehicles, the lawsuit alleged, the illegal scheme artificially inflated the prices paid by U.S. car buyers. Filed in 2003, the cases proceeded in federal court and several state courts. Plaintiffs reached settlements with Toyota Motor Sales, U.S.A., Inc. and the Canadian Automobile Dealers' Association totaling \$35.7 million. The settlement classes include people or businesses that purchased or leased a new vehicle, manufactured by a number of automakers, from a U.S. dealer during January 2001 through December 2006. Those who purchased vehicles in certain states between January 1, 2001, and April 30, 2003 were eligible for payment from the settlement proceeds. As part of the proposed settlement, Toyota and CADA have also agreed to refrain from engaging in anticompetitive conduct with other automakers and trade associations concerning new vehicle exports from Canada. The settlements were finalized and payments have been sent to authorized claimants. Claims against the other automaker defendants were dismissed in federal court. Related lawsuits against several of the automakers continued in state courts in California, Florida, New Mexico, Tennessee and Wisconsin. In September 2011, plaintiffs in California, Florida, New Mexico and Wisconsin reached a settlement with General Motors of Canada, Ltd. ("GMCL") worth \$20.15 million. The settlement, in general, covers those who bought cars in those states from January 1, 2001 to April 30, 2003. The settlement with GMCL was finalized and payments have been sent to authorized claimants. The state cases continue against other defendants. Most notably, plaintiffs in California have appealed the trial court's order granting summary judgment in favor of Ford. That appeal has not yet been resolved.

In re NASDAQ Market-Makers Antitrust Litig., 94cv3996 (S.D.N.Y). The firm played a significant role in one of the largest antitrust settlements on record in a case that involved alleged price-fixing by more than 30 NASDAQ Market-Makers on about 6,000 NASDAQ-listed stocks over a four-year period. The settlement was valued at nearly \$1 billion.

In re Buspirone Antitrust Litig., MDL 1413 (S.D.N.Y). Berman DeValerio attorneys played a key role in obtaining a \$535 million agreement from Bristol-Myers Squibb Co. to partially settle claims that the drug company illegally blocked generic competition for its anxiety medication, BuSpar.

In re DRAM Antitrust Litig., M:02cv01486 (N.D. Cal). As liaison counsel, the firm actively participated in this Multi-District Litigation, which ultimately resulted in significant settlements with some of the world's leading manufacturers of Dynamic Random Access Memory ("DRAM") chips. The defendant chip-makers allegedly conspired to fix prices of the DRAM memory chips



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sold in the United States during the class period. The negotiated settlements totaled nearly \$326 million.

In re Foreign Currency Conversion Fee Antitrust Litig., MDL 1409 (S.D.N.Y.). Berman DeValerio, as head of discovery against defendant Citigroup Inc., played a key role in reaching a \$336 million settlement. The agreement settled claims that the defendants, which include the VISA, MasterCard and Diners Club networks and other leading bank members of the VISA and MasterCard networks, violated federal and state antitrust laws in connection with fees charged to U.S. cardholders for transactions effected in foreign currencies.

In re Abbott Laboratories Norvir Antitrust Litig., 04-1511, 04-4203, (N.D. Cal.). Berman DeValerio acted as co-lead counsel in a case on behalf of indirect purchasers alleging that the defendant pharmaceutical company engaged in an illegal leveraged monopoly in the sale of its AIDS boosting drug known as Norvir (or Ritanovir). Plaintiffs were successful through summary judgment, including the invalidation of two key patents based on prior art, but were reversed on appeal in the Ninth Circuit as to the leveraged monopoly theory. The case settled for \$10 million, which was distributed net of fees and costs on a *cy pres* basis to 10 different AIDS research and charity organizations throughout the United States.

Automotive Refinishing Paint Antitrust, J.C.C.P. No. 4199 (Sup. Cal.). In this class action, indirect purchaser-plaintiffs brought suit in California State Court against five manufacturers of automotive refinishing coatings and chemicals alleging that they violated California law by unlawfully conspiring to fix paint prices. Settlements were reached with all defendants totaling \$9.4 million, 55% of which was allocated among an End-User Class consisting of consumers and distributed on a *cy pres*, or charitable, basis to thirty-nine court-approved organizations throughout California, and the remaining 45% of which was distributed directly to a Refinishing Class consisting principally of auto-body shops located throughout California.



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LEADERSHIP ROLES

The firm currently acts as lead or co-lead counsel in high-profile securities and antitrust class actions and also represents investors in individual actions, ERISA cases and derivative cases.

SECURITIES CLASS ACTIONS

The following is a representative list of active securities class action cases in which the firm serves as lead or co-lead counsel or as executive committee member.

- *In re BP, PLC Sec. Litig.*, 10-md-2185 (S.D. Tex.) – Co-lead Counsel.
- *In re IndyMac Mortgage-Backed Litig.*, 09-cv-4583 (S.D.N.Y.) – Lead Counsel. (Lead plaintiffs have reached proposed settlements totaling \$346 million, including a \$340 million preliminarily approved settlement with investment banks that underwrote IndyMac MBS offerings. A final approval hearing is scheduled for February 3, 2015.)
- *In re Fannie Mae 2008 Sec. Litig.*, 08-cv-7831 (S.D.N.Y.) – Co-lead Counsel. (Lead plaintiffs have reached a \$170 million preliminarily approved settlement with Fannie Mae. The settlement requires final approval by the Court.)
- *City of Brockton Retirement System v. Avon Products, Inc., et al.*, 11 Civ. 4665 (PGG) (S.D.N.Y.) – Lead Plaintiff's Executive Committee.
- *In re Zynga Inc. Securities Litigation*, No. 12-cv-04007 (N.D. Cal.) – Co-lead Counsel.
- *In re Abiomed, Inc. Securities Litigation*, 2-Civ.-12137 (D. Mass.) – Lead Counsel.
- *In re Digital Domain Media Group, Inc. Securities Litigation*, 12-14333-CIV (S.D. Fla.) – Co-lead Counsel.

INDIVIDUAL SECURITIES AND CONSUMER CASES

The following are individual securities cases in which the firm acts as plaintiffs' counsel for major institutional investors.

- *California Public Employees' Retirement System v. Moody's Corp.*, CGC-09-490241 (Cal. Super. Ct., SF Cty.) – Plaintiff's Counsel.
- *Trabakoolas v. Watts Water Technologies, Inc.*, Case No. 4:12-cv-01172-YGR (N.D. Cal.) – Liaison Counsel and member of Plaintiffs' Steering Committee.



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ANTITRUST CLASS ACTIONS

The following is a list of active antitrust/unfair competition class action cases in which the firm serves as lead or co-lead counsel or as an executive committee member.

- *In re Lithium Ion Batteries Antitrust Litigation*, No. 13-md-2420-YGR (N.D. Cal.) – Co-Lead Counsel.
- *In re Optical Disk Drive Antitrust Litigation*, 3:10-MD-02143-RS (N.D. Cal.) – Co-lead Counsel.
- *Carlin v. DairyAmerica, Inc.*, 09-CV-00430 (E.D. Cal.) – Member of the Interim Executive Committee and Liaison Counsel.
- *In re Online DVD Rental Antitrust Litig.*, 09-MD-2029 (N.D. Cal.) – Co-lead Counsel.
- *Wallach v. Eaton Corporation, et al*, 10-cv-00260 (U.S.D.C., Del.) – Co-lead Counsel.

TRIAL EXPERIENCE

The firm has significant experience taking class actions to trial. Over the years, Berman DeValerio's attorneys have tried cases against pharmaceutical companies in courtrooms in New York and Boston, a railroad conglomerate in Delaware, one of the nation's largest trustee banks in Philadelphia, a major food retailer in St. Louis and the top officers of a failed New England bank.

The firm has been involved in more trials than most of the firms in the plaintiffs' class action bar. Our partners' trial experience includes:

- *In re MetLife Demutualization Litig.*, 00-Civ-2258 (E.D.N.Y.). This case settled for \$50 million after the jury was empanelled.
- *White v. Heartland High-Yield Municipal Bond Fund*, 00-C-1388 (E.D. Wis.). Firm attorneys conducted three weeks of a jury trial against final defendant, PwC, before a settlement was reached for \$8.25 million. The total settlement amount was \$23.25 million.
- *In re Disposable Contact Lens Antitrust Litig.*, MDL 1030 (M.D. Fla.). Settled for \$60 million with defendant Johnson & Johnson after five weeks of trial.



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- *Gutman v. Howard Savings Bank*, 2:90cv02397 (D.N.J.). Jury verdict for plaintiffs after three weeks of trial in individual action. The firm also obtained a landmark opinion allowing investors to pursue common law fraud claims arising out of their decision to retain securities as opposed to purchasing new shares. *See Gutman v. Howard Savings Bank*, 748 F. Supp. 254 (D.N.J. 1990).
- *Hurley v. Federal Deposit Insurance Corp.*, 88cv940 (D. Mass.). Bench verdict for plaintiffs.
- *Levine v. Fenster*, 2cv895131 (D.N.J.). Plaintiffs' verdict of \$3 million following four-week trial.
- *In re Equitec Sec. Litig.*, 90cv2064 (N.D. Cal.). Parties reached a \$35 million settlement at the close of evidence following five-month trial.
- *In re ICN/Viratek Sec. Litig.*, 87cv4296 (S.D.N.Y.). Hung jury with 8-1 vote in favor of plaintiffs; the case eventually settled for over \$14.5 million.
- *In re Biogen Sec. Litig.*, 94cv12177 (D. Mass.). Verdict for defendants.
- *Upp v. Mellon*, 91-5219 (E.D. Pa.). In this bench trial, tried through verdict in 1992, the court found for a class of trust beneficiaries in a suit against the trustee bank and ordered disgorgement of fees. The Third Circuit later reversed based on lack of jurisdiction.



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OUR ATTORNEYS

Partners

DANIEL E. BARENBAUM

A partner in the firm's San Francisco office, Daniel Barenbaum focuses his practice on securities litigation. His current cases include a landmark lawsuit brought by the California Public Employees' Retirement System against the major credit rating agencies in connection with the marketing of one of the largest, most complex structured-finance securities ever devised, and a case against Fannie Mae and certain executives relating to misrepresentations regarding the amount of subprime and Alt-A on the company's books and the lack of adequate risk controls used and disclosed to manage those types of loans.

Mr. Barenbaum was formerly a partner at a San Francisco law firm where he represented clients in securities and antitrust litigation, as well as in mass tort and employment class actions and in multidistrict litigation. With a business degree in finance in addition to his law degree, Mr. Barenbaum has also worked for a financial-services company, where he assisted clients with investment planning and risk mitigation.

Mr. Barenbaum earned his J.D. and M.B.A. degrees from Emory University in 2000, where he received the business school award for *Most Outstanding Academic Accomplishment*. He obtained his B.A. in English from Tufts University in 1994. Mr. Barenbaum was Notes and Comments Editor for 1999-2000 for the Emory Bankruptcy Developments Journal. He is the author of "Delineating Covered Class Actions Under SLUSA," *Securities Litigation Report* (December-January 2005), and Contributing Author to *California Class Actions Practice and Procedures* (Elizabeth J. Cabraser, Editor-in-Chief, 2003). Having successfully obtained his Series 7 and 66 licenses, he was previously registered with the Securities and Exchange Commission as both a broker-dealer representative and an investment advisor.

Mr. Barenbaum is admitted to practice law in the State of California.



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NORMAN BERMAN

In 1982, Norman Berman co-founded Berman DeValerio & Pease LLP, a predecessor to Berman DeValerio. He focuses his practice principally on complex securities and antitrust litigation.

During the course of his career, Mr. Berman has litigated numerous cases to successful resolution, recovering many millions of dollars on behalf of defrauded investors. He was among the lead attorneys in the *Philip Services, Corp.*, *Force Protection, Inc.* and *ICG Communications, Inc.* class actions. In the case against Philip Services, Mr. Berman assisted in recovering a \$79.75 million settlement. To date, that settlement includes the largest recovery ever obtained from a Canadian auditor. In the class action against Force Protection, he assisted in securing a \$24 million settlement. In ICG Communications, he helped to successfully secure an \$18 million settlement. Co-lead plaintiffs in the case alleged that ICG executives misled investors and misrepresented ICG's growth, revenues and network capabilities throughout the class period.

Mr. Berman was also part of the team that achieved a \$750 million recovery in *Carlson v. Xerox Corp.*, in which the firm represented the Louisiana State Employees' Retirement System as co-lead counsel. Mr. Berman coordinated and conducted discovery, including a massive document review, in that international fraud class action. At the time, the recovery was the 10th largest securities class action settlement in history.

Mr. Berman has acted as trial counsel in a number of successful cases, including *Hurley et al v. Federal Deposit Insurance Corp.*, where the court entered an \$18 million judgment against the failed First Service Bank for Savings, and *ICN Securities Litigation*, which settled after trial for more than \$14.5 million in 1996. The trial team's work in *ICN* prompted positive judicial comment. Mr. Berman also acted as a senior member of the trial team in the case of *In re Biogen Securities Litigation*, and as a member of the trial team in *In re Zila Inc. Securities Litigation*, which settled during trial preparation, *Poughkeepsie Savings Bank v. Morash et al.*, and other matters.

Prior to co-founding Berman DeValerio & Pease, LLP in 1982, Mr. Berman was associated with the Boston-based general practice firms Barron & Stadfeld, P.C. and Harold Brown & Associates.

Mr. Berman graduated from Boston University in 1970 and from Suffolk University Law School in 1974. While in law school, he was a member of the Public Defenders Group and, following law school, was an intern with the Massachusetts Defenders Committee.

Mr. Berman is co-author of a chapter on expert testimony in a handbook on Massachusetts Evidence published by Massachusetts Continuing Legal Education. He is AV Preeminent rated by Martindale-Hubbell and is designated a Local Litigation Star by Benchmark Litigation in 2013.



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He is admitted to practice law in the Commonwealth of Massachusetts, the State of Connecticut and before the U.S. Supreme Court, as well as the District Courts of Arizona, Colorado, Connecticut, the Eastern District of Wisconsin and the Northern District of California.

GLEN DEVALERIO

Glen DeValerio was a co-founder in 1982 of Berman DeValerio & Pease, LLP, one of the law firms that formed Berman DeValerio in 2001. He is also the managing partner of the firm's Boston office and oversees some of the firm's most important cases. As one of the lead attorneys in *Carlson v. Xerox Corp.*, he helped negotiate a \$750 million settlement, which ranked as the 10th largest securities class action settlement of all time when it received court approval in January 2009.

Mr. DeValerio is a primary point of contact for many of the firm's public fund clients, including the Massachusetts Pension Reserves Investment Management Board, the Louisiana State Employees' Retirement System, the Ohio Attorney General's Office, the Oklahoma Firefighters Pension & Retirement System, and the Pennsylvania State Employees' Retirement System. He has extensive trial experience, serving as trial counsel in *In re Katy Indus. Sec. Litig.*, 85-CV-459 (D. Del.); *Hurley et al. v. Federal Deposit Insurance Corp.*, 88-cv-1940 (D. Mass.); *Poughkeepsie Savings Bank, F.S.B. v. Morash et al.*, 89-cv-1778 (S.D.N.Y.); *Advisors Bancorp., et al. v. Painwebber, Inc.*, 90-cv-11301 (D. Mass.); and *Schofield et al. v. First Commodity Corp. of Boston*, 83-4137-Z (D. Mass.), among others.

Mr. DeValerio has prosecuted federal securities law violations, chiefly class and derivative actions, since the early 1970s. A 1969 graduate of the University of Rhode Island, he received his law degree in 1973 from the Catholic University Law School and served on the *Catholic University Law Review's* editorial board for two years. In 1973 and 1974, he worked as a law clerk to the Honorable June L. Green, U.S. District Court for the District of Columbia.

A frequent lecturer on complex securities litigation issues, Mr. DeValerio speaks at continuing legal education seminars sponsored by groups such as PLI, ALI-ABA and the Boston Bar Association. He is vice president of the International Network for Financial Litigation, a newly formed association of law firms seeking to create a global litigation framework to promote legal security, transparency and market confidence. Mr. DeValerio served as the President of the National Association of Securities and Commercial Law Attorneys from 1996 through 1998.

Mr. DeValerio has been admitted to practice law in the Commonwealth of Massachusetts as well as the U.S. Districts Courts for the District of Columbia, Massachusetts, Delaware, New Hampshire and Connecticut. He has also been admitted to practice in the First and Fourth Circuit Courts of Appeals. He is AV Preeminent rated by Martindale-Hubbell and is designated a Local Litigation Star by Benchmark Litigation in 2013.



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KYLE G. DEVALERIO

A Partner in the firm's Florida office, Kyle G. DeValerio is a member of the antitrust practice's new case development team, which investigates potential antitrust violations to determine the merits of potential cases.

In addition to serving as a member of the new case development team, Mr. DeValerio works on antitrust and securities litigation. He was part of the team in *Carlson v. Xerox Corp.*, which settled for \$750 million. He was also member of the litigation team in the *In re The Bear Stearns Companies, Inc. Securities, Derivative, and ERISA Litigation* resulting in settlements with defendants totaling \$294.9 million. He was also part of the firm's team that litigated the *In re TFT-LCD Direct Purchaser Antitrust Litigation*, which resulted in settlements totaling more than \$400 million.

Prior to joining the firm as an associate in 2004, Mr. DeValerio worked as a legal intern in the Civil Division of the U.S. Attorney's Office in Boston.

Mr. DeValerio is a 1999 graduate of Colby College, where he earned a B.A. in Government. He also studied European Politics at the London School of Economics and Political Science. He received his J.D. in 2004 from the Suffolk University School of Law. In 2010, *Florida Super Lawyers* magazine named him a "Rising Star."

Mr. DeValerio is admitted to practice law in the Commonwealth of Massachusetts, the State of Florida and the U.S. District Courts of Massachusetts, Southern District of Florida and the Northern District of Illinois. He is also a member of the Palm Beach County Bar Association.



BERMAN DEVALERIO

KATHLEEN M. DONOVAN-MAHER

Kathleen M. Donovan-Maher is a member of the firm's Executive Committee and co-manages the Boston office. She became a partner at Berman DeValerio in 1999 and focuses her work in the firm's securities and whistleblower practices.

Ms. Donovan Maher is currently representing investors in a number of complex cases, including *In re General Electric Co. Securities Litigation*, and *In re BankUnited Securities Litigation*.

Ms. Donovan-Maher was a principal attorney in a securities class action involving American Home Mortgage, in which Berman DeValerio acted as co-lead counsel on behalf of the Oklahoma Police Pension and Retirement System. The firm negotiated a \$37.25 million settlement in that case, despite the complications posed by bankruptcy. The settlement received final approval in 2010.

During her career, Ms. Donovan-Maher has successfully helped to prosecute numerous class actions. She has led the day-to-day prosecution of the litigation against General Electric Company, which settled for \$40 million in 2013. Pending final judicial approval. Ms. Donovan-Maher also served as discovery captain in the *NASDAQ Antitrust Litigation* and was a member of the trial team in the *ICN/Viratek Sec. Litig.*, which settled for \$14.5 million when the jury deadlocked at the conclusion of the 1996 trial. Other cases in which Ms. Donovan-Maher has played a chief role include, but are not limited to, *Enterasys Networks* and *SkillSoft*. In all cases, Ms. Donovan-Maher's efforts helped achieve significant financial recoveries for representing public retirement systems, the State Universities Retirement System of Illinois, the Los Angeles County Employees Retirement Association and the Teachers' Retirement System of Louisiana, respectively.

In addition to a monetary award, the *Enterasys Networks* settlement also included corporate governance improvements, requiring the company to back a proposal to eliminate its staggered board of directors, allow certain large shareholders to propose candidates to the board and expand the company's annual proxy disclosures.

Ms. Donovan-Maher graduated from Suffolk University *magna cum laude* in 1988, receiving a B.S. degree in Business Administration and earning an award for maintaining the highest grade point average among students with concentrations in Finance. She graduated from Suffolk University Law School three years later after serving two years on the *Transnational Law Review*.

A member in good standing of the state bar of Massachusetts, Ms. Donovan-Maher is admitted to practice law in the U.S. District Court of Massachusetts and the U.S. Court of Appeals, First Circuit, Second Circuit and Third Circuit. Martindale-Hubbell has rated her AV Preeminent and selected her for the 2013 Bar Register of Preeminent Women Lawyers. She is also designated a



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Local Litigation Star by Benchmark Litigation in 2013. Ms. Donovan-Maher is a frequent author on continuing legal education issues for such groups as ALI-ABA and PLI. She is also a member of Phi Delta Phi, Delta Mu Delta National Honor Society in Business Administration, Omicron Delta Epsilon International Honor Society of Economics, the American Bar Association and the Boston Bar Association.

PATRICK T. EGAN

A partner in Boston, Patrick T. Egan focuses his practice on securities litigation. Mr. Egan has litigated numerous cases to successful resolution, recovering hundreds of millions of dollars on behalf of defrauded investors.

Mr. Egan was one of the firm's lead attorneys representing the Michigan State Retirement Systems in the *Bear Stearns Companies* litigation stemming from the 2008 collapse of the company. Plaintiffs successfully recovered \$294.9 million for former Bear Stearns shareholders.

Mr. Egan has worked on a number of important cases, including *Lernout & Hauspie* and the related case, *Quaak v. Dexia, S.A.* Those cases stem from a massive accounting fraud scheme at Lernout & Hauspie Speech Products, N.V., a bankrupt Belgian software company. As co-lead counsel, the firm recovered more than \$180 million on behalf of former Lernout & Hauspie shareholders.

Prior to joining the firm in 1999 and being named partner in 2006, Mr. Egan worked at the U.S. Department of Labor, where he served as an attorney advisor for the Office of Administrative Law Judges.

Mr. Egan received a B.A. in Political Science *cum laude* from Providence College in 1993. In 1997, he graduated *cum laude* from Suffolk University Law School.

While at Suffolk, Mr. Egan served on the editorial board of the *Suffolk University Law Review* and authored a note entitled, "Virtual Community Standards: Should Obscenity Law Recognize the Contemporary Community Standard of Cyberspace" 30 Suffolk University L. Rev. 117 (1996).

Mr. Egan is admitted to practice law in the states of Massachusetts, Connecticut and New York, as well as the U.S. District Courts of Massachusetts and the U.S. District Court for the Southern District of New York. He is also admitted to practice before the U.S. Supreme Court and U.S. Courts of Appeals in the First, Second and Fourth Circuits. Mr. Egan was designated a Local Litigation Star by Benchmark Litigation in 2013.



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CHRISTOPHER T. HEFFELFINGER

Christopher T. Heffelfinger focuses on antitrust and securities cases and has litigated class actions in the high-tech, real estate, pharmaceutical, gasoline and manufacturing industries. Prior to joining the firm, Mr. Heffelfinger practiced securities and bankruptcy/commercial litigation for nine years with law firms in San Francisco and in Marin County, California. Mr.

Heffelfinger is a 1984 graduate of the University of the San Francisco School of Law, where he was a member of the *University of San Francisco Law Review*. He graduated from Claremont McKenna College in 1977 with a B.A. in Economics. Mr. Heffelfinger served on active duty as an infantry officer in the U.S. Marine Corps, 1977-80, for nine months, 1990 – 1991, as a Captain with a rifle company in support of Operations Desert Shield/Storm. He has lectured periodically on discovery matters, including electronically stored information, deposition practice, and evidentiary foundations in commercial litigation. For 2009-2013, Mr. Heffelfinger was named a Super Lawyer by *Northern California Super Lawyers Magazine*. He has an AV® Preeminent rating from Martindale-Hubbell.

Significant cases in which Mr. Heffelfinger has had a leadership or active role, include the following: *In re Reformulated Gasoline & Patent Litigation* (C.D. Cal.), alleging that Unocal violated the Cartwright Act by entering into unlawful combinations with standard setting organizations (\$48 million settlement); *In re LDK Solar Company Securities Litigation* (N.D. Cal.), alleging an inventory accounting fraud involving the accounting treatment of different grades of poly silicon used in the production of solar panels (\$16 million settlement); *In re Broadcom Securities Litigation* (C.D. Cal.), alleging the improper accounting treatment of warrants used by Broadcom to make acquisitions of other companies (\$150 million settlement); *In re Norvir Antitrust Litigation* (N.D. Cal.), alleging that the defendant pharmaceutical company had engaged in an illegal leveraged monopoly in the sale of its AIDS boosting drug known as Norvir (or Ritanovir) (\$10 million settlement); *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation* (N.D. Cal.), alleging a conspiracy by major manufacturers of DRAM to fix prices over a four-year period (\$320 million settlements); *In re Warnaco Securities Litigation* (S.D.N.Y.), alleging that defendants had issued materially false and misleading financial statements by vastly overstating the value of inventory (\$12 million settlement); *In re Toys 'R' Us Antitrust Litigation* (E.D.N.Y.), alleging that Toys 'R' Us had conspired with certain toy manufacturers not to sell certain popularly promoted toys, advertised on television, to deep discount retailers such as Costco (\$56 million settlement consisting of (a) a cash component of \$20 million, and (b) a toy component of \$36 million of toys delivered to charitable organizations and needy children in each of the fifty states by the Marine Corps Toys for Tots Foundation). In addition Mr. Heffelfinger has acted as court-appointed lead reseller allocation counsel in both *In re Static Random Access Memory (SRAM) Antitrust Litigation* (N.D. Cal.), and *In re Dynamic Random Access Memory (DRAM) Indirect Antitrust Litigation* (N.D. Cal.), in settlement fund allocation proceedings, from 2011-2013.



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NICOLE LAVALLEE

Nicole Lavallee, the Managing Partner in the San Francisco office, focuses her practice on securities and derivative litigation and is an integral member of the firm's New Case Investigations Team for institutional clients. The team investigates potential securities law violations to determine whether a case meets the firm's exacting standards. Ms. Lavallee is also a member of the Firm's executive committee.

Ms. Lavallee is also the primary contact for a number of the firm's institutional clients, including the Los Angeles County Employees Retirement Association, the Arizona State Retirement System, the Arizona Public Safety Personnel Retirement System, the San Mateo County Employees' Retirement System, the Wyoming Retirement System and the Wyoming State Treasurer.

She is currently one of the lead attorneys prosecuting *In re IndyMac Mortgage-Backed Securities Litigation* and *In re Zynga Inc. Securities Litigation*. Over the past two decades, she has prosecuted a number of the firm's high-profile securities fraud cases. For example, she was a lead attorney representing the Massachusetts Laborers' Pension Fund as co-lead plaintiff in a class action alleging that International Rectifier Corp. and certain of its former officers and directors manipulated the company's financial results. The case settled for \$90 million in 2009 and was granted final court approval in February 2010. Ms. Lavallee was also the lead attorney representing the Louisiana Municipal Police Employees' Retirement System as co-lead plaintiff in the *KLA-Tencor Corp.* options-backdating class action, which recently settled for \$65 million. At the conclusion of the case, Judge Charles R. Breyer praised plaintiffs' counsel for "working very hard" in exchange for an "extraordinarily reasonable" fee. "I appreciate the fact that you've done an outstanding job, and you've been entirely reasonable in what you've done," he said. Ms. Lavallee was also the partner responsible for the day-to-day prosecution of a derivative insider trading action against Lawrence J. Ellison, the Chief Executive Officer of Oracle Corporation, which led to changes to the company's insider trading policies. As part of the 2005 settlement negotiated by plaintiffs' counsel, Mr. Ellison agreed to make \$100 million in charitable donations in Oracle's name and pay plaintiffs' attorneys' fees and expenses. At the hearing on summary judgment, the judge praised Ms. Lavallee's work, stating: "Ms. Lavallee, I just wanted to tell you I thought your brief was excellent."

Ms. Lavallee also prosecuted individual and opt-out actions on behalf of several public pension fund clients. Though the details of these settlements are confidential, clients obtained results that far exceed their pro-rata share of the corresponding class action.

Ms. Lavallee is a 1989 graduate of the French Civil Law School at Université de Montréal in Montreal and obtained her Common Law degree from Osgoode Hall Law School in Toronto. She is a member of the State Bar of California and admitted to practice in all the district courts



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of California, the district court of Colorado and the Ninth Circuit. She is AV Preeminent rated by Martindale-Hubbell.

KRISTIN J. MOODY

Kristin J. Moody is a Partner in the firm's Boston office, where she focuses her practice on securities litigation. She has successfully litigated numerous class actions that have resulted in substantial settlements for defrauded investors.

Ms. Moody represents lead and named plaintiffs in *In re Zynga, Inc. Securities Litigation*, where she investigated and drafted the complaint and the opposition to the motions to dismiss, which are currently pending. Further, Ms. Moody investigated and drafted the consolidated amended complaint in a class action against General Electric Co., certain of its officers and directors and underwriters of its public offering, drafted lead plaintiff's opposition to defendants' motions to dismiss and subsequent briefing with the court, and conducted discovery in this matter. The case settled for \$40 million. Further, Ms. Moody is a member of the litigation team representing co-lead plaintiff in *In re BP p.l.c. Securities Litigation*, where she helped draft the amended complaint and the opposition to defendants' motion to dismiss. She also represents four Ohio pension funds in connection with a separate, individual action filed against BP in connection with the funds' purchase of BP ordinary shares on the London Stock Exchange. She participated in the investigation and drafting of the complaint in that action.

Ms. Moody also managed litigation, coordinated and conducted discovery, counseled clients and participated in mediation in *In re Force Protection Securities Litigation*, which settled for \$24 million. Ms. Moody also coordinated and conducted discovery, counseled the client and participated in mediation in litigation against International Rectifier Corp. and several of its former officers and directors, which settled for \$90 million. In addition, Ms. Moody participated in the motion to dismiss briefing and mediation in *In re American Home Mortgage Securities Litigation*, which settled for \$37.25 million, despite the difficulties American Home's bankruptcy posed to asset recovery.

Prior to joining Berman DeValerio, Ms. Moody practiced at Holland & Knight, LLP in Boston and Morrison & Foerster, LLP in San Francisco. While at Morrison & Foerster, Ms. Moody represented clients in complex commercial litigation matters with a focus on securities litigation. At Holland & Knight, she represented clients in a range of white-collar criminal matters, government and regulatory investigations and complex civil litigation, including securities litigation. Ms. Moody has also represented clients in a number of *pro bono* matters, including discrimination and political asylum cases.

Ms. Moody has published several articles in the areas of accounting fraud, securities class actions and derivative suits. She has also taught business law courses at Fisher College and sits



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on the Fisher College Advisory Board. Ms. Moody is also a member of the non-profit Generation Citizen's Advisory Board.

Ms. Moody earned an LL.M. from New York University School of Law in 2003, a J.D. *cum laude* from Boston College Law School in 1999, and a B.A. in English and Legal Studies *cum laude* from Bucknell University in 1995. While in law school, she was Notes and Comments Editor of the *Boston College International and Comparative Law Review* and was active in the Women's Law Center.

Ms. Moody is a member in good standing of the state bars of Massachusetts and California and is also admitted to practice in U.S. District Court of Massachusetts and the U.S. Courts of Appeals for the First Circuit, the Federal Circuit and the Third Circuit.

MATTHEW D. PEARSON

A Partner in the San Francisco office, Matthew D. Pearson focuses his practice on securities and antitrust litigation.

Mr. Pearson is currently working on several antitrust cases, including the *In re New Motor Vehicles Canadian Export Antitrust Litigation*, an action alleging that major auto manufacturers unlawfully conspired to stop the export of cheaper new Canadian vehicles into the United States for use or resale. The case has partially settled with Toyota Motor Sales, U.S.A., Inc. for \$35 million. The settlement requires court approval.

Prior to joining Berman DeValerio in 2005, Mr. Pearson earned a B.A. in Political Science in 1999 from the University of California, Los Angeles, and a J.D. from the University of California, Davis, School of Law in 2004.

While in law school, Mr. Pearson completed the King Hall Public Service Law Program and worked as a legal intern assigned to a felony trial team at the Sacramento County District Attorney's Office.

Mr. Pearson has been admitted to practice law in the State of California, as well as the United States District Courts for the Northern, Central and Southern Districts of California.



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TODD A. SEAVER

A partner in the San Francisco office, Todd A. Seaver litigates both antitrust and securities matters, with a primary focus on antitrust litigation.

Mr. Seaver is currently working in a leading role in several cases, including *In re Lithium Ion Batteries Antitrust Litigation*, where he is co-lead counsel for direct purchasers, and *In re Optical Disk Drive Antitrust Litigation*. In addition, Mr. Seaver leads plaintiffs' efforts in *In re New Motor Vehicles Canadian Export Antitrust Litigation*, in which Berman DeValerio is lead counsel. The case alleges that major auto manufacturers unlawfully conspired to stop the export of cheaper new Canadian vehicles into the United States for use or resale. The case has partially settled with Toyota Motor Sales U.S.A. for \$35 million and with General Motors of Canada for \$20.15 million. . Mr. Seaver is one of the lead counsel in *Online DVD Rental Antitrust Litigation* and also worked on a number of the firm's high-profile cases including *Cardizem CD*, still the leading generic drug competition case, which settled in 2003 for \$80 million.

Mr. Seaver is also extensively involved in a case against major credit rating agencies, *CalPERS v. Moody's Corp.* The case, filed on behalf of the nation's largest state pension fund, the California Public Employees' Retirement System, is landmark litigation that seeks to hold the rating agencies financially responsible for alleged negligent misrepresentations in rating structured investment vehicles.

Mr. Seaver was previously associated with the law firm Devine, Millimet & Branch, P.A., where he practiced commercial litigation. He was also an adjunct Professor of Law with the New England School of Law in 2003, teaching Appellate Advocacy.

Mr. Seaver graduated *magna cum laude* from Boston University in 1994 with a B.A. in International Relations. He earned a M.Sc. from the London School of Economics in 1995 and graduated *cum laude* from the American University Washington College of Law in 1999.

While in law school, Mr. Seaver served as a law clerk at the Federal Trade Commission's Bureau of Competition and as a judicial extern for the Honorable Ricardo M. Urbina, U.S. District Court for the District of Columbia.

Mr. Seaver has been admitted to practice law in the states of California, Massachusetts and New Hampshire. He is also a member of the American Bar Association's Antitrust Section, and is serving a two-year term as a Director for the San Francisco Bar Association's Antitrust Committee in 2012-13.



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LESLIE R. STERN

A partner in Boston, Leslie R. Stern heads the New Case Investigations Team for institutional clients. The team investigates possible securities law violations, gauging clients' damages and evaluating the merits of cases to determine the best course of legal action.

In her role with the New Case Investigations Team, Ms. Stern oversees a portfolio monitoring program that combines the power of an online loss calculation system with the hands-on work of a dedicated group of attorneys, investigators and financial analysts. Her case development duties include preparing detailed case analyses and recommendations, and advising clients on their legal options.

Ms. Stern is also the primary contact for several public and union funds, including the Brockton Contributory Retirement System, the Massachusetts Laborers' Pension Fund, the Employees Retirement System of the City of St. Louis and the Louisiana School Employees' Retirement System. She is a seasoned litigator with more than a decade of experience on cases such as *Carlson v. Xerox Corp.*, in which Berman DeValerio represented the Louisiana State Employees' Retirement System as co-lead counsel. Upon approval in January 2009, the \$750 million Xerox settlement ranked as the 10th largest securities class action recovery of all time. Ms. Stern also worked on *In re Bristol Myers-Squibb Sec. Litig.*, which settled for \$300 million, and *In re Zila Inc. Sec. Litig.*, which settled for \$5.75 million.

Prior to joining Berman DeValerio in 1998 and being named partner in 2003, Ms. Stern practiced general civil litigation. She earned a B.S. degree in Finance from American University in 1991 and graduated *cum laude* from Suffolk University Law School in 1995.

While at Suffolk, Ms. Stern served on the Suffolk University Law Review's editorial board and authored three publications.

Ms. Stern has been admitted to practice law in the Commonwealth of Massachusetts and the U.S. District Court of Massachusetts. She has also been admitted to practice in the First and Fourth Circuits of the U.S. Courts of Appeals. Ms. Stern is a founding member of the International Financial Litigation Network and a member of the National Association of Public Pension Attorneys. She was also designated a Local Litigation Star by Benchmark Litigation 2013.



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JOSEPH J. TABACCO, JR.

Joseph J. Tabacco, Jr., the founding member of Berman DeValerio's San Francisco office, actively litigates antitrust, securities fraud, commercial high tech and intellectual property matters.

Mr. Tabacco is a primary point of contact for many of Berman DeValerio's institutional clients, including the California Public Employees' Retirement System, the California State Teachers' Retirement System, the Offices of the Attorneys General of Alaska, Michigan and other states.

Prior to 1981, Mr. Tabacco served as senior trial attorney for the U.S. Department of Justice, Antitrust Division in both the Central District of California and the Southern District of New York. In that capacity, he had major responsibility for several criminal and civil matters, including the antitrust trial of *U.S. v. IBM*. Since entering private practice in the early 1980s, Mr. Tabacco has served as trial or lead counsel in numerous antitrust and securities cases and has been involved in all aspects of state and federal litigation. In private practice, Mr. Tabacco has also tried a number of securities cases, each of which resolved successfully at various points during or after trial, including *In re MetLife Demutualization Litigation* (settled after jury empanelled), *Gutman v. Howard Savings Bank* (plaintiffs' verdict after six-week trial), *In re Equitec Sec. Litigation* (settled after six months of trial) and *In re Ramtek Sec. Litigation*.

Mr. Tabacco is currently overseeing a number of cases, including: *CalPERS v. Moody's Corp.*, No. CGC-09-490241 (Super. Ct. San Francisco), a pioneering attempt to hold credit rating agencies financially responsible for their alleged negligence in rating structured investment vehicles; *In re Lithium Ion Batteries Antitrust Litigation*, No. 13-md-2420-YGR (N.D. Cal.), a case alleging a conspiracy to fix the prices of lithium ion rechargeable batteries, which affected the prices paid for the batteries and certain products in which the batteries are used and which the defendants sell; and *In re General Electric Co. Securities Litigation*, 09 Civ. 1951 (S.D.N.Y.), a case stemming from GE's alleged misrepresentations regarding substantial credit risks with its financial services unit, GE Capital.

Since 2008, Mr. Tabacco has served as an independent member of the Board of Directors of Overstock.com, a publicly traded company internet retailer. He is Chair of the Board's Corporate Governance Committee and also serves as a member of the Board's Audit and Compensation Committees. He also frequently lectures and authors articles on securities and antitrust law issues and is a member of the Advisory Board of the Institute for Consumer Antitrust Studies at Loyola University Chicago School of Law and the Advisory Board of the Center for Law, Economics & Finance at the George Washington School of Law. Mr. Tabacco is also a former teaching fellow of the Attorney General's Advocacy Institute in Washington, D.C., and has served on the faculty of ALI-ABA on programs about U.S.-Canadian business litigation and trial of complex securities cases.



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Mr. Tabacco was most recently named to two committees of the United States District Court for the Northern District of California by the Court's Chief Judge: (1) the Magistrate Judge Merit Selection Panel for the Northern District of California; and (2) the Northern District of California Model Protective Order Revision Committee.

For the sixth year in a row, he has been among the top U.S. securities litigators ranked by *Chambers USA 2007-2012* and is also AV rated by Martindale-Hubbell. Mr. Tabacco has been featured by the *Daily Journal* as one of California's top 30 securities litigators, a group chosen from both the plaintiff and defense bars. He was also recognized by *Who's Who Legal* and *Global Competition Review* in their 2014 edition of *The International Who's Who of Competition Lawyers & Economists*. Additionally, for 10 consecutive years, Mr. Tabacco has been named a Super Lawyer by *Northern California Super Lawyer Magazine*, which features the top 5% of attorneys in the region. Recently, Mr. Tabacco was singled out by a top defense attorney for exemplifying "the finest tradition of the trial bar."

Mr. Tabacco has been admitted to practice law in the states of California, Massachusetts, New York and the District of Columbia (currently inactive).

BRYAN A. WOOD

A partner in Boston, Bryan A. Wood focuses his practice on securities and consumer litigation and is a member of the firm's New Case Investigations Team for institutional clients.

Mr. Wood is currently overseeing a number of securities cases, including *In re BP, plc Securities Litigation* Case No. 10-md-2185 (S.D. Tex.), in which Berman DeValerio is co-lead counsel in the class action representing the Ohio Public Employees Retirement System. The case alleges BP violated federal securities laws, specifically that the Defendants made false and misleading statements regarding BP's purported improvements in process safety, the scope and implementation of BP's Operating Management System process-safety initiative, BP's ability to respond to a major oil spill, and the scope of the oil spill in the Gulf. In addition, Mr. Wood leads plaintiffs' efforts in *City of Brockton Retirement System v. Avon Products*, *Par Pharmaceutical*, *Dunst v. Hyundai Motor America*, and *Sanderson v. Verdasys, Inc.*

He also worked extensively on the *Carlson v. Xerox Corp.* litigation. In this case, representing the Louisiana State Employees' Retirement System, Berman DeValerio received final court approval for a \$750 million settlement in January 2009. Mr. Wood was responsible for managing and supervising the firm's discovery process in the *Xerox* case.

Mr. Wood joined Berman DeValerio as an associate in 2002 and became a partner in 2009.

Prior to joining the firm, Mr. Wood was a litigation associate at both Montgomery, McCracken, Walker & Rhoads, LLP in Philadelphia and Schnader Harrison Segal & Lewis in Boston. As an



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associate at those firms, he represented corporations and directors in shareholder and other class action lawsuits. He also represented businesses and municipalities in general contract and employment discrimination cases.

Mr. Wood graduated *cum laude* from the University of Massachusetts in 1991 with a B.A. in Sociology. In 1995, he earned an M.S. *summa cum laude* in Public Policy from the Eagleton Institute of Politics at Rutgers University and graduated *cum laude* from the Temple University Beasley School of Law in 1998. While in law school, he was the Managing Editor of the *Temple Law Review* and a board member of the Temple Law Moot Court Honor Society. In addition, Mr. Wood completed a one-year internship for the Honorable Edward R. Becker, then Chief Judge for the U.S. Court of Appeals for the Third Circuit. Mr. Wood was designated a 2013 Local Litigation Star by Benchmark Litigation, and in 2007, *Massachusetts Super Lawyers* magazine named him a “Rising Star” in recognition of his expertise and work in securities litigation.

Mr. Wood is admitted to practice law in the Commonwealths of Massachusetts and Pennsylvania.

He is also admitted to the U.S. District Courts for the Districts of Massachusetts, Colorado and Eastern Pennsylvania, as well as the U.S. Court of Appeals for the First Circuit. Additionally, Mr. Wood is a member of the Boston Bar Association and the American Bar Association.



BERMAN DEVALERIO

Associates

DARYL DEVALERIO ANDREWS

Daryl DeValerio Andrews, an associate in the Boston office, focuses her practice on securities litigation. Her work is currently focused on the firm's cases against *Atlantic Power Corp.*, *Abiomed, Inc.*, *General Electric Co.* and *Verdasys, Inc.* She is also involved in a case against major credit rating agencies, *CalPERS v. Moody's Corp.* The case, filed on behalf of the nation's largest state pension fund, the California Public Employees' Retirement System, is landmark litigation that seeks to hold the rating agencies financially responsible for alleged negligent misrepresentations in rating structured investment vehicles.

Prior to joining the firm as an associate in 2009, Ms. Andrews was a litigation associate at Sherin and Lodgen LLP, where she practiced civil litigation with an emphasis on bankruptcy and real estate litigation, and employment law.

After graduating from Boston University School of Law in 2003, Ms. Andrews clerked for Judge Michael A. Ponsor, U.S. District Court, District of Massachusetts. During law school, she served on the Public Interest Law Journal and was a legal intern for the U.S. Attorney's Office, Civil Division, where she drafted dispositive motions for a variety of cases and researched legal issues for briefs and motions. She also interned for two years at Shelter Legal Services, assisting low-income clients on legal matters such as housing, credit, employment and family law issues.

Ms. Andrews earned a B.A. in Education from Smith College in 1997. She was named a "Rising Star" in 2007, 2008, and 2013 by *Massachusetts Super Lawyers Magazine*.

Ms. Andrews is admitted to practice law in the Commonwealth of Massachusetts and the U.S. District Court of Massachusetts.



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STEVEN J. BUTTACAVOLI

An associate in the firm's Boston office, Steven J. Buttacavoli focuses his practice on securities litigation.

At Berman DeValerio, Mr. Buttacavoli has helped coordinate lead plaintiff's investigation and analysis of securities fraud claims against the General Electric Co., drafted the consolidated amended complaint in a class action against the company, drafted lead plaintiff's opposition to defendants' motions to dismiss and subsequent briefing with the court, and conduct discovery in this matter. The parties have reached a tentative settlement, which is before the court for preliminary approval. Mr. Buttacavoli is also an integral member of the litigation team representing co-lead plaintiff in *In re BP p.l.c. Securities Litigation*, where he has assisted in drafting the amended complaint, drafting the opposition to defendants' motion to dismiss, and analyzing discovery obtained in this matter. He also represents four Ohio pension funds in connection with a separate, individual action filed against BP in connection with the funds' purchase of BP ordinary shares on the London Stock Exchange. Mr. Buttacavoli also helped coordinate lead plaintiff's investigation and analysis of securities fraud claims against the former top executives of BankUnited, draft the consolidated amended complaint and opposition to defendants' motions to dismiss, and draft materials prepared in connection with the mediation and proposed settlement of the *BankUnited* matter. In addition, Mr. Buttacavoli has advised numerous clients in connection with potential claims involving custodian banks' foreign currency exchange pricing practices.

Prior to joining Berman DeValerio in 2009, Mr. Buttacavoli worked as an associate at Foley Hoag LLP in Boston, where he defended securities class actions and Securities and Exchange Commission enforcement actions, conducted internal investigations, responded to criminal investigations by the United States Attorney's Office and advised clients in connection with litigation risk analysis and mitigation strategies.

Mr. Buttacavoli earned an A.B. in International Relations from the College of William & Mary and a Master of Public Policy degree from Georgetown University. In 2001, he earned his J.D., *magna cum laude*, from the Georgetown University Law Center, where he was a member of the Order of the Coif. Mr. Buttacavoli was also a Senior Articles and Notes Editor for the *American Criminal Law Review*.

Mr. Buttacavoli is admitted to practice in the state and federal courts of the Commonwealth of Massachusetts and the United States Courts of Appeals for the First and Third Circuits.



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VICTOR S. ELIAS

An associate in the firm's San Francisco office, Victor S. Elias focuses his practice on securities fraud litigation. Prior to joining Berman DeValerio in 2012, Mr. Elias worked as an associate at a San Francisco Bay Area-based law firm where he represented plaintiffs in multidistrict antitrust and securities fraud class actions and also represented clients in matters involving complex business, consumer protection, personal injury, False Claims Act, unfair competition and civil rights litigation. Mr. Elias previously served for two years as a judicial law clerk for the Honorable Micaela Alvarez at the United States District Court for the Southern District of Texas.

While in law school, Mr. Elias served as an extern for the Honorable Anthony W. Ishii at the U.S. District Court for the Eastern District of California, and as an extern for the late Honorable Paul Boland at the California Court of Appeal, Second District. Before attending law school, Mr. Elias worked as a law clerk for Disability Rights Advocates, a California-based class action litigation firm.

Mr. Elias earned a J.D. from University of Southern California Gould School of Law in 2008 and a B.A. from University of California, Los Angeles in 2004.

Mr. Elias is admitted to practice law in the state of California.

SARAH KHORASANEE MCGRATH

An associate in the firm's San Francisco office, Sarah Khorasanee McGrath focuses her practice on antitrust litigation. Ms. McGrath joined Berman DeValerio in 2010 after working as a contract attorney for the Department of Justice, Antitrust Division. Prior to that, she was an attorney volunteer with the City and County of San Francisco Office of the Public Defender and the Eviction Defense Center.

Ms. McGrath earned a B.A. in Communications from the University of California at San Diego in 2002 and a J.D. from the New England School of Law in 2008.

While in law school, Ms. McGrath worked as a judicial extern to the Honorable Eric Taylor, Superior Court of California, County of Los Angeles.

Northern California Super Lawyers Magazine named Ms. McGrath a "Rising Star", and she was included in *San Francisco* magazine's *Top Women Attorneys in Northern California* for 2013 and 2014.

She is admitted to practice in the State of California.



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JESSICA MOY

Jessica Moy focuses her practice on antitrust and securities litigation. Prior to joining Berman DeValerio in 2013, Ms. Moy worked as an associate at a San Francisco law firm, where she represented plaintiffs in state and federal matters with an emphasis in antitrust, unfair competition and complex commercial litigation.

Prior to attending law school, Ms. Moy spent seven months studying Chinese language at Beijing Normal University in Beijing, China as a Zeidman Fellowship recipient. Thereafter, she worked for the United States Department of Justice's Antitrust Division, Litigation II Section in Washington, DC as part of the Department's Honors Paralegal Program. While at the Antitrust Division, she assisted with the investigation and litigation of vertical and horizontal mergers, appraised divestiture options, and assessed potential purchasers of international assets.

Ms. Moy earned her Juris Doctor degree from the University of California, Hastings College of the Law. During law school, she was an oral advocate finalist and awarded "Best Brief" in the Philip C. Jessup International Law Moot Court competition, acted as an Articles Editor for Hastings Constitutional Law Quarterly, and served as an Executive Board Member of Hastings's Asian/Pacific-American Law Students Association. In addition, Ms. Moy externed for the Honorable Maria-Elena James in the Northern District of California, San Francisco Division and was recognized with the CALI Excellence for the Future Award and the Witkin Award for Academic Excellence in Trial Advocacy.

Ms. Moy is admitted to practice in California and before the U.S. Court of Appeals for the Ninth Circuit and the U.S. District Court for the Northern District of California.

NATHANIEL L. ORENSTEIN

An associate in the firm's Boston office, Nathaniel L. Orenstein focuses his practice on securities and antitrust litigation. He is currently engaged in a number of matters to ensure that corporate directors' meet their fiduciary obligations to their shareholders.

In addition to Mr. Orenstein's legal practice at Berman DeValerio, he is on the Board of Directors for the Center for Insurance Research.

Prior to joining Berman DeValerio, Mr. Orenstein was a staff attorney for the Securities Division of the Office of the Secretary of the Commonwealth of Massachusetts. While there, he monitored companies, investigated matters and pursued enforcement actions to detect and prevent fraud at hedge funds and related companies. Mr. Orenstein was also the lead attorney on many investigations and actions against broker-dealers, investment advisors and others.

Prior to obtaining his J.D. from the New York University School of Law in 2005, Mr. Orenstein served as a member of the mutual fund and insurance brokerage investigation teams for the



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Office of the New York State Attorney General's Investment Protection Bureau. As a legal intern, he assisted with the Bureau's investigation work including, case planning, discovery and settlement negotiation.

In addition to his work for the Commonwealth and for New York State, Mr. Orenstein was a policy analyst, and was subsequently promoted to associate director, for the Center for Insurance Research, a consumer advocacy organization. In these roles, he participated in complex litigation matters. He also testified in regulatory and legislative proceedings on behalf of policyholders concerning market conduct and insurance rate setting.

Mr. Orenstein is admitted to practice law in the Commonwealth of Massachusetts.

JUSTIN N. SAIF

An associate in the firm's Boston office, Justin N. Saif focuses his practice on securities litigation. He currently represents the Massachusetts Pension Reserves Investment Management Board in *In re Fannie Mae 2008 Securities Litigation*, which alleges that Fannie Mae and two individual defendants made material misrepresentations regarding and failed to disclose (a) that an enormous volume of mortgages on its books were "subprime" and "Alt-A" as defined internally by the company and throughout the industry, and (b) that defendants had inadequate internal controls to manage the significant risks created by the company's purchases of those types of loans. Mr. Saif has made crucial contributions to the case, including in the drafting of the Second Amended Joint Consolidated Class Action Complaint and the opposition to defendants' motions to dismiss.

Mr. Saif played a key role in drafting the consolidated class action complaint and opposition to motion to dismiss in the litigation against The Bear Stearns Companies, Inc. and its auditor, Deloitte & Touche LLP, representing the State of Michigan Retirement Systems. He also oversaw the initial document review team. That case recently settled for \$294.9 million. Mr. Saif was an integral member of the litigation team in *In re Force Protection Securities Litigation*, representing the Laborers' Annuity and Benefit Fund of Chicago. He drafted discovery requests and responses, coordinated electronic document review and analysis, and prepared for mediation. The *Force Protection* matter settled for \$24 million. Mr. Saif also played a vital part in *In re Par Pharms. Sec. Litig.*, representing the Louisiana Municipal Employees Retirement System, including preparing for and participating in a mediation that led to a recently-approved \$8.1 million settlement.

Prior to joining Berman DeValerio in 2008, Mr. Saif worked as an associate at Foley Hoag LLP in Boston, where he focused on complex civil litigation including securities litigation, SEC enforcement matters, and professional liability matters involving lawyers and accountants.



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Mr. Saif earned an A.B. in Psychology from Harvard University in 1999, graduating *cum laude*. In 2004 he earned a J.D. from the University of Chicago. While in law school, he worked at the MacArthur Justice Center, an impact litigation firm and legal clinic focused on reforming the criminal justice system.

Mr. Saif is admitted to practice law in state and federal courts in Massachusetts and the U.S. Court of Appeals, First Circuit. He is a member of the Boston Bar Association.

MARIE FOLEY WATSON

Marie Foley Watson, who focuses her practice on antitrust and securities litigation, joined Berman DeValerio in September 2010 after developing a broad range of legal expertise as a contract attorney at several prominent Boston firms. Prior to that, she was a senior associate handling civil and banking litigation at a general practice law firm and a corporate consultant for a national rental company.

Ms. Watson received a B.A. in Politics *magna cum laude* from Saint Anselm College in 1995. In 1998, she graduated from Boston University School of Law, where she also earned a Certificate in Litigation and Dispute Resolution.

Ms. Watson is admitted to practice law in the Commonwealth of Massachusetts and the U.S. District Court of Massachusetts.



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Special Counsel

KEVIN SHELLEY

Kevin Shelley, special counsel to the firm, is a former California Secretary of State and State Assembly leader recognized as an advocate for working people, consumers and investors.

Mr. Shelley's political involvement began in 1978 as a staff member to U.S. Representatives Phil and Sala Burton. He then played a key role in electing their successor, former Speaker of the U.S. House of Representatives Nancy Pelosi, in 1987. His own political career began in 1990, when he won a seat on the San Francisco Board of Supervisors.

Elected to the California State Assembly in 1996, he championed the rights of workers and fought to protect civil rights. Among his accomplishments, he improved conditions at nursing homes, drafted new corporate accountability requirements and created a restitution fund for victims of corporate fraud.

Mr. Shelley, who spent five of his six years in the State Assembly as Majority Leader, won election for Secretary of State in November 2002. As the state's Chief Election Officer, he is credited with improving voter participation, calmly overseeing the historic recall election, and decertifying problematic electronic voting machines.

Since 2005, Mr. Shelley has been representing consumers and plaintiffs in civil litigation.

He began working with Berman DeValerio in 2006. He earned a B.A. in Political Science from the University of California, Davis in 1978 and a law degree from the University of California Hastings College of the Law in 1983. A member of the California Bar, he is the son of Jack Shelley, a former San Francisco mayor, U.S. congressman and California state senator.



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Of Counsel**C. OLIVER BURT, III**

For decades, C. Oliver Burt has worked to defend the interests of investors and fight against corporate fraud.

During the course of his extensive career, Mr. Burt has taken a number of cases to trial and appeal to obtain recoveries for defrauded investors.

In *White v. Heartland High-Yield Municipal Bond Fund*, for example, following three weeks of trial against the funds' auditors, PricewaterhouseCoopers, Mr. Burt and the case team obtained an \$8.25 million settlement – an aggregate settlement of \$23.25 million for the class. Mr. Burt was also trial co-counsel for plaintiffs in *Peil v. Speiser*, a securities class action tried to verdict in 1986, and argued the appeal. In its landmark opinion, the Third Circuit Court of Appeals adopted the "fraud-on-the-market" presumption of reliance as the law of the Circuit. He was plaintiffs' lead trial counsel in *Kumpis v. Wetterau* and in *Upp v. Mellon Bank*. In addition, *Upp v. Mellon Bank*, a class action which involved an alleged breach of trust by a bank trustee, was tried to verdict in August 1992.

He has argued appeals in class action cases in the Third, Eighth, Ninth and Eleventh Circuits and the Delaware Supreme Court.

Prior to co-founding his firm in West Palm Beach in January 1994, Mr. Burt was a partner at a Philadelphia law firm and in private practice from 1977 to 1993. During that period of time, he tried many cases and was engaged in commercial litigation including antitrust, securities litigation, unfair competition, white-collar criminal cases and general business litigation, as well as plaintiffs' class actions.

Mr. Burt's tried cases included *Callan, et al. v. State Chemical Manufacturing Company*, *The Mader Group, Inc. v. Gekoski*, *Beta Consultants & Administrators v. Centennial Life Ins. Co.* and *U.S. v. Natale*, a criminal RICO case, among others.

From 1971 to 1977, Mr. Burt was an Assistant U.S. Attorney for the Eastern District of Pennsylvania. He was appointed Chief of the Civil Division of that office in 1973. In that role, he managed and tried many matters including the Grand Jury investigation concerning the bankruptcy of the Penn Central Railroad, *U.S. v. Rosenbaum*. That case was tried by Mr. Burt for approximately six weeks in a United States District Court in Philadelphia in the winter of 1977. Before being promoted to Chief, Mr. Burt was an Assistant U.S. Attorney for several years, during which he prosecuted white-collar and other criminal cases involving securities fraud, mail fraud, wire fraud, "check-kiting," embezzlement of bank funds, interstate transportation of stolen motor vehicles, income tax evasion, bank robbery, drug trafficking and



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other offenses. During that time period, among other cases, he also prosecuted *U.S. v. Bertram Lazar*, a Ponzi scheme.

In addition to his case work, Mr. Burt has been actively involved in a number of associations, authored materials and lectured on a variety of legal topics. From 1972 through 1985, he was Chairman of the Criminal Law Committee of the Philadelphia Bar Association Young Lawyers' Section Basic Legal Practice Course. He was an author and lecturer on various legal topics including co-authoring materials on Punitive Damages in the Class Action context and lecturing on that subject at the seminar "Litigating Punitive Damages" presented by the American Conference Institute in New York in May 1995.

Mr. Burt graduated from Swarthmore College with a B.A. in History and earned his J.D. from the University of Pennsylvania Law School.

He is a member of the Florida and Pennsylvania Bars, and is admitted to practice before the U.S. Supreme Court, the Third, Eighth, Ninth and Eleventh Circuit Court of Appeals and various U.S District Courts. He is AV rated by Martindale-Hubbell.

Mr. Burt co-founded Burt & Pucillo LLP, one of the firms that merged to form Berman DeValerio in 2001. After serving as a partner in the firm's Florida office, he became Of Counsel to the firm in January 2009.

JAY ENG

Jay Eng is of counsel in the firm's Florida office, where he focuses his practice on securities litigation and arbitration. Mr. Eng rejoined the firm in 2012 after litigating matters concerning professional liability including FINRA arbitration matters dealing with customer-broker disputes against registered representative and broker-dealers for another Florida firm. He had previously worked at the firm from 2002 until 2008. He has worked on numerous securities class action matters, including *White v. Heartland High-Yield Municipal Bond Fund*, *Sunrise Senior Living, Inc. Securities Litigation*, *Buca, Inc. Securities Litigation*, *Wyatt v. El Paso Corp., Florida East Coast Industries, Inc. Shareholder Litigation*, *In re Reliant Securities Litigation*, *IndyMac Mortgage-Backed Securities Litigation* and *Digital Domain Media Group, Inc. Securities Litigation*.

Before joining the firm in 2002, Mr. Eng practiced at a large law firm in Florida where he represented corporate clients in a variety of business and commercial litigation matters. Prior to that, he served as a law clerk to United States Magistrate Judge, Ann Vitunac, managing the court's civil docket. He also worked as a trial court law clerk at the Fifteenth Judicial Circuit, advising circuit court judges in the civil and criminal divisions of the court.



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Mr. Eng received a J.D. from Tulane Law School in 1998 and earned a B.S. in Economics from Florida State University in 1994. Mr. Eng is a member of the State Bar of Florida, the U.S. District Court for the Southern, Middle, and Northern Districts of Florida, the U.S. District Court for the Eastern District of Wisconsin, the U.S. Court of Appeals for the Eighth Circuit, the U.S. Court of Appeals for the Eleventh Circuit, and the United States Supreme Court. He was recognized as a Rising Star in the 2010 and 2011 editions of Florida Super Lawyers® and has been awarded a rating of AV® Preeminent™ by Martindale-Hubbell®.

MARC J. GREENSPON

Marc J. Greenspon became Of Counsel to the firm in 2009 and concentrates his practice in the area of antitrust litigation.

Mr. Greenspon, formerly an associate with the firm from 2003 to 2007, worked on significant antitrust, consumer and securities class actions before starting an independent law practice counseling corporate clients. He maintains his independent law practice, which is not affiliated with the firm.

Mr. Greenspon earned an LL.M. in Securities and Financial Regulation from the Georgetown University Law Center in 2003, a J.D. from Nova Southeastern University in 2002, and a B.A. from the State University of New York at Buffalo in 1999. He co-authored "Securities Arbitration: Bankrupt, Bothered & Bewildered," 7 *Stan. J.L. Bus. & Fin.* 131 (2002).

Mr. Greenspon is admitted to practice law in the State of Florida, as well as in the U.S. District Courts for the Southern District of Florida, Middle District of Florida and Northern District of Florida. Mr. Greenspon is a member of the American Bar Association Section of Antitrust Law and the American Bar Association Committee on Derivatives and Futures Law.

ANNE F. O'BERRY

Since joining the firm in 2000, Anne F. O'Berry has specialized primarily in securities class action litigation, helping to achieve substantial recoveries for institutional investors in cases such as *El Paso*, *Lernout & Hauspie*, *Reliant*, *International Rectifier Corp.*, *Sykes* and *WorldCom*.

She has also assisted in several of the firm's antitrust, and consumer protection cases, including *Canadian Motor Vehicles*, *Citrus Canker*, *LCD Flat Panel*, *Marine Hose*, *State Street Bank and Trust Co.*, and *Bear Stearns* which received final approval in 2012 for a settlement of \$294.9 million.

Ms. O'Berry began her legal career as a commercial litigation associate at the New York firm of Debevoise & Plimpton and thereafter worked as a staff attorney for a federally funded agency representing indigent death row inmates in state and federal post-conviction litigation, as co-



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director of a non-profit agency representing incarcerated battered women seeking executive clemency, as a central staff attorney at Florida's Fourth District Court of Appeal, and as an adjunct professor at St. Thomas University Law School.

Ms. O'Berry has also served on several law-related committees, including serving as Secretary of the Civil Rights Committee of the Association of the Bar of the City of New York, and as Vice President of the National Lawyers Guild's Southern Region. She is presently a member of the Guild's South Florida chapter, Animal Rights Activism Committee, and Environmental Human Rights Committee, and is also a member of the Animal Legal Defense Fund.

Ms. O'Berry obtained her B.A. from the University of Pennsylvania in 1983, graduating *summa cum laude* and *Phi Beta Kappa*, and earned her J.D. from New York University School of Law in 1986, where she was the director of the Women in Prison Project at Riker's Island, a member of the Civil Rights Litigation Clinic, and an Articles Editor on the *Annual Survey of American Law*, where she published the article, "Prisoners' Rights: Judicial Deference to Prison Administrators," 1985 *Annual Survey of American Law* 325.

While in law school, Ms. O'Berry interned for Judge Abraham D. Sofaer, U.S. District Court for the Southern District of New York and for Judge A. Leon Higginbotham, Jr., U.S. Court of Appeals for the Third Circuit.

Following law school, Ms. O'Berry served as a law clerk to Judge Dickinson R. Debevoise, U.S. District Court for the District of New Jersey, and then as a research and teaching associate to Judge Higginbotham, with whom she co-authored: "The 'Law Only As An Enemy': The Legitimization of Racial Powerlessness Through the Colonial and Antebellum Criminal Laws of Virginia," 70 N.C. L. Rev. 969 (1992).

Ms. O'Berry is admitted to practice before the New York and Florida Bars, the U.S. Supreme Court and the U.S. District Courts for the Southern and Eastern Districts of New York and the Southern District of Florida.



MICHAEL J. PUCILLO

Michael J. Pucillo was a founding partner of Burt & Pucillo, one of the law firms that formed Berman DeValerio in 2001. Mr. Pucillo now advises as Of Counsel to a number of institutional and individual clients on securities law matters.

Mr. Pucillo has been a member of the Florida Bar since 1978, and is admitted to practice before the United States Courts of Appeal for the Fifth and Eleventh Circuits and the United States District Courts for the Southern and Middle Districts of Florida.

Mr. Pucillo is a member of the Southern District of Florida Trial Bar. During 1989-1990, he served as President of the Gold Coast Chapter of the Federal Bar Association.

He has served from 1994 to 1997 as Chairman of the Palm Beach County Bar Association Federal Court Practice Committee.

He is a graduate of Williams College (1975) and Georgetown University Law School (1978).

Mr. Pucillo has lectured frequently on class actions and litigation. In 1994, Mr. Pucillo became a member of the faculty of the College of Advanced Judicial Studies, where he taught "Managing the Complex Civil Case" to Florida Circuit Court judges, in 1994, 1996 and 2002. He has been an educational sustainer of the Council of Institutional Investors since 1999 and has lectured at several Council meetings on securities litigation issues.

He also appeared on the PBS Nightly Business Report on issues relating to investor fraud.

From 1978 to 1979, Mr. Pucillo served as law clerk to the Honorable Charles B. Fulton, United States District Judge for the Southern District of Florida. From 1979 to 1981, Mr. Pucillo served as law clerk to the Honorable William J. Campbell, Senior United States District Judge for the Northern District of Illinois. In 1983 and 1984 he was an attorney in the Division of Enforcement of the SEC in Washington, D.C.

Mr. Pucillo, as counsel to court-appointed bond purchaser class representatives, was one of the attorneys who prosecuted bond purchaser claims in the *WorldCom Securities Litigation* in the Southern District of New York. That litigation resulted in a \$6.13 billion settlement.

Mr. Pucillo also represented the Florida State Board of Administration in its lead plaintiff application in the *Enron Securities Litigation*.

As part of a settlement of the *UCAR International Securities Litigation* in 1999, on behalf of lead plaintiff the Florida State Board of Administration, Mr. Pucillo negotiated significant corporate



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governance changes that included the appointment of an outside director by the lead plaintiff, in addition to a significant monetary recovery.

Mr. Pucillo has prosecuted several securities cases arising out of energy trading. He served as co-lead and lead counsel in the *El Paso Securities Litigation* and the *Reliant Securities Litigation*, both in the Southern District of Texas. Those cases settled for \$285 million and \$75 million, respectively.

JOHN H. SUTTER

John H. Sutter focuses on securities litigation and is a member of the Firm's whistleblower practice group. He joined Berman DeValerio as Of Counsel in early 2010 after working with the firm for several years as a contract attorney.

Mr. Sutter has participated in a number of the firm's important cases. He was lead associate on the securities litigation against The Bear Stearns Companies, Inc. and their auditors Deloitte and Touche arising out of Bear Stearns's collapse which resulted in a \$294.9 million recovery. Mr. Sutter is currently involved in several active whistleblower actions filed with the Securities and Exchange Commission. He also drafted investigative memoranda and mediation statements in the *Xerox* litigation, which resulted in a \$750 million recovery for plaintiffs from the company and its auditor, KPMG. He also participated in extensive document review and discovery preparation in the *State Street Bank ERISA* litigation and the *Nortel II* litigation, each of which resulted in a substantial recovery for plaintiffs. He is currently engaged in work on the General Electric securities litigation, which has recently reached a tentative settlement and is before the court on preliminary approval of the settlement.

Before working with Berman DeValerio, Mr. Sutter was both a corporate and litigation associate for two prominent Boston law firms. He also served as an in-house assistant general counsel with Biogen, Inc., focusing in particular on securities and compliance issues.

Mr. Sutter graduated second in a class of nearly 400 from Boston University School of Law, *summa cum laude*, in 1995. He served on the *Boston University Law Review* and was a charter member of the *Phi Delta Phi* Legal Fraternity. He also was a distinguished scholar for all three years and was the recipient of the William L. and Lillian Berger Award for Distinguished Academic Achievement. He graduated from Suffolk University in 1992 with a B.A. in English Literature.

He is admitted to practice law in the Commonwealth of Massachusetts, the U.S. District Court of Massachusetts and the United States Court of Appeals for the First Circuit.



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WENDY H. ZOBERMAN

Wendy Zoberman focuses her practice on securities litigation and since 1990 has prosecuted numerous securities class actions and derivative actions throughout Florida and in other jurisdictions. After being Managing Partner of the firm's Palm Beach Gardens office, she now advises as Of Counsel.

Ms. Zoberman participated in all aspects of the litigation (including discovery, motion practice, mediation and a two-day evidentiary hearing on class certification) as Plaintiffs' Counsel and Class Counsel in *Barner v. KPMG Peat Marwick* (Thirteenth Judicial Cir., Fla.), originally filed in 1998 and settled in 2009 for \$3.9 million, after class certification was appealed three times, the latest certification being *per curiam* affirmed by the Second District Court of Appeals. Ms. Zoberman also participated as Co-Lead Counsel representing the Oklahoma Firefighters Pension and Retirement System in *Oscar Wyatt v. El Paso Corp. et al.* (S.D. Tex), which resulted in a \$285 million settlement, at that time, one of the 25 largest securities class action settlements achieved since passage of the Private Securities Litigation Reform Act of 1995, and where she was involved in the preparation of the second consolidated class action complaint and helped draft the opposition to defendants' motion to dismiss as well as the settlement documents and briefs in support thereof.

Ms. Zoberman also assisted in lead plaintiff's investigation and analysis of securities fraud claims brought in *In re BankUnited Securities Litigation*, helped draft the consolidated amended complaint and opposition to defendants' motions to dismiss, and helped draft materials prepared in connection with the mediation and settlement of the matter. In the *BankUnited* case, Ms. Zoberman also drafted pleadings in connection with additional litigation in the Bankruptcy Court. Ms. Zoberman also served on the litigation team in *In re Worldcom Securities Litigation*, drafting the firm's client's discovery responses and objections and drafting motions *in limine*. Ms. Zoberman participated as Lead Counsel representing the Florida State Board of Administration in *In re UCAR International, Inc., Securities Litigation* (D. Conn.), one of the first times significant corporate governance relief (the right to appoint a new member to UCAR's Board of Directors) was achieved as part of a securities class action settlement. In addition Ms. Zoberman has represented an institutional client named as a defendant in litigation brought by creditors who sustained losses and/or bankruptcy trustees seeking to recover monies from former shareholders of companies that went bankrupt shortly after transactions in which public shareholders were bought out in mergers or tender offers.

Ms. Zoberman is a 1981 graduate of Wellesley College, where she was a Durant Scholar and elected to the Phi Beta Kappa Society. She received her law degree from Columbia University in 1984. At Columbia, she served as an Articles Editor of the Columbia University-Volunteer Lawyers for the Arts Journal of Art and the Law.



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Ms. Zoberman is admitted to practice in the state courts of Florida as well as the United States District Courts for the Middle and Southern Districts of Florida and the United States Courts of Appeals for the Eighth and Eleventh Circuits.

Project Attorneys

KRISTIN A. MATTISKE-NICHOLLS

Kristin A. Mattiske-Nicholls is currently working as part of the firm's legal team that represents Aetna Life Insurance Company in the matter *Aetna Life Ins. Co. v. Bay Area Surgical Management et al.* Ms. Mattiske-Nicholls joined the firm in 2013 after working as a contract attorney for another San Francisco law firm.

From 2006 through 2011, Ms. Mattiske-Nicholls served as Counsel and Officer at the Federal Reserve Bank of New York, where she investigated, prepared and prosecuted enforcement actions on behalf of the Board of Governors of the Federal Reserve System. As Counsel, she also represented the Federal Reserve Bank of New York in litigation brought by and against the Bank, and coordinated responses to subpoenas and document requests from government auditors relating to the 2008 financial crisis. Prior to that, Ms. Mattiske-Nicholls served as Law Clerk to the Honorable Kiyo A. Matsumoto, United States Magistrate Judge, in the Eastern District of New York. From 2003-2005, she was a Court Attorney for the New York Court of Appeals.

Ms. Mattiske-Nicholls was awarded a J.D. from Brooklyn Law School in 2003. While in law school, she worked as a judicial intern for the Honorable Marilyn D. Go, United States Magistrate Judge, in Brooklyn, New York, and was Managing Editor of the *Brooklyn Journal of International Law*.

Ms. Mattiske-Nicholls is admitted to practice in New York and California.

LUKE PANAZAR

A project attorney in the firm's San Francisco office, Luke Panzar is a member of the firm's litigation team representing Aetna Life Insurance Company in the matter *Aetna Life Insurance Company v. Bay Area Surgical Management, LLC et al.* Before working at Berman DeValerio, Mr. Panzar was an associate at other San Francisco firms where he focused on complex litigation including class actions, consumer fraud and insurance coverage litigation.

Mr. Panzar earned a J.D. from the University of California, Hastings College of the Law in 2009 and a M.A. in Business Economics from the University of California, Santa Barbara in 2003. He also completed his undergraduate studies at the University of California, Santa Barbara, earning a B.A. in Business Economics in 2002.



Mr. Panzar is admitted to practice law in the state of California, and the U.S. District Courts for the Northern and Central Districts of California.

Other Key Personnel

RONALD J. KEATING, DIRECTOR OF INVESTIGATIONS

Based in the firm's Boston office, Ronald J. Keating is a fraud investigator and forensic accountant with nearly three decades of field experience, including 21 years as a Special Agent for the Federal Bureau of Investigation.

A Certified Public Accountant and licensed Private Investigator, Mr. Keating joined the firm in 2008. He devotes his skills and energies to uncovering evidence of fraud, often non-public information obtained through interviews with former employees at suspect companies.

Mr. Keating served as a Special Agent in the FBI's Boston office from 1979-1988 and again from 1995-2007. While with the Bureau, he directed all aspects of complex financial fraud investigations, including securities fraud, Ponzi schemes, financial institution fraud, financial statement fraud and economic crimes. Cases that Mr. Keating investigated in conjunction with federal and state regulators – including the Securities Exchange Commission and the Financial Industry Regulatory Authority (formerly the National Association of Securities Dealers) – resulted in criminal penalties, multi-million-dollar settlements and asset forfeiture.

From 1993 to 1995, Mr. Keating served as Senior Special Investigator for the Board of Governors of the Federal Reserve System in Washington D.C., where he directed investigations related to violations of federal money laundering, bank fraud and bank secrecy laws.

Mr. Keating became a CPA in 1979. He is a Massachusetts-licensed Private Investigator and a Certified Anti-Money Laundering Specialist. He earned a Master of Science in Taxation from Bentley College in 1988 and a B.S. in Accounting from Northeastern University in 1976.



BERMAN DEVALERIO

RICHARD LORANT, DIRECTOR OF MARKETING AND CLIENT RELATIONS

The firm's Director of Marketing and Client Relations, Richard Lorant helps implement Berman DeValerio's business development plan and works with the firm's lawyers to deliver outstanding client service through its portfolio monitoring program.

A former journalist and public relations professional, Mr. Lorant joined Berman DeValerio in 2000. He has been a key player in increasing the firm's representation of institutional investors and raising its public profile.

Mr. Lorant works directly with a number of clients, including the City of Austin Police Retirement System, the Fire and Police Pension Association of Colorado, the Jacksonville Police and Fire Pension Fund, the Oklahoma Firefighters Pension and Retirement System, the Oklahoma Police Pension and Retirement System, the Fire and Police Pension Fund, San Antonio, the Wyoming State Retirement System and the Wyoming State Treasurer's Office.

Mr. Lorant has assisted public fund clients in establishing settlement claim filing programs after custodial changes left potential gaps in coverage. He also developed the firm's client communications program and is responsible for its content. Mr. Lorant managed the transition to a state-of-the-art portfolio monitoring system in 2005. He handles media relations and has placed op-ed articles in *Pensions & Investments*, *The Boston Globe* and other publications. In addition, Mr. Lorant has overseen multiple redesigns of firm website and print materials.

Before joining Berman DeValerio, Mr. Lorant was an account manager for a Boston-area public relations firm. His clients included Fidelity Investments, Phoenix Investment Partners and Fleet Bank. Prior to that, he spent 15 years as a journalist in the United States and Spain, most of it with The Associated Press, where he worked as a reporter, a correspondent and a desk supervisor.

Mr. Lorant is the firm's representative to numerous organizations, including the Council of Institutional Investors, the National Association of State Retirement Administrators, the National Conference on Public Employee Retirement Systems and the National Council on Teacher Retirement. He is a founding member of the International Financial Litigation Network and served as a member of the National Association of State Treasurers' Corporate Affiliate Advisory Board from 2009 through 2011.

Mr. Lorant graduated from Oberlin College with a B.A. in Communications Studies and a minor in European History in 1982.



BERMAN DEVALERIO

JEANNINE M. SCARSCIOTTI, SENIOR PORTFOLIO ANALYST

Jeannine M. Scarsciotti is Berman DeValerio's senior portfolio analyst and oversees portfolio monitoring, data analysis, and loss calculations for the firm's institutional clients.

She is also the firm's senior paralegal and, as such, oversees and coordinates paralegal projects. She joined the firm in 1995. Ms. Scarsciotti attended Bentley College, graduating *summa cum laude* in 1995. She earned a B.S. in Professional Studies and an ABA-Accredited Certificate of Paralegal Studies.

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EXHIBIT 2

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

EXHIBIT 2

BERMAN DEVALERIO

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Heffelfinger, Christopher (P)	0.20	\$750.00	\$150.00
Heffelfinger, Christopher (P)	0.80	\$670.00	\$536.00
Heffelfinger, Christopher (P)	2.30	\$640.00	\$1,472.00
Heffelfinger, Christopher (P)	1.00	\$610.00	\$610.00
Dominquez, Manuel (P)	0.10	\$565.00	\$56.50
Dominquez, Manuel (P)	0.20	\$540.00	\$108.00
Dominquez, Manuel (P)	0.70	\$525.00	\$367.50
Dominquez, Manuel (P)	1.75	\$415.00	\$726.25
Hale, Lesley (A)	1.50	\$345.00	\$517.50
Chung, Julia (OC)	0.50	\$300.00	\$150.00
Magid, James (A)	2.10	\$285.00	\$598.50
NON-ATTORNEYS			
Hayes, Janelle (PL)	1.00	\$190.00	\$190.00
TOTAL:	12.15		\$5,482.25

(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

BERMAN DEVALERIO

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	
Computer Research (Lexis, Westlaw, PACER, etc.)	\$126.47
Document Production	
Experts / Consultants	
Messenger Delivery	\$87.07
Photocopies – In House	\$52.80
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:	\$266.34

1 Christopher J. Cormier
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3 (72) 583-0650
ccormier@cohenmilstein.com

4 *Counsel for Plaintiffs*
5
6
7
8

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

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

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

DECLARATION OF CHRISTOPHER J.
CORMIER IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

16
17 **This Document Relates to:**

18 **ALL ACTIONS**
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1 I, Christopher J. Cormier, declare and state as follows:

2 1. I am a Partner of the law firm of Cohen Milstein Sellers & Toll PLLC. I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.

7 2. My firm, formerly known as Cohen, Milstein, Hausfeld & Toll, PLLC, represented
8 Plaintiffs Rachel Diller and Trong Nguyen and served as Court-appointed Co-Lead Counsel for
9 the Class from March 28, 2008 to November 11, 2008. On November 6, 2008, Michael Hausfeld
10 and some other lawyers left Cohen, Milstein, Hausfeld & Toll, PLLC, and on November 11, 2008,
11 they formed a new law firm called Hausfeld LLP. On November 11, 2008, the Court substituted
12 Hausfeld LLP for Cohen, Milstein, Hausfeld & Toll, PLLC as Co-Lead Counsel for the Class. On
13 November 12, 2008, Cohen, Milstein, Hausfeld & Toll, PLLC changed its name to Cohen Milstein
14 Sellers & Toll PLLC, but it remained the same legal entity as before. The background and
15 experience of Cohen Milstein Sellers & Toll PLLC ("CMST") and its attorneys are summarized in
16 the *curriculum vitae* attached hereto as Exhibit 1.

17 3. CMST has prosecuted this litigation solely on a contingent-fee basis, and has been at
18 risk that it would not receive any compensation for prosecuting claims against the Defendants.
19 While CMST devoted its time and resources to this matter, it has foregone other legal work for
20 which it would have been compensated.

21 4. During the pendency of the litigation, CMST performed the following work:

22 **INVESTIGATION AND RESEARCH / PLEADINGS AND MOTIONS**

23 CMST investigated the factual and legal issues underlying this litigation. This work led to
24 the drafting and filing of complaints on behalf of its clients at the inception of the litigation.
25 CMST also helped prepare the first consolidated amended complaint.

26 **DISCOVERY**

27 CMST performed certain discovery-related tasks, including negotiating with certain
28 Defendants to preserve potentially responsive documents and electronically stored information

1 before formal discovery requests could be served. The firm also pursued certain discovery in the
2 context of confidential settlement negotiations with certain Defendants before formal discovery
3 began.

4 **SETTLEMENTS AND EXPERT WORK**

5 CMST participated in settlement discussions with certain Defendants and performed work
6 attendant and necessary to those discussions. In addition, the firm retained and worked with an
7 expert economic consultant, who assisted in the evaluation and analysis of transactional and other
8 data provided by the relevant parties during the course of these discussions.

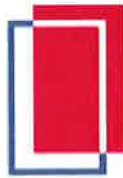
9 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
10 historical rates, for the period of March 28, 2008 through November 8, 2008. This period reflects
11 the time spent after the appointment of Co-Lead Counsel in this litigation and until Hausfeld LLP
12 was substituted for CMST as Co-Lead Counsel. The total number of hours spent by CMST during
13 this period of time was 1,672.50, with a corresponding lodestar of \$634,900. This summary was
14 prepared from contemporaneous, daily time records regularly prepared and maintained by my
15 firm. The lodestar amount reflected in Exhibit 2 is for work assigned by Co-Lead Counsel, and
16 was performed by professional staff at my law firm for the benefit of the Class.

17 6. The hourly rates for the attorneys and professional support staff in my firm included in
18 Exhibit 2 are the usual and customary hourly rates charged by Cohen Milstein Sellers & Toll
19 PLLC during that time frame.

20 7. My firm has expended a total of \$31,668.61 in unreimbursed costs and expenses
21 (including assessments) in connection with the prosecution of this litigation. These costs and
22 expenses are broken down in the chart attached hereto as Exhibit 3. They were incurred on behalf
23 of Direct Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed.
24 The expenses incurred in this action are reflected on the books and records of my firm. These
25 books and records are prepared from expense vouchers, check records and other source materials
26 and represent an accurate recordation of the expenses incurred.

27 8. CMST has paid a total of \$25,000 in assessments for the joint prosecution of the
28 litigation against the Defendants.

EXHIBIT 1



COHEN MILSTEIN

Firm Resume

Cohen Milstein Sellers & Toll PLLC

For decades, Cohen Milstein Sellers & Toll PLLC has represented individuals, small businesses, institutional investors, and employees in many of the major class action cases litigated in the United States for violations of the antitrust, securities, consumer protection, civil rights/discrimination, ERISA, employment, and human rights laws. Cohen Milstein is also at the forefront of numerous innovative legal actions that are expanding the quality and availability of legal recourse for aggrieved individuals and businesses both domestic and international. Over its history, Cohen Milstein has obtained many landmark judgments and settlements for individuals and businesses in the United States and abroad. The firm's most significant past and present cases include:

- In re Urethane Antitrust Litigation (Polyether Polyol Cases) (D. Kan.). Cohen Milstein represents a class of direct purchasers of several types of chemicals who were overcharged as a result of a nationwide price-fixing and market allocation conspiracy. Cohen Milstein was able to negotiate settlements with certain defendants totaling approximately \$139 million, and proceeded to trial against the remaining defendant. Following the trial, the jury returned a verdict in favor of the class that amounted to \$400 million, which was trebled to \$1.2 billion.
- Countrywide MBS Litigation, (2:10-cv-00302, U.S. District Court in the Central District of California). In April 2013, Plaintiffs in the landmark mortgage-backed securities (MBS) class action litigation against Countrywide Financial Corporation and others, led by Lead Plaintiff, the Iowa Public Employees' Retirement System (IPERS), agreed to a \$500 million settlement. It is the nation's largest MBS-federal securities class action settlement. If approved, the settlement will bring to a close the consolidated class action lawsuit brought in 2010 by multiple retirement funds against Countrywide and other defendants for securities violations involving the packaging and sale of MBS. Bank of America acquired Countrywide in 2008.
- Harborview MBS Litigation, (No. 08-5093) U.S. District Court for the Southern District of New York). In early 2014, Plaintiffs in the mortgage-backed securities (MBS) class action litigation against Royal Bank of Scotland (RBS) and others, led by New Jersey Carpenters Health Fund and the Boilermaker Blacksmith Pension Trust, along with additional class representatives Iowa Public Employees' Retirement System and Midwest Operating Engineers Pension Trust Fund, agreed to a \$275 million cash settlement. The settlement was finally approved by the Court in November 2014 and brings to a close the consolidated class action lawsuit brought in 2008 by the pension funds against RBS and other defendants for securities violations involving the packaging and sale of 14 public offerings of "Harborview" series MBS.
- In Re Electronic Books Antitrust Litigation, (No. 11-md-02293, U.S. District Court for the Southern District of New York). In August 2014, a New York federal judge approved a \$400 million antitrust settlement in the hotly contested ebooks price-fixing suit against Apple Inc. Combined with \$166 million in previous settlements with five defendant publishing companies, consumers could receive more than \$560 million. The settlement resolves damages claims brought by a class of ebook purchasers and attorneys general from 33 U.S. states and territories.
- Keepseagle v. Vilsack, Civil Action No. 1:99CV03119 (D.D.C.). A class of Native American farmers and ranchers allege that they have been systematically denied the same opportunities to

obtain farm loans and loan servicing that have been routinely afforded white farmers by the USDA. A class was certified in 2001 by Judge Emmet Sullivan, District Judge for the U.S. District Court for the District of Columbia, and the D.C. Circuit declined USDA's request to review that decision. On October 19, 2010, the case reached a historic settlement, with the USDA agreeing to pay \$680 million in damages to thousands of Native American farmers and ranchers and forgive up to \$80 million worth of outstanding farm loan debt.

- Brannen vs. Ford Motor Corporation, (No. 16-2011-CA-01772-XXXX0MB Div. CV-B). In Brannen vs. Ford Motor, at the conclusion of a lengthy three-week trial, the jury found that the 2005 Ford F-150 was placed on the market with a defectively designed fuel system with a plastic skid plate. Through litigation, the Defendants denied any design defect and refused to acknowledge that the plastic construction led to a catastrophic failure and secondary injuries for Plaintiff Michelle Brannen. Cohen Milstein counsel successfully saw the case to trial and a jury awarded a \$4.2 million dollar verdict in favor of Ms. Brannen.
- Salvato vs. Marion County Sheriff's Office, (Civil Action No. 5:12-CV-635-OC-10PRL). In Salvato vs. Marion County Sheriff's Office, a jury of 3 men and 5 women found Sheriff Chris Blair, and Deputies Lauren Miley and Norman Brown of the Marion County Sheriff's Office, responsible for using excessive deadly force that resulted in the wrongful death of Joshua Salvato, an unarmed 21-year-old, who was shot and killed by the deputies nearly two years ago. The verdict was issued after an eight-day trial in the United District Court, Middle District of Florida Ocala Division, under presiding Judge William Terrell Hodges. Cohen Milstein counsel successfully saw the case to trial and the jury returned restitution in the amount of \$2.3 million, charging Miley used excessive force and Brown willfully and wantonly acted in bad faith by inflicting conscious pain and suffering on Joshua Salvato before he died.
- In re Vitamins Antitrust Litigation, MDL No. 1285 (D.D.C.). Cohen Milstein served as co-lead counsel for two certified classes of businesses that directly purchased bulk vitamins and were overcharged as a result of a ten year global price-fixing and market allocation conspiracy. Chief Judge Hogan approved four major settlements between certain vitamin defendants and Class Plaintiffs, including a landmark partial settlement of \$1.1 billion. In a later trial before Chief Judge Hogan concerning four Class Plaintiffs' remaining unsettled Vitamin B4 (choline chloride) claims, a federal jury in Washington unanimously found Japan's second largest trading company, Mitsui & Co., Ltd., its wholly-owned U.S. subsidiary Mitsui & Co. (U.S.A.), Inc., DuCoa, LP, a choline chloride manufacturer based in Highland, Illinois, and DuCoa's general partner, DCV, Inc. liable for participating in the conspiracy and ordered them to pay \$49,539,234, which is trebled to \$148,617,702 under the federal antitrust laws. The case was subsequently settled against those defendants.
- In re Parmalat Securities Litigation, No. 04 MD 1653 (S.D.N.Y.). In this securities litigation case, Cohen Milstein has successfully negotiated two partial settlements totaling approximately \$90 million. At the second partial settlement hearing, Judge Lewis A. Kaplan remarked that plaintiffs counsel "did a wonderful job here for the class and were in all respects totally professional and totally prepared. I wish I had counsel this good in front of me in every case." Our clients, four large European institutional investors, were appointed as co-lead plaintiffs and we were appointed as co-lead counsel. Most notably, this case allowed us the opportunity to demonstrate our expertise in the bankruptcy area. During the litigation, the company subsequently emerged from bankruptcy and we added "New Parmalat" as a defendant because

of the egregious fraud committed by the now-bankrupt old Parmalat. New Parmalat strenuously objected and Judge Kaplan of the Southern District of New York ruled in the class plaintiffs' favor, a ruling which was affirmed on appeal. This innovative approach of adding New Parmalat enabled the class to obtain an important additional source of compensation, as we subsequently settled with New Parmalat.

- Dukes v. Wal-Mart Stores, Inc., No. C-01-2252 (N.D. Cal.). Cohen Milstein is co-lead counsel in this sex discrimination case. In 2004, the U.S. District Court certified a nationwide class action lawsuit for all female employees of Wal-Mart who worked in U.S. stores anytime after December 26, 1998. This was the largest civil rights class action ever certified against a private employer, including approximately 1.5 million current and former female employees. That ruling was appealed, and while affirmed by the Ninth Circuit, was reversed by the Supreme Court in June 2011. Cohen Milstein argued the case for the plaintiffs-respondents in the Supreme Court. Since then, the *Dukes* action has been amended to address only the Wal-Mart regions that include stores in California, and other regional class cases have been or are soon to be filed. This litigation to resolve the merits of the claims – whether Wal-Mart discriminates against its female retail employees in pay and promotions – continues.
- Rubin v. MF Global, Ltd. (08-CV-02233, S.D.N.Y.). Acting as co-lead counsel in this class action, the Firm represented the Central States, Southeast and Southwest Areas Pension Fund which was one of the co-lead plaintiffs in the case. In September 2010, as a result of Plaintiffs' decision to appeal, the U.S. Second Circuit Court of Appeals vacated in part the lower court's dismissal of the case and remanded the case for further proceedings. In overturning the District Court decision, the Second Circuit issued a decision which differentiated between a forecast or a forward looking statement accompanied by cautionary language -- which the Appellate Court said would be insulated from liability under the bespeaks caution doctrine -- from a factual statement, or non-forward-looking statement, for which liability may exist. Importantly, the Second Circuit accepted Plaintiffs' position that where a statement is mixed, the court can sever the forward-looking aspect of the statement from the non-forward looking aspect. The Court further stated that statements or omissions as to existing operations (and present intentions as to future operations) are not protected by the bespeaks caution doctrine. Mediation followed this decision and resulted in a settlement comprised of \$90 million in cash.
- Hughes v. Huron Consulting Group (09-CV-04734, N.D. Ill.). Cohen Milstein represented lead plaintiffs the Public School Teachers' Pension & Retirement Fund of Chicago and the Arkansas Public Employees Retirement System ("APERS") in this case against Huron Consulting Group, founded by former Arthur Anderson personnel following its collapse in the wake of the Enron scandal. In August 2010, the District Court for the Northern District of Illinois denied defendants' motions to dismiss in their entirety and upheld plaintiffs' allegations that defendants intentionally improperly accounted for acquisition-related payments, which allowed plaintiffs to move forward with discovery. The case was settled for \$40 million, comprised of \$27 million in cash and 474,547 shares in Huron common stock, with an aggregate value at the time of final approval in 2011 of approximately \$13 million.
- In re Lucent Technologies Securities Litigation, Civ. Action No. 00-621 (JAP) (D.N.J.). A settlement in this massive securities fraud class action was reached in late March 2003. The class portion of the settlement amounts to over \$500 million in cash, stock and warrants and ranks as the second largest securities class action settlement ever completed. Cohen Milstein

represented one of the co-lead plaintiffs in this action, a private mutual fund.

- RehabCare, Civil Action No. 6197 (Delaware Court of Chancery). Cohen Milstein served as co-lead counsel in this shareholder litigation challenging the acquisition of healthcare provider RehabCare Group, Inc. by Kindred Healthcare, Inc. A settlement was approved in September 2011 and provided for additional disclosures regarding the process leading up to the merger along with a \$2.5 million payment for the benefit of the class of RehabCare shareholders.
- Nate Pease, et al. v. Jasper Wyman & Son, Inc., et al., Civil Action No. 00-015 (Knox County Superior Court, Me.). In 2004, a state court jury from Maine found three blueberry processing companies liable for participating in a four-year price-fixing and non-solicitation conspiracy that artificially lowered the prices defendants paid to approximately 800 growers for wild blueberries. The jury ordered defendants Cherryfield Foods, Inc., Jasper Wyman & Son, Inc., and Allen's Blueberry Freezer, Inc. to pay \$18.68 million in damages, the amount which the growers would have been paid absent the defendants' conspiracy. After a mandatory trebling of this damage figure under Maine antitrust law, the total amount of the verdict for the plaintiffs is just over \$56 million. The Firm served as co-lead counsel.
- In re StarLink Corn Products, Liability Litigation, MDL No. 1403. (N.D. Ill.). Cohen Milstein successfully represented U.S. corn farmers in a national class action against Aventis CropScience USA Holding and Garst Seed Company, the manufacturer and primary distributor of StarLink corn seeds. StarLink is a genetically modified corn variety that the United States government permitted for sale as animal feed and for industrial purposes, but never approved for human consumption. However, StarLink was found in corn products sold in grocery stores across the country and was traced to widespread contamination of the U.S. commodity corn supply. The Firm, as co-lead counsel, achieved a final settlement providing more than \$110 million for U.S. corn farmers, which was approved by a federal district court in April 2003. This settlement was the first successful resolution of tort claims brought by farmers against the manufacturers of genetically modified seeds.
- Snyder v. Nationwide Mutual Insurance Company, No. 97/0633 (Sup. Ct. N.Y. Onondaga Cty.). Cohen Milstein served as one of plaintiffs' principal counsel in this case on behalf of persons who held life insurance policies issued by Nationwide through its captive agency force. The action alleged consumer fraud and misrepresentations. Plaintiffs obtained a settlement valued at more than \$85 million. The judge praised the efforts of Cohen Milstein and its co-counsel for having done "a very, very good job for all the people." He complimented "not only the manner" in which the result was arrived at, but also the "time ... in which it was done."
- Oncology & Radiation Associates, P.A. v. Bristol Myers Squibb Co., et al., No. 1:01CV02313 (D.D.C.). Cohen Milstein has been co-lead counsel in this case since its inception in 2001. Plaintiffs alleged that Bristol-Myers Squibb unlawfully monopolized the United States market for paclitaxel, a cancer drug discovered and developed by the United States government, which Bristol sells under the brand name Taxol. Bristol's scheme included a conspiracy with American BioScience, Inc., a generic manufacturer, to block generic competition. Cohen Milstein's investigation and prosecution of this litigation on behalf of direct purchasers of Taxol led to a settlement of \$65,815,000 that was finally approved by U.S. District Judge Emmet G. Sullivan on August 14, 2003 and preceded numerous Taxol-related litigations brought by the Federal Trade Commission and State Attorneys General offices.

- Kruman v. Christie's International PLC, et al., Docket No. 01-7309. A \$40 million settlement on behalf of all persons who bought or sold items through Christie's or Sotheby's auction houses in non-internet actions was approved in this action. Cohen Milstein served as one of three leading counsel on behalf of foreign plaintiffs. The Court noted that approval of the settlement was particularly appropriate, given the significant obstacles that faced plaintiffs and plaintiffs' counsel in the litigation. The settlement marked the first time that claims on behalf of foreign plaintiffs under U.S. antitrust laws have been resolved in a U.S. court, a milestone in U.S. antitrust jurisprudence.
- In re The Exxon Valdez Litigation, No. A89-095 Civ. (D. Ak.). The firm was selected from dozens of law firms around the country by federal and state judges in Alaska to serve as co-lead counsel for plaintiffs in the largest environmental case in United States history that resulted in a jury verdict of more than \$5 billion (reversed and remanded for revised punitive damages award; further proceedings pending).
- Holocaust Litigation. In the historic Swiss Banks litigation, Cohen Milstein served, *pro bono*, as co-lead counsel for Holocaust survivors against the Swiss banks that collaborated with the Nazi regime during World War II by laundering stolen funds, jewelry and art treasures. Cohen Milstein obtained a \$1.25 billion settlement, leading the presiding judge to call the firm's work "indispensable." See *In re Holocaust Victim Assets Litig.*, Case No. CV 96-4849 (ERK) (MDG) (Memorandum of Chief Judge Korman dated July 26, 2002). The Firm was also a lead counsel in litigation by survivors of World War II-era forced and slave labor in litigation against the German companies that profited from using the labor of concentration camp inmates. This litigation, which resulted in an unprecedented settlement of \$5.2 billion, was resolved by multinational negotiations involving the defendants, plaintiffs' counsel, and the governments of several countries for approximately two million claimants.

Cohen Milstein has contributed over tens of thousands of hours of time to human rights and *pro bono* cases since 1996. As an example, the Firm represented eight survivors and/or families of the victims of the September 11, 2001 attack on the Pentagon before the Federal compensation fund. Cohen Milstein has obtained a substantial recovery for each, including the highest recovery to date, \$6.8 million, for an injured individual.

- Roberts v. Texaco, Inc., 94-Civ. 2015 (S.D.N.Y.). Cohen Milstein represented a class of African-American employees in this landmark litigation that resulted in the then-largest race discrimination settlement in history (\$176 million in cash, salary increases and equitable relief). The Court hailed the work of class counsel for, *inter alia*, "framing an imaginative settlement, that may well have important ameliorative impact not only at Texaco but in the corporate context as a whole ...".
- Conanan v. Tanoue, No. 00-CV-3091 (ESH). Cohen Milstein represented African-American employees at the Federal Deposit Insurance Corporation (FDIC) in this race discrimination suit, which settled for \$14 million. The settlement provides the largest payment made in an employment discrimination class action based on race against a federal agency.
- Trotter v. Perdue Farms, Inc., Case No. 99-893 (RRM) (JJF) (MPT), D. Del. This suit on behalf of hourly workers at Perdue's chicken processing facilities – which employ approximately 15,000 people – forced Perdue to pay employees for time spent "donning and

doffing,” that is, obtaining, putting on, sanitizing and removing protective equipment that they must use both for their own safety and to comply with USDA regulations for the safety of the food supply. The suit alleged that Perdue’s practice of not counting donning and doffing time as hours worked violated the Fair Labor Standards Act and state law. In a separate settlement with the Department of Labor, Perdue agreed to change its pay practices. In addition, Perdue is required to issue retroactive credit under one of its retirement plans for “donning and doffing” work if the credit would improve employees’ or former employees’ eligibility for pension benefits. Cohen Milstein was co-lead counsel.

In addition, Cohen Milstein is an innovator in new areas of the law. Cohen Milstein was in the forefront of filing antitrust claims on behalf of indirect purchasers in 1993 and 1994, when it filed state-court actions in 18 states on behalf of indirect purchasers of infant formula. This was the first effort to systematically and simultaneously pursue treble damages claims on behalf of indirect-purchasing consumers in all states where antitrust laws permitted such claims. This approach, and variations of it, has since become the accepted model for pursuing antitrust damages on behalf of indirect-purchasing consumers. The Firm also has been in the forefront of the development of international antitrust theory and litigation of claims. As the global economy has produced worldwide conglomerates, so, too, has the nature of antitrust violations changed. For example, in *Kruman v. Christie’s International PLC, et al.* Docket No. 01-7309 and *In re Bulk Vitamins Antitrust Litigation*, MDL 1285 (D.D.C.), both the parties and the anticompetitive actions were played out on a world, rather than domestic, stage. The firm also represents and won Lead Plaintiff status for domestic and foreign investors in a foreign company’s bonds, in a PSLRA litigation being pursued in the United States, *In re Parmalat Securities Litigation*, Master Docket 04 Civ. 0030 (LAK) (S.D.N.Y.).

Awards & Recognition

In 2015, for the fourth time in five years, Cohen Milstein was selected to the *National Law Journal* **Plaintiffs' Hot List**

In 2015, Cohen Milstein Partner Carol V. Gilden was selected as "Pension Funds Litigation Attorney of the Year in Illinois" for the second year in a row by the Corporate INTL Legal Awards.

In 2014, Cohen Milstein's Antitrust Practice was selected as a Practice Group of the Year by Law360.

In 2014, Cohen Milstein Partner Kit Pierson was selected as an MVP by Law360.

In 2014, Cohen Milstein was named a "**Most Feared Plaintiffs Firm**" by Law360 for the second year in a row.

In 2014, Cohen Milstein was selected as an **Elite Trial Lawyer** firm by the National Law Journal.

Cohen Milstein Partners Steven J. Toll, Joseph M. Sellers, Kit A. Pierson, and Agnieszka M. Fryszman Selected to the **2014 Lawdragon 500**.

Joseph M. Sellers, Theodore J. Leopold, Leslie M. Kroeger, and Wallace B. McCall Make "**Best Lawyers' List**" for 2015.

Released in 2014, the 2013 SCAS 50 Report on Total Securities Class Action Settlements once again ranked Cohen Milstein as a top firm.

In 2014, Theodore J. Leopold, a partner at Cohen Milstein, was been selected to the Top 100 Miami Florida Super Lawyers list. Partner Leslie M. Kroeger and Of Counsel Attorney Wallace B. McCall were selected to the **2014 Florida Super Lawyers** list and Diana L. Martin was selected to the **Florida Rising Stars** list.

In 2014, Cohen Milstein attorneys Leslie M. Kroeger and Adam J. Langino were both recognized in the 2014 edition of **Florida Trend's Florida Legal Elite™**. Kroeger is recognized as Legal Elite and Langino is listed as an Up-and-Comer.

In 2014, Cohen Milstein was selected to the selected to the **National Law Journal's Midsize Hot List**.

In 2014, Cohen Milstein was recognized as a "**Highly Recommended Washington, DC Litigation Firm**" by Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms and Attorneys.

In 2014, Cohen Milstein was ranked as a **Leading Plaintiff Class Action Antitrust Firm in the United States by the Legal 500** for the sixth year in a row.

In 2014, Partner Richard Koffman was named, for the fourth consecutive year, in the Legal 500 United States "**Leading Lawyers**" list under the category of "Litigation - Mass Tort and Class Action: Plaintiff Representation - Antitrust".

In 2014, Cohen Milstein attorneys Christopher Cormier, Agnieszka Fryszman, Julie Goldsmith Reiser, Joseph Sellers, Daniel Sommers, and Steven Toll were recognized as **Local Litigation Stars** by Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms and Attorneys.

In 2014, Cohen Milstein attorneys R. Joseph Barton, Andrew Friedman, Agnieszka Fryszman, Karen Handorf, Kit A. Pierson, Julie Reiser, Bruce Rinaldi, Joseph M. Sellers, Linda Singer, Daniel A. Small, Daniel S. Sommers, Steven J. Toll and Christine E. Webber were selected as **Washington DC Super Lawyers**.

In 2014, Cohen Milstein attorneys Laura Alexander, Monya Bunch, S. Douglas Bunch, Joshua S. Devore, Jeffrey Dubner, Johanna Hickman, Joshua Kolsky, Kalpana Kotagal, Emmy Levens, Peter Romer-Friedman, Michelle Yau and David Young were selected as **Washington DC Rising Stars** by Super Lawyers.

In 2014, Cohen Milstein Partner Carol V. Gilden was selected as the Illinois Pension Fund Attorney of the Year.

In 2014, Theodore J. Leopold, a partner at Cohen Milstein, was been selected to the Top 100 Miami Florida Super Lawyers list. Partner Leslie M. Kroeger and Of Counsel Attorney Wallace B. McCall were selected to the 2014 Florida Super Lawyers list and Diana L. Martin was selected to the Florida Rising Stars list.

In 2014, Cohen Milstein attorneys Leslie M. Kroeger and Adam J. Langino were both recognized in the 2014 edition of Florida Trend's Florida Legal Elite™. Kroeger is recognized as Legal Elite and Langino is listed as an Up-and-Comer.

In 2014, Best Lawyers named Cohen Milstein Partner Joseph Sellers D.C. Litigation - Labor & Employment Lawyer of the Year.

In 2013, for the third-year in a row, Cohen Milstein was selected to the *National Law Journal* **Plaintiffs' Hot List**.

In 2013, Cohen Milstein was named a "**Most Feared Plaintiffs Firm**" by Law360.

In 2013, Cohen Milstein was ranked as a Leading Plaintiff Class Action Antitrust Firm in the United States by the Legal 500 for the fifth year in a row.

In 2013, Cohen Milstein attorneys Joseph Barton, Andrew Friedman, Agnieszka Fryszman, Karen Handorf, Kit A. Pierson, Julie G. Reiser, Joseph M. Sellers, Daniel A. Small, Daniel S. Sommers, Steven J. Toll, and Christine E. Webber were selected as **Washington DC Super Lawyers**.

In 2013, Cohen Milstein attorneys Joshua Devore and Michelle Yau were selected as **Washington DC Rising Stars** by Super Lawyers.

In 2013, Cohen Milstein Partner Carol V. Gilden was selected as a **2013 Illinois Super Lawyer**. She has been selected every year since 2005.

In 2012, for the second-year in a row, Cohen Milstein was selected to the *National Law Journal* **Plaintiffs' Hot List**.

In 2012, Cohen Milstein was the recipient of the Judith M. Conti Pro Bono Law Firm of the Year Award from the Employment Justice Center.

In 2012, Cohen Milstein was recognized as a "Highly Recommended Washington, DC Litigation Firm" by Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms and Attorneys.

In 2012, Cohen Milstein was ranked as a top firm by the 2011 SCAS Report on Total Securities Class Action Settlements.

In 2012, Cohen Milstein was ranked as a Leading Plaintiff Class Action Antitrust Firm in the United States by the Legal 500 for the fourth year in a row.

In 2012, Partner Joseph M. Sellers was selected as a **Washington DC Super Lawyer**. Mr. Sellers was also selected for this prestigious award in 2007, 2008, 2009, 2010, and 2012.

In 2012, Partner Steven J. Toll was selected as a **Washington DC Super Lawyer**. Mr. Toll was also selected for this prestigious award in 2007, 2009, 2010, and 2011.

In 2012, Partner Daniel S. Sommers was selected as a **Washington DC Super Lawyer**. Mr. Sommers was also selected for this prestigious award in 2011.

In 2012, Partner Christine E. Webber was selected as a **Washington DC Super Lawyer**. Ms. Webber was also selected for this prestigious award in 2007.

In 2012, Partner Agnieszka M. Fryszman was selected as a **Washington DC Super Lawyer**.

In 2012, Partner Kit A. Pierson was selected as a **Washington DC Super Lawyer**.

In 2012, Partner Carol V. Gilden was selected as an **Illinois Super Lawyer**. Ms. Gilden was also selected for this prestigious award in 2005, 2006, 2007, 2008, 2009, 2010, and 2011.

In 2011, Cohen Milstein was selected to the *National Law Journal* **Plaintiffs' Hot List**.

In 2011, Partner Joseph M. Sellers was selected as a "**Visionary**" by The *National Law Journal*.

In 2011, Partner J. Douglas Richards, Of Counsel Joel Laitman, and Of Counsel Christopher Lometti were selected as **New York - Metro Super Lawyers**.

In 2011, Partner Joseph M. Sellers and the *Keepseagle v. Vilsack* team were selected as a finalist for the **2011 Trial Lawyer of the Year Award** from the Public Justice Foundation.

In 2011, **Cohen Milstein was ranked as a Leading Plaintiff Class Action Antitrust Firm in the United States** by the Legal 500 for the third year in a row.

In 2011, Partners Steven Toll, Joseph Sellers, and Daniel Sommers were selected as **Washington DC Super Lawyers**. Partner J. Douglas Richards, Of Counsel Joel Laitman and Christopher Lometti were

selected as **New York - Metro Super Lawyers**. Partner Carol Gilden was selected as an **Illinois Super Lawyer**.

In 2011, Cohen Milstein was a recipient of The *National Law Journal's* **Pro Bono Award**. The Firm was named one of the "six firms that best reflect the pro bono tradition."

In 2010, Partner Joseph M. Sellers was selected as one of "**The Decade's Most Influential Lawyers**" by *The National Law Journal*.

In 2010, Partner Steven J. Toll was named one of Law360's "**Most Admired Attorneys**".

In 2010, Partner Andrew N. Friedman was selected as a **Washington DC Super Lawyer**.

In 2010, Partner Linda Singer was selected as one of "**Washington's Most Influential Women Lawyers**" by *The National Law Journal*.

In 2010, Partner Agnieszka M. Fryszman was selected as a finalist for the **Trial Lawyer of the Year Award** from the Public Justice Foundation.

In 2010, Partners Joseph M. Sellers and Agnieszka M. Fryszman were both selected as one of the **Lawdragon 500 Leading Lawyers in America**.

In 2010, Cohen Milstein was once again ranked as a **Leading Plaintiff Class Action Antitrust Firm in the United States** by the Legal 500.

In 2009, Partner Steven J. Toll was named a **Top Attorney in Corporate Litigation for Securities Litigation** by Super Lawyers.

In 2009, Partners Joseph M. Sellers and Christine E. Webber were named as **Top Washington Lawyers** by the Washingtonian Magazine.

In 2009, Cohen Milstein was recognized as **one of the top 50 law offices in Washington D.C. for diversity efforts**.

In 2009, Cohen Milstein was nominated for the prestigious **Class Action Law Firm of the Year** award by Global Pensions magazine for the third year in a row.

Cohen Milstein ranked as a **2009 Leading Plaintiff Class Action Antitrust Firm in the United States** by *The Legal500*.

The **2008 SCAS Report on Total Securities Class Action Settlements** ranked Cohen Milstein as a top firm for the second year in a row.

In 2008, Cohen Milstein was nominated for the prestigious **Class Action Law Firm of the Year** award by Global Pensions magazine for the second year in a row.

In 2008, Managing Partner Steven J. Toll was named one of Lawdragon's **100 Lawyers You Need to Know in Securities Litigation**.

In 2008, Steven J. Toll and Joseph M. Sellers were both named as one of Lawdragon's "**500 Leading Lawyers in America.**"

500 Leading Plaintiffs' Lawyers in America

Lawdragon
January-February, 2007

Top Antitrust Plaintiffs' Firm

Competition Law 360
February 14, 2007
Cohen Milstein named #1

Joseph M. Sellers was selected by his peers to be included in the 2007 edition of **The Best Lawyers in America®** in the specialty of Civil Rights Law.

Beacon of Justice Award - For Cohen Milstein's work on the Guantanamo cases.

From the National Legal Aid and Defender Association
Summer 2007

Fierce Sister Award - For Cohen Milstein's work on the comfort woman case.

Summer 2007

The Plaintiffs' Hotlist

The National Law Journal
October 9, 2006

Runner up for Matter of the Year

Global Competition Review
February, 2005
On Empagran matter, praised for ingenuity in how the case was prosecuted

Attorney Profiles – Partners

Steven J. Toll

Steven J. Toll joined the Firm in 1979 and has been lead or principal counsel in some of the most highly publicized stock fraud cases for over 30 years. He has been Managing Partner of the Firm since 1997 and is co-chair of the Securities Fraud/Investor Protection practice group. Mr. Toll was profiled in the February 1996 *Washington Business Journal* as one of five attorneys that stand out as the “cream of the crop” in the Washington D.C. legal community. *Lawdragon* named him as one of the 500 Leading Lawyers in America in 2006-07-08, as well as naming him one of the 100 Lawyers You Need to Know in Securities Litigation in 2008. In 2010, Mr. Toll was selected *Law360*’s “Most Admired Attorneys” and in 2012 and 2013, he was selected as a “Leading Plaintiffs Star in the District of Columbia” by Benchmark: Litigation, *the Guide to America’s Leading Litigation Firms and Attorneys*.

In July 2005, Mr. Toll was lead trial counsel in one of the few securities class actions to go to trial involving Globalstar, a satellite manufacturer. Mr. Toll successfully argued the motions before and during trial and ultimately achieved a settlement of \$20 million shortly before the case was scheduled to go to the jury. In approving the settlement, U.S. District Judge Kevin Castel remarked that Mr. Toll and his colleagues had “done a terrific job in presenting the case for the plaintiffs.”

Mr. Toll is co-lead counsel in the largest case ever resolved involving mortgage-backed securities, the case against Countrywide. That case ultimately settled, after years of vigorous litigation and multiple legal challenges, for \$500 million in 2013. Some of Mr. Toll’s other notable cases include those against Lucent Technologies, which was settled in 2001 for approximately \$575 million, at the time, the second largest securities class action settlement ever achieved; *Converium*, where he negotiated a global settlement in the U.S. courts and the courts in Amsterdam of \$135 million; *MF Global*, where he helped negotiate a settlement of \$90 million; *Southmark Securities Litigation*, where he helped achieve a settlement of \$70 million from the company’s auditors, Drexel Burnham and Michael Milken; *Norman v. Salomon Smith Barney*, where he negotiated a \$50 million settlement on behalf of customers of Salomon’s Guided Portfolio Management Program, who alleged that Salomon invested their money in companies in order to boost Salomon’s investment banking business.

Mr. Toll also served as co-lead counsel in one of the most publicized frauds of the 1990s -- *Cascade International* (S.D. Fla.) where the mastermind of the fraud, Victor Incendy, is still a fugitive from justice. The case settled on the eve of trial against Raymond James Inc. -- the only securities class action ever successfully litigated against a brokerage firm for its role as a research analyst.

Mr. Toll is currently co-lead counsel in the BP Securities Litigation, a major case stemming out of the Deepwater Horizon explosion in 2010 and BP’s process safety disclosures. He led the Firm’s team as co-lead counsel in one of the most highly publicized fraud cases of this era, the securities fraud class action involving Parmalat, the Italian dairy manufacturer; the case is known as Europe’s “Enron,” because of the similarities of the fraudulent schemes and the non-existence of billions of dollars of assets that had been recorded on Parmalat’s financial statements. That case was settled for \$90 million. He was also lead counsel in a mortgage-backed securities case against Lehman Brothers that settled for \$40 million.

He has written for and spoken at various conferences about securities law and corporate governance issues, including, *inter alia*, *The Plaintiffs’ Perspective*, *Securities Regulation and the New Law*,

National Legal Center for the Public Interest, No. 1, Sept. 1996; *The Sarbanes-Oxley Bill Provides No Assistance To Investors Seeking To Recovery From Corporate Fraud*, ABA Annual Meeting, August 2002; *The Analyst Cases Involving Merrill Lynch, and Its Internet Analyst Henry Blodget, and Salomon Smith Barney and Its Telecommunications Analyst Jack Grubman*, Mass Torts Made Perfect (presented January 2003); and *Coming to Terms with Loss Causation after Dura: A Response to Professors Portnoy, Ferrell, and Saha*, The Journal of Corporation Law, Fall 2009.

Mr. Toll is an honors graduate of the Wharton School of the University of Pennsylvania (B.S., Accounting, *cum laude*, 1972). He graduated from Georgetown University Law Center (J.D., 1975) where he was Special Project Editor of the Tax Lawyer.

Joseph M. Sellers

Joseph M. Sellers, a Partner at the Firm and head of the Civil Rights & Employment practice group, joined Cohen Milstein in 1997.

Mr. Sellers has represented victims of discrimination and other illegal employment practices individually and through class actions. He has tried several civil rights class actions to judgment before juries and has argued more than 25 appeals in the federal and state appellate courts, including the United States Supreme Court. He has served as class counsel, and typically lead counsel, in more than 30 civil rights and employment class actions.

Those cases have included: serving as lead counsel in *Keepseagle v. Vilsack* (D.D.C.), which resulted in a settlement providing \$760 million of relief and broad injunctive relief to Native American farmers and ranchers who were denied loans or loan servicing by the United States Department of Agriculture. In approving the settlement, the Court commended counsel saying, “[i]t’s probably the best negotiated agreement that this court has seen in its experience . . . the terms of this settlement are historic,” and Cohen Milstein has “demonstrated the highest level of skills and professionalism.” In addition, Mr. Sellers represented a class of women alleging sex discrimination in promotions and compensation in *Dukes v. Wal-Mart Stores, Inc.* (N.D. Cal.), where he presented oral argument on their behalf before the United States Supreme Court and continues to represent them in regional class actions formed in the wake of the Supreme Court’s ruling; he has successfully represented a class of more than 28,000 women employees at Boeing facilities in Washington state in *Beck v. Boeing Company* (W.D. Wash.), where they alleged sex discrimination in compensation and promotion practices and overtime decisions; *Conway, et al. v. Deutsch* (E.D. Va.), involving a class of female covert case officers at the CIA alleging sex discrimination in promotions and job assignments; *Johnson v. Freeh* (D.D.C.), involving a class of African-American FBI special agents alleging racial discrimination in promotion and job assignments; *Neal v. Director, D.C. Dept. of Corrections* (D.D.C.), the first sexual harassment class action tried to a jury on behalf of a class of women correctional employees and women and men subject to retaliation at the D.C. Department of Corrections; and *Trotter v. Perdue Farms* (D. Del.), involving a company-wide collective action brought under the Fair Labor Standards Act for violations of federal wage and hour law.

Throughout his career, Mr. Sellers has also been active in legislative matters. He has testified more than 20 times before Committees of the United States Senate and House of Representatives on various civil rights and employment matters. He worked on the passage of the Civil Rights Act of 1991, the Americans with Disabilities Act of 1990, and the Lily Ledbetter Fair Pay Restoration Act of 2009.

Mr. Sellers has trained lawyers at the U.S. Equal Employment Opportunity Commission and the U.S. Department of Justice on the trial of civil rights cases and has lectured extensively throughout the country on various civil rights and employment topics. He was an Adjunct Professor at the Washington College of Law at American University, where he taught Employment Discrimination law, and at the Georgetown University Law Center, where he taught Professional Responsibility.

He served on the Obama/Biden Transition Team in 2008 and the Clinton/Gore Transition Team in 1992 and 1993. He also served as a Co-Chair of the D.C. Circuit Task Force on Gender, Race and Ethnic Bias to which he was appointed by the judges of the D.C. Circuit Court of Appeals and the U.S. District Court for the District of Columbia.

At the request of the Ford Foundation and the American Bar Association, Mr. Sellers delivered a series of lectures and designed and delivered a mock trial on civil rights law to Chinese judges, lawyers and other government officials in China.

Mr. Sellers was recognized as one of the top lawyers in Washington and as one of the top 10 plaintiffs' employment lawyers in the country. In 2010, he was recognized as one of "The Decade's Most Influential Lawyers" by The National Law Journal, in 2011 he was recognized as a Visionary in the legal profession by The Legal Times and in 2012 he was given the Wiley A. Branton Award by the Washington Lawyers' Committee for Civil Rights and Urban Affairs for his leadership in civil rights. He is served as a professionally-trained mediator and has served as the President of the Washington Council of Lawyers.

Prior to joining Cohen Milstein, Mr. Sellers served as head of the Employment Discrimination Project of the Washington Lawyers' Committee for Civil Rights and Urban Affairs for over 15 years.

Mr. Sellers received a J.D. from Case Western Reserve School of Law (1979), where he served as Research Editor of the Case Western Reserve Law Review, and a B.A. in American History and Literature from Brown University (1975).

Mr. Sellers is admitted to practice in the District of Columbia.

Andrew N. Friedman

Andrew Friedman, a Partner at the Firm, joined Cohen Milstein in 1985. He is a member of the Securities Fraud/Investor Protection practice group and the head of the Consumer Protection & Unsafe Products practice group.

Mr. Friedman has been involved in many successful securities class actions. In July, 2005, Mr. Friedman served as one of lead trial counsel at the trial of a certified class action in *In re Globalstar Securities Litigation* in the United States District court for the Southern District of New York. Near the end of the second week of trial, a cash settlement of \$20 million was reached for the benefit of the certified class. The settlement was approved by Judge P. Kevin Castel, who was highly complimentary of counsel: "This case has been litigated by top trial lawyers, each of whom, as to both lead counsel and the other counsel in the case, have been exceptionally fine in their presentation of the evidence. Mr. Toll, Mr. Friedman, Mr. Shalov, their colleagues Mr. Devore, Ms. Peterson, have all done a terrific job in presenting the case for the plaintiffs."

In addition, Mr. Friedman served as one of co-lead or principal counsel in *Norman Frank et al. v. David L. Paul* (recovery of over \$18 million); *In re Jiffy Lube Securities Litigation* (D. Md.) (recovery of over \$12 million); and *In re Immunex Securities Litigation* (W.D. Wash.) (recovery of \$14 million, then the largest securities class action settlement in Seattle). Mr. Friedman was one of the Firm's attorneys selected by the County of Cuyahoga, Ohio to prosecute a lawsuit that sought to recover losses from the County's Secured Assets Fund Earnings Program (S.A.F.E.). The lawsuit alleged that broker/dealers and a financial institution assisted the County in engaging in unsuitable and inappropriate investments and trading activity. The case settled favorably for \$9.5 million.

In the consumer protection area, Mr. Friedman has been instrumental in securing significant recoveries on behalf of thousands of consumers. He was one of the principal counsel in *Snyder v. Nationwide Mutual Insurance Company* (Sup. Ct., Onondaga Cnty, N.Y.), a class action that resulted in a settlement valued at between \$85 million and \$103 million. As one of two co-lead counsel in a class action against Thomson Consumer Electronics, Mr. Friedman reached a court-approved agreement that made up to \$100 million available for persons who paid for unreimbursed repairs to televisions. He was also part of the plaintiffs' team that secured nationwide benefits for GM vehicle purchasers as the result of defective automobile engine coolants. *In re General Motors Dex-Cool Products Liability Litigation* (S.D. Ill).

Mr. Friedman has been a speaker on numerous panels for legal education seminars and institutional investor conferences on the issues of securities class actions, securities fraud monitoring, accounting fraud and corporate governance. He was featured in a November 15, 1997 Washington Post article about securities class actions and profiled in the April 14, 2000 edition of The Washington Business Journal. In 2007, Lawdragon named Mr. Friedman as one of the 3,000 Leading Plaintiffs' Lawyers in America and in 2011, he was named to the Super Lawyers 2011 Business Edition for litigation.

Prior to joining Cohen Milstein, Mr. Friedman served as an attorney with the U.S. Patent and Trademark Office.

Mr. Friedman graduated from Tufts University with a B.A. in Psychology (1980, *magna cum laude*, Phi Beta Kappa) and is a 1983 graduate of the National Law Center, George Washington University.

Mr. Friedman is admitted to practice in the District of Columbia and New York.

Daniel S. Sommers

Daniel Sommers, a Partner at the Firm, joined Cohen Milstein in 1988. He is co-chair of the Firm's Securities Fraud practice group and is a member of the Firm's Executive Committee.

During his career at Cohen Milstein, Mr. Sommers served as lead or co-lead counsel or otherwise played a significant role in securities class actions in federal courts throughout the United States. He currently represents institutional investors including, among others, the Ohio Public Employees Retirement System, the State Teachers Retirement System of Ohio and the Arkansas Public Employees Retirement System, as well as various Taft-Hartley pension funds. He is one of the lead counsel for investors in significant securities litigation matters including *In re Bear Stearns Mortgage Pass Through Certificates Litigation* (S.D.N.Y.), and is also currently involved in the prosecution of the *In re Fannie Mae Securities Litigation* (D.D.C.). In addition, Mr. Sommers served as one of the lead U.S. counsel for investors in *In re Converium (Scor) Securities Litigation*, where he utilized the Dutch

Collective Settlement Statute to obtain a groundbreaking opinion from the Amsterdam Court of Appeal approving a world-wide settlement on behalf of non-U.S. investors.

Mr. Sommers has obtained significant recoveries for investors in numerous class action cases including: *Steiner v. Southmark Corporation* (N.D. Tex.) (over \$70 million recovery); *In re PictureTel Inc. Securities Litigation* (D. Mass.) (\$12 million recovery); *In re Physician Corporation of America Securities Litigation* (S.D. Fla.) (\$10.2 million recovery); *In re Gilat Satellite Securities Litigation* (E.D.N.Y.) (\$20 million recovery); *In re Pozen Inc. Securities Litigation* (M.D.N.C.) (\$11.2 million recovery); *In re Nextel Communications Securities Litigation* (D.N.J.) (up to \$27 million recovery); *In re PSINet Inc. Securities Litigation* (E.D. Va.) (\$17.8 million recovery); *In re Cascade International Inc. Securities Litigation*, (S.D. Fla.) (global recovery of approximately \$10 million); *In re GT Solar Securities Litigation* (D.N.H.) (recovery of \$10.5 million) and *In re ECI Telecom Securities Ltd. Litigation* (E.D. Va.) (\$21.75 million recovery). He has also handled significant appellate matters including arguing before the United States Court of Appeals for the Eleventh Circuit in *In re CP Ships Ltd. Securities Litigation*, 578 F. 3d 1306 (2009), where he successfully opposed objections to a settlement that provided non-U.S. investors with the protections of the federal securities laws. In addition, he was co-lead counsel for investors before the United States Supreme Court in *Broudo v. Dura Pharmaceuticals, Inc.*, 544 U.S. 336 (2005) (addressing the standards for pleading loss causation).

Mr. Sommers is also experienced in non-class action litigation. He represented TBG Inc., a multi-billion dollar privately-held overseas corporation, in a multi-party, complex action alleging fraud in a corporate acquisition and represented individuals in connection with investigations brought by the United States Securities and Exchange Commission. He also has represented publicly traded corporations in the prosecution and defense of claims. Mr. Sommers has litigated cases covering a wide-range of industries including the financial services, computer software, pharmaceutical, insurance, real estate and telecommunications industries among others. In addition, he has substantial experience in cases presenting complex accounting and auditing issues.

Mr. Sommers has been a guest lecturer at the Georgetown Law Center, the George Washington University Law School and the Columbus School of Law at the Catholic University of America on the topics of class actions and securities litigation. He is a frequent commentator on the federal securities laws and corporate governance issues, and addresses institutional investor groups, lawyers and others on these topics as illustrated below:

- Guest panelist on “It’s Your Business,” a nationally syndicated television program, where he spoke on investor lawsuits.
- Addressed the California State Association of County Retirement Systems, to whom he spoke on corporate governance and fiduciary duties and liabilities.
- Spoke at a District of Columbia Bar Association program in 2005 where he addressed “Attorney Liability in the Post-Enron, Post-Sarbanes-Oxley Era.”
- Panelist at a 2006 presentation to Illinois-based institutional investors on the topic of “The Growing Emphasis on Fiduciary Responsibility: Implications for Illinois Pension Funds and the Emergence of Guiding Principles.”

- Addressed the Professional Liability Underwriting Society in 2007 on the topic of "Global Companies, Global Risk: Exposure Arising Outside the U.S."
- Panelist at a 2008 District of Columbia Bar Association Program where he addressed "Developing Pleading Standards in Securities Cases."
- Spoke at a 2008 IQPC Forum on Subprime and Structured Finance Litigation on the topic of "Understanding the Plaintiff's View in the Subprime Crisis."
- Panelist at District of Columbia Bar Association Program in 2009 on "Public and Private Perspectives on the Enforcement of the Federal Securities Laws in our Global Markets."
- Panelist at a 2010 District of Columbia Bar Association Program on the topic of "Enforcement of the Federal Securities Laws in Our Global Financial Markets: Public and Private Perspectives on *Morrison v. National Australia Bank* and Beyond."
- Panelist at a 2010 District of Columbia Bar Association Program on the topic of "Private Securities Litigation: Critical Trends and Developments in Securities Class Actions."
- Panelist at 2011 District of Columbia Bar Association Program on the topic of "Independent Auditors As Gatekeepers For Investors: The Legal Landscape In Our Global Financial Markets."
- Panelist at 2013 District of Columbia Bar Association Program on the topic of "Global Securities Enforcement Issues: From *Morrison* to China."
- Panelist on Council of Institutional Investors 2013 Teleconference on its report: *A Survey of Morrison's Impact on CII Members*.
- Panelist at 2014 District of Columbia Bar Association Program on the topic of "Supreme Court Securities Litigation Roundup: Developments and Trends."
- Panelist at 2014 ALI CLE Program, "Accountants' Liability 2014: Confronting Enforcement and Litigation Risks."

Mr. Sommers was recognized in 2011, 2012, 2013 and 2014 as a Washington, D.C. "Super Lawyer" in the area of securities litigation and in 2012 he was selected as National "Litigation Star" and as a "Leading Plaintiffs Star in the District of Columbia" in the area of securities litigation by Benchmark: Litigation, and appeared in its *Guide to America's Leading Litigation Firms and Attorneys*. In addition, he received a Martindale-Hubbell® AV Preeminent™ Rating. In 2007, Mr. Sommers was appointed to serve as the chairman of the Investor Rights Committee of the Corporation, Finance and Securities Law Section of the District of Columbia Bar, and also served as vice-chair of that committee. He is a member of the Advisory Board of the Securities Regulation & Law Report published by Bloomberg BNA. In addition, he is a member of the Securities Litigation Committee of the American Bar Association, the Council of Institutional Investors, and the National Association of Public Pension Attorneys.

He is a 1983 graduate of Union College, earning a B.A. in Political Science (*magna cum laude*), and a 1986 graduate of the George Washington University Law School. Mr. Sommers is admitted to practice in federal courts including the United States District Courts for the Districts of New Jersey,

Maryland, Eastern District of Michigan and the District of Columbia, as well as the United States Courts of Appeals for the District of Columbia, Fourth, Ninth, Tenth and Eleventh Circuits. Mr. Sommers is also admitted to practice before the Supreme Court of the United States.

Mr. Sommers is a member of the bar of the states of New Jersey and New York as well as the District of Columbia. Mr. Sommers works in the Firm's Washington, D.C. office.

Daniel A. Small

Dan Small has been a partner at Cohen Milstein for over 19 years and has chaired or co-chaired the firm's antitrust practice group since from 2008 through 2014.

Mr. Small has represented plaintiff classes, often as lead counsel, in numerous antitrust cases over the last 25 years, and has recovered hundreds of millions of dollars. He has tried cases to verdict before juries and has argued cases in several appellate courts including the United States Supreme Court.

Among the cases on which Mr. Small has worked are: *In re Intel Corp. Microprocessor Antitrust Litig.* (D. Del.), where he serves as co-lead counsel on behalf of a putative class of purchasers of Intel-powered PCs asserting monopolization claims; *Meijer, Inc. v. 3M* (E.D. Pa.), a monopolization case in which Mr. Small, as lead counsel, negotiated a \$30 million settlement on behalf of direct purchasers of transparent tape; *In re Buspirone Antitrust Litig.* (S.D.N.Y.), in which the plaintiff class alleged that Bristol Myers-Squibb Co. unlawfully excluded generic drug competition, and Mr. Small, as co-lead counsel, helped negotiate a \$90 million settlement; and *Pease v. Jasper Wyman & Son, et al.*, (Super. Ct., Knox Cty., Maine), a price-fixing class action on behalf of Maine wild blueberry growers in which Mr. Small successfully tried the case to a jury, obtaining a judgment of nearly \$60 million. Mr. Small also represented Hy-Ko Products Co. in a competitor action against the dominant sellers, respectively, of key blanks and automatic key duplication machines. He also is defending the Service Employees International Union in an antitrust conspiracy action brought by Prime Healthcare Services, Inc.

Mr. Small has substantial appellate experience, including briefing and arguing *Free v. Abbott Laboratories*, No. 99-391, in the United States Supreme Court. That case presented the issue of whether a supplemental jurisdiction statute overruled *Zahn v. International Paper Co.* The Court split 4-4, with Justice O'Connor recusing herself. Additionally, Mr. Small successfully briefed and argued appeals in *In re Publication Paper Antitrust Litig.*, 690 F.3d 51 (2d Cir. 2012) (reversing district court's grant of summary judgment against plaintiffs in price-fixing class action), *In re Brand Name Prescription Drug Antitrust Litig.*, 123 F.3d 599 (7th Cir. 1997) (reversing denial of plaintiffs' motion to remand to state court for lack of federal jurisdiction), *Paper Systems, Inc. v. Nippon Paper Industries Co., Ltd.*, 281 F.3d 629 (7th Cir. 2002) (holding that defendant that sold indirectly to class members was liable under federal antitrust law for damages caused by direct sales of its co-conspirators). Mr. Small also briefed and argued the appeal in *Mack v. Bristol-Myers Squibb Co.*, 1996-1 Trade Cas. (CCH) ¶¶ 71,401 (Fla. 1st DCA 1996), obtaining the first opinion construing the Florida Deceptive and Unfair Trade Practices Act to permit indirect purchasers to sue for damages for antitrust violations.

Mr. Small is a member of the Advisory Board of the American Antitrust Institute, and he chairs the committee that selects the annual winner of the Jerry S. Cohen Memorial Writing Award for the best antitrust scholarship. He has been invited to speak on antitrust and class action topics at events organized by the American Bar Association, the District of Columbia Bar, the Conference Board, and the American Antitrust Institute, among others. In 2013 and 2014, Mr. Small was recognized as a

Washington, D.C. "Super Lawyer" for antitrust litigation, and he was named both a plaintiffs "Local Litigation Star" in the District of Columbia and a national antitrust "Litigation Star" by Benchmark Plaintiff. Mr. Small is listed in the The International Who's Who of Competition Lawyers & Economists 2014 as one of the world's leading competition lawyers.

Mr. Small is a 1981 graduate of Colgate University, receiving a B.A. (*cum laude*) in History. He graduated from American University's Washington College of Law in 1986, and joined Cohen Milstein after serving as a law clerk to the Honorable Roger Vinson, United States District Court for the Northern District of Florida (1986-1988). Mr. Small is admitted to practice in Maryland and the District of Columbia.

Christine E. Webber

Christine Webber, a Partner at the Firm and a member of the Civil Rights & Employment practice group, joined Cohen Milstein in 1997. Ms. Webber represents plaintiffs in class action employment discrimination and Fair Labor Standards Act cases. Ms. Webber's current docket includes *Dukes v. Wal-Mart Stores, Inc.* (N.D. Cal.), challenging Wal-Mart's treatment of women employees with complaints of discrimination in pay and promotion; and *In re Tyson Foods FLSA MDL*, (M.D. Ga.), a collective action involving FLSA claims at over 40 Tyson chicken processing plants. Ms. Webber was also counsel to the plaintiff class in *Keepseagle v. Vilsack*, and is currently administering the claims process through which \$760 million of relief will be awarded to Native American farmers and ranchers who were denied loans or loan servicing by the USDA. Ms. Webber was part of the team recognized by Public Justice as finalists for their Trial Lawyer of the Year award in 2011 for the work done in *Keepseagle*.

She represented plaintiffs in *Beck v. The Boeing Co.* (W.D. Wash.), a class action alleging sex discrimination in compensation and promotions which settled in 2004 for \$72.5 million. She was also lead counsel in *Hnot v. Willis* (S.D.N.Y.), representing a class of women at the vice-president level and above whose challenge to sex discrimination in compensation resulted in a settlement averaging \$50,000 per class member in 2008. She was counsel in *Trotter v. Perdue* (D. Del.), representing plaintiffs who were wrongly denied payment of overtime wages, and obtaining a \$10 million settlement.

In 2004 and 2007, Ms. Webber was named one of the Top Lawyers in Washington, D.C. by Washingtonian Magazine and was named one of the 2007 Washington, D.C. Superlawyers in the Civil Rights category. In 2011, Ms. Webber was recognized as one of the Top Women Lawyers in the Northeast in the labor and employment category by Arrive magazine.

Prior to joining Cohen Milstein, Ms. Webber received a Women's Law and Public Policy fellowship and worked for four years at the Washington Lawyers' Committee for Civil Rights and Urban Affairs in their Equal Employment Opportunity Project. She worked on a variety of employment discrimination cases, and focused in particular on the sexual harassment class action *Neal v. Director, D.C. Department of Corrections, et al.* Ms. Webber participated in the trial of this ground-breaking sexual harassment class action in 1995. Ms. Webber also tried the race discrimination case *Cooper v. Paychex* (E.D. Va.), and successfully defended the plaintiffs' verdict before the Fourth Circuit.

Ms. Webber is a member of the National Employment Lawyers' Association (NELA) and co-chair of their Class Action Committee. She is also co-chair of the Class Action Sub-committee of the D.C. Bar

Labor and Employment Law Section. She speaks regularly at CLE programs on employment discrimination and class actions, including presentations for NELA.

She graduated from Harvard University with a B.A. in Government (*magna cum laude*, 1988) and the University of Michigan Law School (J.D., *magna cum laude*, 1991, Order of the Coif). Following law school, Ms. Webber clerked for the Honorable Hubert L. Will, United States District Judge for the Northern District of Illinois.

Ms. Webber is admitted to practice in Illinois and the District of Columbia.

Richard A. Koffman

Richard Koffman, a Partner at the Firm, joined Cohen Milstein in 2003 and is the co-Chair of the Antitrust Practice Group. For each year from 2011-2014, the U.S. Legal 500 listed Mr. Koffman as one of the nation's "leading lawyers" in the field of antitrust class actions, describing him as a "strong brief writer and an excellent oral advocate."

Mr. Koffman is co-lead counsel for plaintiffs in *In re Urethane Antitrust Litigation* (D. Kan.), in which a Kansas jury returned a verdict for plaintiffs against The Dow Chemical Company in excess of \$400 million. The district court trebled the damage award as required under the federal antitrust laws and entered judgment against Dow for more than \$1.06 billion on July 26, 2013. On September 29, 2014, a panel of the United States Court of Appeals for the Tenth Circuit unanimously affirmed the \$1.06 billion judgment against Dow, holding that the evidence at trial amply supported the jury verdict. Four other defendants had previously settled for a total of \$139.5 million.

Mr. Koffman is also co-lead counsel for plaintiffs in *Wallach, et al. v. Eaton Corp., et al.* (D. Del.), in which plaintiffs allege a conspiracy to monopolize the market for heavy-duty truck transmissions. Mr. Koffman also served as co-lead counsel for plaintiffs in *In re Rubber Chemicals Antitrust Litigation* (N.D. Cal.), which settled for a total of approximately \$320 million; *In re Plasma-Derivative Protein Therapies Antitrust Litigation* (N.D. Ill.), which settled for a total of \$128 million; *In re Polyester Staple Antitrust Litigation* (W.D.N.C.), which settled for a total of \$46 million; *In re Endosurgical Products Antitrust Litigation* (C.D. Cal.), which settled for \$13 million in cash, plus structural relief worth more than \$26 million; and *Coalition for Elders' Independence, Inc., et al. v. Biovail Corp., et al.* (Cal. Super. Ct.), which settled for \$8.2 million.

Mr. Koffman came to Cohen Milstein after four years with the Antitrust and Civil Rights Divisions of the United States Department of Justice. In the Antitrust Division, Mr. Koffman served as a Senior Trial Attorney with the Computers and Finance Section (now Networks and Technology), which is responsible for antitrust enforcement and competition policy in the areas of information technology, Internet-related businesses, financial services, and the securities industry. In the Civil Rights Division, he served as a Senior Trial Attorney with the Housing and Civil Enforcement Section, where he worked to enforce the Fair Housing Act, the Equal Credit Opportunity Act, the Religious Land Use and Institutionalized Persons Act, and Title II of the Civil Rights Act of 1964.

Prior to joining the Department of Justice, Mr. Koffman spent seven years in private practice, first with Fine, Kaplan and Black in Philadelphia (working primarily on antitrust class actions and other complex commercial litigation) and then with Bernabei & Katz in Washington, D.C. (handling employment discrimination cases). While at Fine Kaplan, Mr. Koffman was actively involved in litigating several successful antitrust class actions on behalf of plaintiffs and classes, including *In re Nasdaq Market-*

Makers Antitrust Litigation (S.D.N.Y.) (settled for more than \$1 billion); *In re Polypropylene Carpet Antitrust Litigation* (N.D. Ga.); *In re Commercial Explosives Antitrust Litigation* (D. Utah); and *In re Drill Bits Antitrust Litigation* (S.D. Tex.). He was also co-counsel, along with John G. Roberts, Jr., who was then a Partner at Hogan & Hartson and is now Chief Justice of the United States Supreme Court, for Respondents in *First Options of Chicago, Inc. v. Kaplan*, 514 U.S. 938 (1995). In that case, argued by Mr. Roberts with Mr. Koffman assisting on the briefs, Mr. Koffman's clients won a unanimous ruling by the United States Supreme Court.

Immediately after law school, Mr. Koffman served as a judicial clerk for Judge James B. McMillan of the United States District Court for the Western District of North Carolina, and for Judge Anthony J. Scirica of the United States Court of Appeals for the Third Circuit.

Mr. Koffman is a graduate of Yale Law School (J.D., 1990), where he was a Senior Editor of the Yale Law Journal, and Wesleyan University, from which he received a B.A., with honors, in English (1986).

Mr. Koffman is admitted to practice in the District of Columbia, the United States Supreme Court, and the United States Courts of Appeals for the Eighth, Ninth, and Tenth Circuits.

Agnieszka M. Fryszman

Agnieszka Fryszman, a Partner at Cohen Milstein, joined the Firm in 1998. She heads Cohen Milstein's International Human Rights and Pro Bono practice.

Ms. Fryszman regularly litigates complex cases against corporate giants. She was a member of the legal team that successfully represented survivors of Nazi-era forced and slave labor against the German and Austrian companies that allegedly profited from their labor. These cases were resolved by international negotiations that resulted in multi-billion dollar settlements. She also represented, pro bono, Holocaust survivors suing Swiss banks that collaborated with the Nazi regime during World War II. This litigation led academics to revise their assessment of Switzerland's relationship with Nazi Germany and exposed the extent of business participation in the Holocaust.

Ms. Fryszman and colleague Matthew Handley earned the National Law Journal's Pro Bono Award for their efforts on behalf of Nepali laborers injured or killed at U.S. military bases in Iraq and Afghanistan. They obtained several judgments and significant settlements on behalf of the families. She currently represents victims of a human trafficking ring that lured men from Nepal with the promise of employment at luxury hotels, but instead took them against their will to work for U.S. military contractors in Iraq. Ms. Fryszman investigated and initiated suit against military contractors KBR and Daoud & Partners, filing one of the first complaints under the Trafficking Victims Protection Act. Her work on behalf of the former "comfort women," women and girls trafficked into sexual slavery by the government of Japan during World War II, was recognized with the "Fierce Sister" award from the National Asian Pacific American Women's Forum. She also represents Indonesian villagers in a lawsuit against Exxon Mobil over abuses allegedly committed by the defendant's security force.

Ms. Fryszman has been repeatedly recognized as one of the 500 "Leading Lawyers in America" by Lawdragon; a Washington, D.C. "Super Lawyer"; a "Leading Star" Plaintiffs' Litigator; and one of the Top 150 Women in Litigation by Benchmark. She was also a finalist for the Public Justice Foundation Trial Lawyer of the Year Award for her work on *Wiwa v. Royal Dutch Shell*. Ms. Fryszman joined the

legal team in that long-running case to prepare it for trial, resulting in a multi-million dollar settlement on the morning of jury selection.

Ms. Fryszman represented pro bono, victims of the September 11 attack on the Pentagon and obtained one of the highest awards for an injured survivor from the Victim's Compensation Fund. Ms. Fryszman also represented, pro bono, two individuals indefinitely detained without charge by the United States at Guantanamo Bay, work that was recognized with the Frederick Douglass Award from the Southern Center for Human Rights and the Beacon of Justice Award from the National Legal Aid and Defender Association.

In the Antitrust practice group, Ms. Fryszman represented small businesses that have been victims of alleged price-fixing.

Before joining Cohen Milstein, Ms. Fryszman was counsel to the United States House of Representatives Committee on the Judiciary, Subcommittee on Commercial and Administrative Law. She also served as counsel to Representative Henry Waxman, Ranking Member on the House Government Reform and Oversight Committee.

Ms. Fryszman graduated from Brown University with a B.A. in International Relations. She graduated (*magna cum laude* and Order of the Coif) from Georgetown University Law Center, where she was a Public Interest Law Scholar.

Ms. Fryszman is admitted to practice in the District of Columbia and New Jersey.

Julie Goldsmith Reiser

Julie Goldsmith Reiser is a partner at Cohen Milstein Sellers & Toll PLLC and member of the Firm's Securities Fraud/Investor Protection practice group. She has extensive experience with case generation, motion practice, developing and implementing discovery strategies, depositions, expert discovery and case resolution. Ms. Reiser focuses much of her practice on enforcement of the federal securities laws on behalf of sophisticated domestic and international institutional investors. She has represented these investors in class action and individual "opt-out" actions as well as in transaction-related litigation in Delaware Chancery Court.

Ms. Reiser currently works on several high-profile securities fraud actions seeking to return assets lost due to corporate fraud. She represents the New York State Common Retirement Fund in a securities class action against BP p.l.c. and certain of its former officers and directors. She also represents Iowa, Oregon and Orange County public retirement systems in a class action litigation against Countrywide related to its issuance of mortgage-backed securities, where a \$500 million settlement was finally approved. Ms. Reiser also represented Iowa PERS in the MBS actions against Bear Stearns (\$500 million settlement reached); Harborview (\$275 million settlement); and IndyMac (\$340 million settlement).

Ms. Reiser acted as co-lead counsel representing investors in the largest fraud in European corporate history, *In re Parmalat Sec. Litig.* (S.D.N.Y., \$90 million). She was co-lead counsel in *In re SCOR Holding (Switzerland) Securities Litigation* (S.D.N.Y., \$140 million) and was a member of the team representing Pacific Life Insurance Company in an opt-out action against WorldCom.

In the employment area, Ms. Reiser represented and settled claims on behalf of African American employees who claimed that Kroger discriminated against them in pay and promotions in *Wade v.*

Kroger (W.D. Ky.). She was involved in the litigation and successful settlement of *Beck v. The Boeing Co.* (W. D. Wash.), which alleged sex discrimination in compensation and promotions and was resolved for \$72.5 million.

Ms. Reiser served as Co-Chair for CLE International's 9th Annual Class Action Conference where she also was a panelist speaking on the Class Standing Doctrine.

Ms. Reiser is the author of "Dodd Frank's Protections for Senior Citizens: An Important, Yet Insufficient Step," *University of Cincinnati Law Review*, Volume 81, Issue 2, May 30, 2013; "Why Courts Should Favor Certification of MBS Actions," *ABA Securities Litigation Journal*, Volume 22, Number 1, Fall 2011; and the co-author of "The Misapplication of American Pipe Tolling Principles," *ABA Securities Litigation Journal*, Volume 21, Number 2, Winter 2011. She also co-authored Opt-Outs: Making Private Enforcement of the Securities Laws Even Better, featured in the Winter/Spring 2008 edition of the ABA's *Class Action and Derivative Suit Committee Newsletter* and Companies in the Cross Hairs: When Plaintiffs Lawyers Choose Their Targets, They Look for These Employment Practices, *The Legal Times*, February 21, 2005.

Since 2012, Ms. Reiser has been selected as a "Super Lawyer". She also has been named a "Leading Plaintiffs Star in the District of Columbia" by Benchmark Litigation, the Guide to America's Leading Litigation Firms and Attorneys, a "Local Litigation Star" in District of Columbia in the 2014 *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms and Attorneys*, and has also been recognized as one of the Top 150 Women in Litigation by Benchmark Plaintiff.

Ms. Reiser, who joined Cohen Milstein in 1999, graduated from Vassar College (B.A. with honors) and the University of Virginia School of Law (J.D.). She is admitted to practice in Washington State and the District of Columbia as well as the Fifth and Ninth Circuits.

Theodore J. Leopold

Theodore J. Leopold, a Partner, joined Cohen Milstein in January 2014 and is based in the Firm's Florida office. Prior to joining the Firm, he was the Founding Partner of Leopold Law P.A. in Palm Beach Fla.

Mr. Leopold has a state wide and national practice devoted solely to trial work. He specializes in consumer justice litigation with a focus on complex products liability, managed care, catastrophic injury and class action litigation. Mr. Leopold has tried cases throughout the country and has recovered multi-million dollar verdicts, including jury verdicts in the eight-figure and nine-figure amounts.

Recently, Mr. Leopold obtained a \$131 million verdict against the Ford Motor Company which was the eighth largest jury award in 2010 and the ninth biggest U.S. verdict against an automobile company in U.S. history. Mr. Leopold has also achieved many multi-million dollar settlements for his clients.

Mr. Leopold has been involved in significant class and antitrust cases. He was on the steering committee in the National Managed Care Class Action and the Plaintiffs' settlement committee for the Ford/Firestone National Class Action. Currently, Mr. Leopold is serving on the Plaintiffs' trial team in the *Rail Freight Fuel Surcharge Antitrust Litigation* and as co-lead counsel in the *Caterpillar Defective Engine Class Action*. He is also Immediate Past President of Public Justice, a national organization headquartered in Washington, D.C., that fights for justice through precedent-setting and socially significant individual and class action litigation.

For many consecutive years, Mr. Leopold has been profiled in The Best Lawyers in America. His work has been featured in the National Law Journal's Top Cases of the year and he was nominated for "Trial Lawyer of the Year" by the Public Justice Foundation for his ground breaking litigation involving the managed care industry.

Mr. Leopold lectures nationally to Bar and Professional Trial Associations throughout the country on issues such as personal injury, product liability, class action litigation, trial tactics and consumer justice issues. Mr. Leopold is also the author and co-author of several legal publications including Florida Insurance Law and Practice, an annual publication by Thomson/West. Additionally, Mr. Leopold has earned the Florida Bar Civil Trial Certification, which is the highest level of recognition by the Florida Bar for competency and experience within civil trial law.

Awards & Recognitions

- Top Attorneys in Florida, Wall Street Journal (2011)
- Top 100 Florida Super Lawyers (2013 and 2014)
- The American Jewish Committee Judge Learned Hand Award (2003)
- Finalist, Trial Lawyer of the Year, The Trial Lawyers for Public Justice (2000)
- AV Rating Martindale Hubbell
- The Steven M. Shapiro New Leadership Award
- Top Florida Lawyer, The South Florida Legal Guide (2011-2014)
- Best Lawyers in America (2005 - 2014)
- Super Lawyers (2006 - 2014)
- Florida Trend's Legal Elite (2011 - 2013)

Carol V. Gilden

Carol Gilden is a Partner at Cohen Milstein Sellers & Toll PLLC, joined the Firm in 2007 and is a member of the Securities Fraud/Investor Protection practice group. Ms. Gilden represents public pension funds, Taft-Hartley Benefit Funds, private pension funds and high net worth individuals.

Ms. Gilden has extensive experience in protecting the rights of investors, including five years of experience as an enforcement attorney in the Securities and Exchange Commission. Prior to joining Cohen Milstein, Ms. Gilden worked at a prominent Chicago law firm, Much Shelist, where she was the head of the securities class action practice and the Vice Chair of the firm's Class Action Department.

Earlier this year, Ms. Gilden was selected by the Council for Institutional Investors (CII) to serve on its Advisory Council to CII's Board of Directors. CII is a nonprofit association of pension and other employee benefits funds, endowments and foundations and a voice for effective corporate governance and strong shareholder rights.

Ms. Gilden has been co-lead counsel, a member of the Executive Committee and on the litigation teams of many high profile cases. She is currently lead counsel in the City of Chicago's case against on-line travel companies, as well as lead counsel in securities class action cases against IntraLinks Corporation, Navistar Corporation and ITT Education Services, Inc., in addition to other matters in which she is involved.

Ms. Gilden served as co-lead counsel in the *MF Global IPO Securities* case, which settled for \$90 million. Her work in the case, which included winning an appeal before the Second Circuit Court of Appeals of the lower court's dismissal of the case, was singled out for recognition by the National Law Journal in connection with its selection of Hot Plaintiffs' Firms for 2011. Other recent significant cases in which she has served as co-lead counsel include the *Huron Consulting Inc. Securities Litigation*, which settled for \$40 million (cash plus stock) and the *RehabCare* merger case (settled for significant deal term changes, disclosure changes and a cash settlement fund).

Ms. Gilden actively litigated and was on the Executive Committees in the action *Global Crossing Securities Litigation* (settlements of \$448 million) and the *Merrill Lynch & Co. Research Reports* case (\$125 million settlement). Among other notable cases, Ms. Gilden has also served as co-lead counsel in the *Sears/Sears Acceptance Corp. Securities Litigation*, *Sara Lee Securities Litigation*, *99 Cents Only Stores Securities Litigation*, *Quokka Sports Securities Litigation*, *ML Lee Securities Litigation* and *Smith Kline Litigation*, as well as lead counsel in *Pacha, et al. v. McKesson Corporation, et al.*, an opt-out securities action on behalf of a group of investors that settled for a substantial, confidential sum. In addition, she was liaison counsel and an active litigation team member in the *Waste Management Litigation*, which settled for \$220 million. Under her leadership, her former firm was an active member of the litigation teams in the *AOL Time Warner Securities Litigation* (\$2.5 billion settlement), *Salomon Analyst Litigation/In re AT&T* (\$75 million settlement), and *CMS Securities Litigation* (\$200 million settlement).

Ms. Gilden lectures at legal conferences around the country on securities litigation and class action law. She has spoken on such topics as corporate ethics, financial reporting, officer and director liability, securities fraud class actions, the Sarbanes-Oxley Act of 2002, the Private Securities Reform Act of 1995, class certification standards and trends, Illinois class actions, deferred prosecution agreements, directors and officers insurance risks, advising companies in crisis, settlements and claims administration. Ms. Gilden also served as a panelist and Advisory Committee member for the Francis McGovern Conferences on "Distribution of Securities Litigation Settlements: Improving the Process", at which regulators, judges, custodians, academics, practitioners and claims administrators participated. In May, 2012, she spoke about "Settlements Objections" at a "Recent Developments in Class Actions" seminar, sponsored by the Chicago Bar Association. More recently, in October and November 2012, Ms. Gilden gave presentations regarding the recent LIBOR scandal and ensuing litigation for LEXIS/NEXIS and the Practising Law Institute. Further, at Loyola University Chicago School of Law's Second Annual Institute for Investor Protection in October 2012, Ms. Gilden moderated a panel including Judge Rakoff and leading academics on the topic "Behavioral Economics and State of Mind: Pleading and Proving Scienter in Securities Fraud Cases."

In addition, Ms. Gilden regularly speaks at investor conferences and symposiums regarding shareholder rights and regulatory reform. In June 2013, Ms. Gilden moderated a panel at the IMN Conference on the topic Fiduciary and Ethics for Public Pension Funds, in which the General Counsels of TRS, ISBI and SWIB participated. In May 2012, Ms. Gilden discussed the *Morrison* decision in a speech entitled "Pension Funds and Foreign Investments" at the Illinois Public Employee Retirement Systems Summit (ILPERS). In 2011, Ms. Gilden gave a presentation at the ILPERS conference on the "Dodd-Frank Wall Street Reform and Consumer Protection Act - The Implications for Institutional Investors." She also spoke at the National Summit on the Future of Fiduciary Responsibility on the impact of the *Morrison* decision on investor rights. At previous ILPERS conferences she has given speeches titled "The Power of Your Pension Plan Assets", the "Overhaul of the U.S. Financial Regulatory System" and "What's Ahead in Regulatory Reform: Storm Clouds on the Horizon?" In

March 2009, she was a panelist at Vanderbilt Law School's symposium on the "Future of Federal Regulation of Financial Markets, Corporate Governance and Shareholder Litigation." In December 2008, Ms. Gilden spoke at the Pension Group East Conference on "A New Era of Regulation: The Three Legged Stool". In October 2008, she gave a presentation regarding the Emergency Economic Stabilization Act at the Illinois Public Retirement Systems Conference, and also led a roundtable discussion regarding the Bailout Bill and potential regulatory reform at the Made in America Conference. Ms. Gilden also has spoken at the International Foundation on shareholder rights and proxy voting.

Ms. Gilden has published a variety of scholarly articles and course materials. She has co-authored a law review article which was published in the Loyola University Chicago Law Journal, Volume 44, No. 5, Summer of 2013 edition, titled: "*The Dangers of Missing the Forest: The Harm caused by Verifone Holdings In a Tellabs World*". She is an author and co-author of articles published by the National Law Journal, *Courts Grapple with Lead-Counsel Auctions*; IICLE on Illinois Causes of Action, Shareholder Derivative Suits; the American Bar Association, *The Impact of Central Bank on Securities Fraud Litigation: The Plaintiffs' Perspective*; Illinois Bar Journal, *Proposed Rule 225: A Death Warrant for Class Actions in Illinois*; and Practising Law Institute on Class Actions Litigation (2006 and 2007): *A Hybrid 23(B)(2) Rule For Hybrid Class Actions? New Developments In The Use Of Rule 23(b)(2) In Class Certification*; and *The Evolving Use of Rule 23(b)(2) in Hybrid Class Actions Seeking Monetary Damages: A Hybrid Approach*. In January 2005, Ms. Gilden testified against Proposed Rule 225 before the Illinois Supreme Court's Rules Committee.

Ms. Gilden is a frequent commentator in the national media on market scandals, recent developments and trends in securities law and high profile securities fraud cases. She has frequently appeared on CNBC, including an appearance on a special segment titled *I Want My Money Back* where she was described as "one of the top investor advocacy attorneys in the country." She also has been featured on the ABC news programs *World News Tonight*, *World News Now* and *Good Morning America*, as well as numerous appearances on *First Business* and an appearance on BBC World News. In addition to television appearances, Ms. Gilden has been quoted by prominent publications such as the *Associated Press*, *Bloomberg News*, *BBC*, *Crain's*, *CFO.Com*, *Fortune* magazine, the *National Law Journal*, *USA Today*, *London Mail*, *Chicago Tribune*, *Dow Jones*, *Business Insurance* and *Corporate Legal Times*. Ms. Gilden appeared on the cover of *Chicago Lawyer* in connection with a feature article on The Ebb and Flow of Securities Class Actions.

Ms. Gilden was the President of the National Association of Shareholder and Consumer Attorneys (NASCAT), the preeminent trade association for securities class action attorneys, from April 2007-April 2009. As President of NASCAT, Ms. Gilden actively worked to promote the interests of investors. She made repeated visits to Capitol Hill and met with Members, and their staffs, of the Senate Banking Committee, House Financial Services Committee and the Senate Judiciary Committee where she advocated the need for strong investor protection. She also engaged in outreach to the institutional investor community on needed reforms to reverse the erosion of investor rights. Under Ms. Gilden's leadership, NASCAT also filed amicus briefs in connection with major securities cases before the Supreme Court and other courts. Prior to becoming President, Ms. Gilden served as the President-Elect and Treasurer for NASCAT. Ms. Gilden continues to be actively involved in NASCAT and serves on its Executive Committee.

Ms. Gilden is a Vice President of the Institute for Law and Economic Policy (ILEP). ILEP is a preeminent think tank with leading academics, and was established to preserve and enhance access to the civil justice system by investors and consumers.

Most recently, Ms. Gilden was selected by the Council for Institutional Investors (CII) to serve on its selected to be on the Markets Advisory Committee. She also serves on the Advisory Council to CII's Board of Directors. CII is a nonprofit association of pension and other employee benefits funds, endowments and foundations and a voice for effective corporate governance and strong shareholder rights.

Ms. Gilden has been repeatedly selected as an "Illinois Super Lawyer" (2005-2015) by Law & Politics, which published its selections in *Chicago magazine*. Ms. Gilden was selected as "Pension Funds Litigation Attorney of the Year in Illinois" by the Corporate INTL Legal Awards 2015. Only 5 percent of Illinois attorneys are awarded this honor. Ms. Gilden also has achieved the "AV" Peer Review Rating by Martindale-Hubbell

Ms. Gilden is a graduate of the University of Illinois (B.S., Business Administration, 1979). She graduated with honors from Chicago-Kent College of Law (J.D. 1983) where she was a member of the Chicago-Kent Law Review. Ms. Gilden is admitted to practice in Illinois (1983), the federal district court for the Northern District of Illinois, the United States Circuit Court of Appeals for the Seventh Circuit and the United States Supreme Court, as well as *pro hac* before other federal and state courts throughout the country.

Kit A. Pierson

Kit Pierson, a Partner, joined the Firm in 2009 and is co-Chair of Cohen Milstein's Antitrust Practice Group.

Mr. Pierson represents plaintiffs in significant class action matters and other complex civil litigation in jurisdictions across the United States. Prior to joining Cohen Milstein, Mr. Pierson was a Shareholder at Heller Ehrman from 1997-2008, where he represented clients in large antitrust class action litigation, False Claims Act litigation and other complex civil litigation matters. Mr. Pierson also has a longstanding commitment to civil rights matters and other pro bono representation and has provided pro bono representation to public interest organizations as well as indigent clients in numerous matters.

Mr. Pierson has represented clients in class actions and other antitrust cases of national significance. He was one of the trial lawyers for the plaintiff class in *In re Urethane Antitrust Litig.*, 04-1616-JWL (D. Kan.), where a jury returned a verdict of more than \$400 million in favor of the plaintiffs. The verdict was subsequently trebled to more than \$1.1 billion (after offsets). Mr. Pierson is co-lead counsel for the plaintiff class in *In re Electronic Books Antitrust Litig.*, 11-2293 (S.D.N.Y.), a case challenging price-fixing by five major publishers and Apple to increase the price of electronic books. This case has resulted in substantial settlements and will proceed to trial, on the issue of damages, against the remaining defendant, Apple Corporation. Mr. Pierson represented dock and trucking companies in *Erie Port Authority v. Chesapeake & Ohio Railroad* (E.D. Pa.), an antitrust case challenging a conspiracy by large railroad companies to restrain trade in the shipment of iron ore and resulted in a substantial jury verdict for the plaintiffs. He represented the American Booksellers Association on behalf of its members (independent bookstores across the country) in *American Booksellers Association v. Houghton Mifflin* (S.D.N.Y.) and related litigation. These cases resulted in the entry of consent decrees against several of the leading publishers in United States and were followed by successful litigation (and approval of the largest reported settlement under the Robinson Patman Act) against one of the publishers based on violations of the consent decrees. Mr. Pierson has been appointed by federal courts to serve as co-lead counsel in other major class action litigation now proceeding in the federal courts.

Mr. Pierson also has significant experience representing corporations, national associations and individuals in antitrust litigation and other complex civil litigation matters. Prior to joining Cohen Milstein, Mr. Pierson spent more than twenty years providing representation across the United States in a broad range of litigation matters. This work was predominantly on behalf of defendants. For example, Mr. Pierson has represented Microsoft Corporation in antitrust class action litigation and other matters and was one of the trial attorneys representing Microsoft in jury trials in *Gordon v. Microsoft* (Minnesota) and *Comes v. Microsoft* (Iowa). He represented 3M company in antitrust class action litigation challenging bundled discounts in federal and state court. Mr. Pierson has represented many other Fortune 500 companies and other businesses, associations and individuals in class action litigation and complex civil matters.

Mr. Pierson's representation of parties in complex civil litigation matters includes, for example:

- Mr. Pierson was a trial lawyer for the plaintiff class in the *In re Urethane Antitrust Litigation*. This case went to trial for four weeks before a Kansas jury in federal court in early 2013. The case alleged that the remaining defendant, Dow Chemical, had conspired with other urethane manufacturers to fix and restrain urethane prices. Following presentation of the evidence, the jury returned a verdict of more than \$400 million. The verdict was then trebled and, after applying offsets based on earlier settlements, final judgment was entered for more than \$1.1 billion in favor of the plaintiffs.
- Co-lead counsel for the plaintiff class in *In re Electronic Books Antitrust Litig.*, 11-2293 (S.D.N.Y.). This case alleges that purchasers of electronic books have paid substantial overcharges as a result of price-fixing by five publisher Defendants and Apple. Litigation of the case has required joint efforts by the United States Department of Justice, States Attorneys General and counsel for the class plaintiffs. The State Attorneys General and Class Plaintiffs jointly negotiated settlements of more than \$100 million against publisher defendants. The Class Plaintiffs and the State Attorneys General will now proceed to trial, on the issue of damages, against Apple Corporation.
- Co-lead counsel for the plaintiff class in *In re Domestic Drywall Antitrust Litigation*, 13-md-2437 (E.D. Pa.), a case alleging that manufacturers of wallboard have conspired to fix prices and restrain competition in the sale of gypsum wallboard. This matter is now proceeding in the United States District Court for the Eastern District of Pennsylvania.
- Plaintiffs' Steering Committee in *In re: Lithium Ion Batteries Antitrust Litigation*, 13-md-02420-YGR (N.D. Cal.), a case alleging that the leading battery manufacturers conspired to fix prices and restrain competition in the sale of batteries in the United States. This case is now proceeding in the United States District Court for the Northern District of California.
- Co-lead counsel for a subclass of thousands of dairy farmers in the Northeast in antitrust litigation challenging a conspiracy to restrain competition and reduce the prices paid to farmers for supplying milk. The plaintiffs in this litigation have settled claims against Dean Foods for \$30 million, and the case is proceeding against the remaining defendants.
- Representation of Greenpeace, Inc. in *Greenpeace, Inc. v. Dow Chemical Company, et al.* (DC Super), litigation against two large chemical companies, public relations companies and a private investigation firm based on their involvement in a scheme that is alleged to have included surveillance, dumpster diving, trespass and other actions on more than one hundred

occasions over a two-year period to secure information about Greenpeace's organization, environmental activities and financial support. The trial court has ruled that the central allegations in this case are not actionable and this matter is now being appealed to the D.C. Court of Appeals.

- Representation of a whistleblower in *Funk v. MEP* (E.D. Va.), a case alleging that a defense contractor engaged in fraud in providing translators to support the United States' troops in Afghanistan and engaged in retaliation based on the whistleblower's protected activities under the False Claims Act. This case was resolved prior to trial and the terms are confidential.
- Representation of the plaintiff in *United States ex rel. Loughren v. UnumProvident* (D. Mass.), a qui tam action against the largest disability carrier in the United States, alleging that it violated the False Claims Act by causing the submission of false claims for social security disability benefits to the United States. Mr. Pierson was lead counsel at trial, where a jury found that the Defendant Unum had committed fraud and violated the False Claims Act. On appeal, the First Circuit upheld the legal theory of the case, but vacated the verdict and remanded the case based on the trial court's exclusion of certain evidence. The matter settled prior to a new trial.
- Representation of a hospital and surgeon in their successful defense of claims brought by a physician alleging that they had infringed his patent by performing eye surgery in a method allegedly subject to the patent. *Pallin v. Singer* (D. Vt.). This case received national media attention, including two pieces on the McNeil-Lehrer News Hour, and – following successful defense of the litigation – the United States Congress enacted legislation to protect physicians from patent infringement claims based on their method of providing care.
- Representation of health policy researchers at the Urban Institute, a non-profit think tank, after they were sued in *Minntech v. Held* (D. Minn.), for allegedly defaming the plaintiff-corporation by publishing research relating to the safety of dialysis products used by thousands of dialysis patients nationwide.
- Representation of the nation's leading association of psychologists in various litigation matters, including cases successfully defending the association's decisions to discipline members for unethical conduct.
- Representation of parties in numerous cases involving constitutional issues, including the National Association of Broadcaster's successful defense of the "must carry" provisions in *Turner Broadcasting Systems v. FCC* (S. Ct).
- Representation of non-profit organizations and individuals in litigation that exposed illegal spying activities by the Maryland state police against more than thirty organizations and numerous individuals based on activities such as anti-war protests, opposition to the death penalty and other constitutionally protected activities. The exposure of these spying activities resulted in legislative hearings, appointment of a former Maryland Attorney General to conduct an independent investigation, and implementation of remedial actions by the State of Maryland.

Mr. Pierson has been chair of Cohen Milstein's pro bono committee from 2009 - 2013. From 2006 - 2008, he was the chair of Heller Ehrman's pro bono and community service program for the firm's thirteen offices. Mr. Pierson has been actively involved in pro bono representation, including

representation of a habeas corpus petitioner in *Ahmed v. Obama* (D.D.C.), where a federal court determined that the petitioner was being unlawfully detained at Guantanamo and ordered his release.

Mr. Pierson is a Member of the ACLU of Maryland's Committee on Litigation and Legal Priorities and a Member of the Board of Trustees for the Lawyers' Committee for Civil Rights Under Law.

Mr. Pierson has also represented the District of Columbia Bar Association in litigation and served on a Committee established by the District of Columbia Bar and the Access to Justice Commission to expand pro bono representation by law firms in the District of Columbia.

Mr. Pierson has been named as a Washington, D.C. "Super Lawyer" in the antitrust field. These designations are based on a high degree of peer recognition and professional achievement.

Mr. Pierson is a 1979 graduate of Macalester College, where he received a B.A. (*magna cum laude*) in Economics and Political Science. He graduated from the University of Michigan Law School (*magna cum laude*) in 1983, where he was a Note Editor of the Michigan Law Review and a member of the Order of the Coif. Mr. Pierson served as a Law Clerk for the Honorable Harry T. Edwards, United States Court of Appeals for the District of Columbia Circuit, from 1983-1984 and as a law clerk for the Honorable Chief Judge John Feikens, United States District Court for the Eastern District of Michigan, from 1984-1985.

J. Douglas Richards

J. Douglas Richards is Managing Partner of Cohen Milstein's New York office and a partner in its antitrust practice group. Mr. Richards has extensive expertise in class action practice and commercial litigation relating to diverse trade regulation issues, including antitrust and commodity regulation as well as related issues of patent law. Prior to joining Cohen Milstein in 2009, Mr. Richards served as head of the antitrust practice groups at two other leading class action law firms, and prior to that as Deputy General Counsel of the Commodity Futures Trading Commission, where he received a Special Service Award for exemplary accomplishment. His general preeminence in legal practice has been recognized by the leading peer review organizations, including by being named one of 22 Antitrust "Litigation Stars" nationally and as a New York "Local Litigation Star" by Benchmark Plaintiff, by New York Super Lawyers (2011-2013), by being named as one of the world's leading competition lawyers by The International Who's Who of Competition Lawyers and Economists (2014) and by receiving the highest available peer ranking for many years from Martindale-Hubbell. He has written extensively about class actions, having twice authored chapters for books edited by the American Antitrust Institute covering issues of class action practice, as well as various law reviews and other publications. Leading antitrust organizations frequently recognize his expertise by inviting him to speak on wide-ranging issues of substantive antitrust law, civil procedure and class actions.

Education

- A.B. University of Chicago, 1977 (economics major)
- J.D. Harvard Law School, 1981

Co-Lead Counsel Positions In Antitrust Class Actions

- *In re Nexium (Esomeprazole) Antitrust Litig.*, MDL 2409 (D. Mass)

- *In re Lipitor Antitrust Litig.*, MDL 2332 (D.N.J.)
- *In re Buspirone Antitrust Litig.*, MDL 1413 (S.D.N.Y.)
- *In re Ciprofloxacin Hydrochloride Antitrust Litig.*, MDL 1383 (E.D.N.Y.)
- *Cox v. Microsoft Corp.* (Sup. Ct. N.Y. County)
- *In re G-Fees Antitrust Litig.*, No. 05114 (RWR) (D.D.C.)
- *In re IPO Antitrust Litig.*, 01 Civ. 2014 (WHP) (S.D.N.Y.) I
- *In re K-Dur Antitrust Litig.*, MDL 1419(D.N.J.)
- *Kruman v. Christie's Int'l PLC (international case in In re Auction Houses Antitrust Litig.)*, 00 Civ. 0648 (LAK) (S.D.N.Y.)
- *In re New Motor Vehicles Antitrust Litig.* MDL 1532 (D. Me.)(co-chair, executive committee)
- *In re Parcel Tanker Shipping Servs. Antitrust Litig.*, MDL 1568 (D. Ct.) \In re Fresh Del Monte Pineapples Antitrust Litig., MDL 04-md-1628 (RMB) (S.D.N.Y.)
- *In re Plastics Additives Antitrust Litig.*, MDL 1684 (E.D. Pa.)
- *In re Relafen Antitrust Litig.*, 01-12239-WG4 (D. Mass.) \
- *Sperry v. Crompton Corp.* (Sup. Ct. Nassau County) 281222
- *In re Tamoxifen Citrate Antitrust Litig.*, MDL 1408 (E.D.N.Y.)
- *Twombly v. Bell Atlantic Corp.*, 02 Civ. 10220 (GEL) (S.D.N.Y.)
- *In re Reformulated Gasoline Antitrust Litig.*, MDL 1671 (M.D. Ca.)
- *In re Wellbutrin Antitrust Litig.*, MDL 04-5525 (E.D. Pa.)

Leading Appeals Argued in Antitrust Class Actions

- *Bell Atlantic Corp. v. Twombly*, 550 U.S. 544 (2007).
- *Twombly v. Bell Atlantic Corp.*, 425 F.3d 99 (2d Cir. 2007).
- *Uniondale Beer Co. v. Anheuser Busch, Inc.*, Nos. 95-7321, 7371 (2d Cir. 1995).
- *Kruman v. Christie's Int'l PLC*, 284 F.3d 384 (2d Cir. 2002).
- *In re Ciprofloxacin Hydrochloride Antitrust Litig.*, 544 F.3d 1323 (Fed. Cir. 2008), cert. denied, 77 U.S.L.W. 3690 (June 22, 2009).
- *In re Tamoxifen Citrate Antitrust Litig.*, 429 F.3d 370 (2d Cir. 2005), cert. denied, 127 S.Ct. 3001 (2007).
- *JLM Industries, Inc. v. Stolt-Nielsen SA*, 387 F.3d 163 (2d Cir. 2004).
- *American Banana, Inc. v. Del Monte Fresh Produce Co.*, 09-4561-cv (2d Cir. 2010).
- *Sperry v. Crompton Corp.*, 8 N.Y. 3d 204 (2007).
- *Cox v. Microsoft Corp.*, 8 A.D. 3d 39, 778 N.Y.S. 2d 147 (1st Dep't 2004).
- *Cox v. Microsoft Corp.*, 290 A.D. 2d 206, 737 N.Y.S. 2d 1 (1st Dep't 2002).
- *Sperry v. Crompton Corp.*, A.D. 3d 488, 810 N.Y.S. 2d 498 (2d Dep't 2006).

Recent Publications

- Book Review of Richard A. Posner, *Reflections on Judging* (2013), Trial Magazine (forthcoming in 2014).
- *Private Antitrust Enforcement: Will The Levee Soon Be Dry?*(co-authored with Cohen Milstein partner Christopher J. Cormier) (forthcoming in 2014).
- *Pro-Business and Anti-Efficiency: How Conservative Procedural "Innovations" Have Made Litigation Slower, More Expensive, and Less Efficient*, CPI Antitrust Chronicle, May 2013 (1) (co-authored with Michael B. Eisenkraft).

- *Does Manipulation of LIBOR Fall Within the Sherman Act's Definition of "Trade"? A Question of First Principles*, CPI Antitrust Chronicle, Nov. 2012 (2) (co-authored with Michael B. Eisenkraft).
- *Is Market Definition Necessary In Sherman Act Cases When Anticompetitive Effects Can Be Shown with Direct Evidence?* ABA Antitrust Magazine, Summer 2012, Vol. 26. No. 3.
- *Class Action Issues*, Ch. 5 of *Private Antitrust Enforcement of Antitrust Law in the United States: A Handbook* (Edward Algar, Cheltenham, UK)(co-authored with Michael B. Eisenkraft and Abigail Shafroth).
- *Heart of Darkness -- A Satirical Commentary*, 66 N.Y.U. Annual Survey of Am. Law 569 (2011).
- *Aggregation of Claims*, Ch. 8 of *The International Handbook on Private Enforcement of Competition Law* (AAI, 2010).
- *Predominance of Common Questions -- Common Mistakes in Applying the Class Action Standard*, 41 Rutgers L.J. 163 (2009) (co-authored with Benjamin J. Brown).
- Co-author, with John Vail of the Center for Constitutional Litigation, *A Misguided Mission to Revamp the Rules*, TRIAL MAGAZINE, Nov. 2009.
- *Class Action Standards in Crisis: Whether Common Merits Questions Predominate Does Not Depend on the Questions' Answers*, Global Competition Policy (May 2009).
- *Three Limitations of Twombly: Antitrust Conspiracy Inferences in a Context of Historical Monopoly*, 82 St. John's L. Rev. 849 (2008).
- *What Makes An Antitrust Class Action Remedy Successful?: A Tale of Two Settlements*, 80 Tulane L. Rev. 621 (2005).

Recent Speaking Engagements

- January 2014 – Moderator at Next Generation of Antitrust Scholars Conference at NYU School of Law.
- October 2013 – October 2013 –Panel member at Golden State Institute in San Francisco regarding “Pay for Delay” agreements after the Supreme Court’s Actavis decision.
- September 2013 – Panel member at National Association of Attorneys General (NAAG) presentation entitled “Drug Shortages and Other Pharmaceutical Issues.”
- May 2013 – Panel member at Federal Bar Council/Antitrust Section presentation in Islip, New York titled “To Fee or Not to Fee: Caveats on Attorneys’ Fees in Federal Courts”
- April 2013 - Panelist with Prof. Arthur Miller and Judge Shira Scheindlin at Institute for Law and Economic Policy presentation in Naples, FL titled "The Roberts Court and Business Litigation."
- June 2012 - Speaker at Federal Bar Council presentation titled "Antitrust Conspiracies, Class Actions and Refusals to Deal: Parallels, Signals, Plus Factors and Agreements."
- April 2012 - Speaker at 12th Annual Loyola Law School Antitrust Colloquium in Chicago, IL regarding "Exclusion as a Core Principle of Antitrust."
- February 2012 - Testified before United States House Judiciary Committee Subcommittee on Intellectual Property, Competition and the Internet, at a hearing titled "Litigation as a Predatory Practice" concerning Noerr-Pennington antitrust immunity.
- January 2012 - Moderator at Next Generation of Antitrust Scholarship Conference, NYU School of law.
- December 2011 - Speaker at American Antitrust Institute, 5th Annual Future of Private Antitrust Enforcement Conference.

- October 2011 - Plaintiffs' bar commentator at Antitrust Forum organized by NYSBA titled "Upward Price Pressure, Market Definition, and Supply Mobility."
- January 2011 - Speaker at NYS Bar Association Antitrust Law Section annual meeting on panel titled "Fifty Miles from Home with a Briefcase: Expert Hot Topics."
- December 2010 - Speaker at Private Enforcement Conference of American Antitrust Institute in Washington, D.C., regarding motions to dismiss in antitrust cases.
- July 2010 - Speaker at Pound Civil Justice Institute 2010 Forum for State Appellate Court Judges in Vancouver, B.C. regarding Twombly in state courts.
- April 2010 - Participant in mock argument before the Hon. Sidney H. Stein opposite Paul Saunders of Cravath Swaine & Moore, entitled "Twombly v. Conley—The fight of the Century."
- March 2010 - Presentation to Rutgers–Camden Law School Faculty and Students regarding Twombly.
- February 2010 - Speaker on Private Enforcement panel at a symposium at NYU School of law titled "Critical Directions in Antitrust."
- January 2010 - Speaker at NYS Bar annual meeting in program titled "Section 2: Is It Really Coming Back?"
- December 2009 - Speaker at Private Enforcement Conference of the American Antitrust Institute at National Press Club in Washington, D.C. regarding Rule 23 issues.
- November 2009 - Panelist at Federal Bar Council presentation titled "Issues That Arise in Antitrust Cases That You Don't Learn About in Law School."
- October 2009 - Panelist at Federal Bar Council program titled "Motions to Dismiss in Federal Court After the Supreme Court's Decisions in Twombly and Iqbal."
- October 2009 - Panelist, along with former Assistant Attorney General Thomas O. Barnett and FTC Commissioner J. Thomas Rosch, with regard to "Monopolization in the New Administration," at Newport Summit on Antitrust Law and Economics.
- September 2009 - Speaker for AAJ Teleseminar entitled "Iqbal/Twombly: The Death of Notice Pleading?"
 - September 2009 - Panelist at University of San Francisco symposium titled "A Prescription for Antitrust Enforcement in the Pharmaceutical Industry."
- January 2009 - Represented plaintiff's bar at meeting of the Standing Committee on Federal Rules of Civil Procedure in San Antonio, TX for presentation concerning possible rule revisions to address discovery burdens in federal litigation.
- September 2008 - Panelist at the annual NAAG meeting in Salt Lake City, Utah, for presentation titled "Recent Developments in Intellectual Property."
- April 2008 - Speaker at NYU School of law commenting on Report and Recommendations of the Antitrust Modernization Commission, dated April 2, 2007.
- November 2007 - Panelist at ABA Fall Forum in Washington, D.C. for presentation titled "Litigating an Antitrust Case After Twombly."
- October 2007 - Panelist at 2007 Fall Bench and Bar Retreat of the Federal Bar Council, in Lenox, MA titled "Rule 23 in the Second Circuit: Post-CAFA and Post-IPO."

Legal and Policy Advisory Positions

- American Antitrust Institute
Member, Board of Advisors
- Institute for Consumer Antitrust Studies
Member, Board of Advisors

- Antitrust Section, New York State Bar Association
Member, Executive Committee

Linda Singer

Linda Singer, a Partner, joined Cohen Milstein Sellers & Toll, PLLC in 2009 as head of the Public Client practice group. Ms. Singer is the former Attorney General for the District of Columbia. Ms. Singer has represented clients in approximately 350 matters during her legal career. Ms. Singer brings her extensive experience to lead the practice in supporting state Attorneys General, who serve as the critical front line in litigation protecting consumers, workers, and public resources.

Ms. Singer currently represents Attorneys General in high stakes and high profile investigations and litigation involving consumer and Medicaid fraud, including in mortgage lending and servicing and other financial services and the marketing of prescription drugs, and misclassification of independent workers in violation of state tax and employment laws. The Public Client Practice focuses on cases with a strong policy dimension that are likely to result in litigation, are especially resource-intensive, or require specialized expertise.

Among other cases, Ms. Singer has:

- Represented a state Attorney General in the landmark proceedings against Countrywide Financial (and its parent, Bank of America), which resulted in mortgage modifications and other relief valued at approximately \$8.6 billion. As a result of the settlement, Countrywide agreed to provide loan modifications to 400,000 borrowers nationwide and financial relief to the states and borrowers.
- Represent the States of Arizona and Nevada in consumer fraud lawsuits against Bank of America over the servicing of nearly one half million mortgages. Those cases were settled as a part of the national mortgage settlement with significant additional recoveries for the states and consumers.
- Represented attorneys general in a multi-billion dollar settlement with a major lender over the deceptive marketing of payment option adjustable rate mortgages.
- Represent an attorney general in investigations relating to the securitization of subprime mortgages.
- Represent attorneys general in various antitrust investigations relating to the financial crisis and technology issues.
- Represented an attorney general in a multi-million misclassification case against Fortune 100 company.
- Represented attorney general in the investigation of high profile consumer prescription drug case.
- Represent cities in prescription drug and other consumer fraud investigations.

Because many of these matters remain non-public investigations, the specific attorney general's office and target are not listed.

Before entering the private sector, Ms. Singer led the seventh-largest state Attorney General's office in the nation, overseeing the litigation and policy initiatives carried out by her staff of more than 350 lawyers. As the chief law enforcement officer for the District of Columbia, she was responsible for overseeing all of the District's litigation, providing legal advice to the Mayor and the Directors of other District agencies, and for representing the interests of District residents through enforcement initiatives

focused on consumer protection, public safety, and the environment. During her tenure as Attorney General, Ms. Singer successfully petitioned the Supreme Court to hear its first Second Amendment case in more than 70 years; developed new initiatives to combat gun violence; and expanded enforcement litigation aimed at protecting consumers, children, tenants, and victims of domestic violence.

Prior to serving as Attorney General, Ms. Singer was the Executive Director of the Appleseed Foundation, a national network of public interest law centers. Earlier in her career, Ms. Singer served a staff attorney in the Criminal Defense Division of the Legal Aid Society of New York City. She has spoken extensively before legal and other audiences and is a frequent contributor to numerous legal trade publications.

In 2010, Ms. Singer was selected one of "Washington's Most Influential Women Lawyers" by The National Law Journal.

Ms. Singer is a graduate of the Harvard College (B.A., *magna cum laude*, 1988) and of Harvard Law School (J.D., *magna cum laude*, 1991).

Ms. Singer is admitted to practice in the District of Columbia and New York.

Leslie M. Kroeger

Leslie M. Kroeger, a Partner, joined Cohen Milstein in January 2014 and is based in the Firm's Florida office. Prior to joining the Firm, she was a Partner at Leopold Law Firm in Palm Beach, Fla. She is a highly accomplished civil trial attorney who began her legal career in the courtroom as an Assistant Public Defender and later as an Assistant State Attorney in Miami-Dade County, Fla. She then moved into private practice where she continues to handle a variety of complex civil litigation matters, including products liability, medical malpractice, and wrongful death, both in the State of Florida and nationwide.

She has achieved an AV rating from Martindale-Hubbell, the highest rating available from the nation's oldest guide to the legal profession. At Cohen Milstein, Mrs. Kroeger focuses her practice in the areas of product liability, wrongful death, and cases involving complex managed care abuse.

She currently serves on the Executive Committee of the Florida Justice Association and is past Chair of the Women's Caucus. She is Past President of the Martin County Chapter of the Florida Association for Women Lawyers and is on the Board of Directors of United for Families; as well as serving as an active member of The Florida Bar, the American Association for Justice, the Palm Beach County Bar Association, the Martin County Bar Association, the Palm Beach County Justice Association, and the Florida Association for Women Lawyers, Palm Beach Chapter.

Ms. Kroeger graduated from the University of Tennessee at Knoxville in 1990 with a B.S., and obtained her law degree from the Cumberland School of Law, Samford University in 1993.

Awards & Recognitions

- Florida Super Lawyers Magazine (2012 - 2014)
- Florida Rising Stars List, Florida Super Lawyers Magazine (2009)

- Florida Justice Association Silver EAGLE Award (2011 and 2012) and Bronze EAGLE Award (2014)
- Florida Justice Association Shoeleather Award for Legislative Leadership (2010 and 2012)
- Florida Justice Association Rough Riders Award for Legislative Service (2011)
- AV Rating Martindale Hubbell
- FAWL Leaders in Law (2011)
- Florida Trend's Legal Elite (2011 -2014)

Victoria S. Nugent

Victoria Nugent, a Partner at the Firm, joined Cohen Milstein in 2000 and is a member of the Public Client practice group.

Ms. Nugent has focused on consumer protection and public health litigation throughout her career. Past cases include *In re StarLink Product Liability Litigation*, in which she represented farmers suing Aventis CropScience after an unapproved variety of genetically modified corn was detected in the U.S. corn supply and drove down prices for all U.S. corn exports. More than \$100 million was recovered for the class in a landmark settlement. In 2009 and 2010, Ms. Nugent filed suit on behalf of consumers challenging the post-transaction marketing practices of Internet giants Intelius and McAfee, persuading federal courts in California and Washington that these practices run afoul of state consumer protection laws. Ms. Nugent has argued cases before the high courts of Georgia, Nebraska and the District of Columbia, as well as the federal D.C. Circuit Court of Appeals.

Since November 2011, Ms. Nugent has been working on behalf of various states in the Firm's Public Client Practice Group.

Before joining Cohen Milstein, Ms. Nugent worked for seven years at Public Citizen, a national consumer advocacy organization. During that time, she worked on many legislative and regulatory campaigns addressing issues that ranged from automobile safety to international trade policy. In 1998, Ms. Nugent received a two-year fellowship sponsored by the National Association for Public Interest Law (NAPIL). As a NAPIL Fellow, she worked at Trial Lawyers for Public Justice (TLPJ), where she helped develop and prosecute impact litigation in the areas of arbitration, banking, credit and insurance.

Ms. Nugent received her undergraduate degree in History from Wesleyan University in 1991 and graduated from Georgetown University Law Center in 1998.

Ms. Nugent is admitted to practice in the District of Columbia and Maryland.

Benjamin D. Brown

Benjamin Brown, a Partner at Cohen Milstein, joined the firm in 2005 and is a member of the Antitrust practice group. He has extensive experience leading complex litigation, particularly class actions.

The Legal 500 has recognized Mr. Brown as one of the nation's leading class action antitrust attorneys and he has been listed as one of Washington D.C.'s "Leading Star" Plaintiffs' Litigators by Benchmark Litigation. He has served as class counsel in numerous successful cases litigated across the country

and at all levels of federal appeals, helping to achieve over one hundred million dollars worth of recoveries on behalf of clients.

Mr. Brown is a contributing author of the ABA's Antitrust Class Actions Handbook, and, since 2005, has served as a state editor for the ABA's Survey of State Class Action Law. He has also authored chapters on private antitrust recovery actions for the Global Competition Review's Antitrust Review of the Americas. Most recently, Mr. Brown co-authored with fellow partner Douglas Richards "Predominance of Common Questions – Common Mistakes in Applying the Class Action Standard," 41 Rutgers L.J. 163 (2009). He discussed joint civil and criminal investigations and litigation as a featured panelist on both the National Association of Criminal Defense Lawyers (NACDL) 2009 Summer CLE Program and the 2010 University of Texas Law School's Review of Litigation Symposium. Mr. Brown has been honored by the United States District Court for the District of Columbia for outstanding commitment in pro bono litigation. He has been a repeated guest on CNBC and other networks discussing antitrust news and developments.

Mr. Brown currently serves as co-lead counsel or on steering committees for plaintiffs in, among other cases, *In re Plasma-Derivative Protein Therapies Antitrust Litigation* (N.D. Ill.); *Allen, et al. v. Dairy Farmers of America, Inc.* (D. Vt.); *In Re Puerto Rican Cabotage Antitrust Litigation*. (S.D. Fla.); and *Carlin, et al. v. DairyAmerica, Inc.* (E.D. Ca.).

Mr. Brown came to Cohen Milstein after four years as a trial attorney with the Antitrust Division of the United States Department of Justice. While there, Mr. Brown led and assisted in numerous investigations, litigations and trials involving anticompetitive conduct and mergers. Mr. Brown also prosecuted criminal cases as a Special Assistant United States Attorney in the Eastern District of Virginia. Prior to joining the Department of Justice, he was in private practice with Covington & Burling in Washington, D.C., handling insurance coverage and antitrust litigation. Prior to entering private practice, Mr. Brown served as a judicial law clerk for Chief Judge Juan R. Torruella of the U.S. Court of Appeals for the First Circuit.

Mr. Brown graduated cum laude from Harvard Law School and Phi Beta Kappa from the University of Wisconsin – Madison.

Mr. Brown is admitted to practice in California and the District of Columbia.

R. Joseph Barton

Joseph Barton, a Partner at the Firm, joined Cohen Milstein in 2001 and is a member of the Employee Benefits practice group.

Prior to joining the firm, Mr. Barton served as a judicial law clerk to the Honorable Lenore C. Nesbitt, United States District Judge for Southern District of Florida (2000-2001). Since joining the firm, Mr. Barton has been actively involved in a variety of class action cases involving employee benefits as well as antitrust and securities cases.

Mr. Barton has been actively involved in a diverse number of employee benefit cases. He has litigated and is litigating a number of private ESOP cases. In litigation challenging the sale of stock for \$25 million by the family shareholders to the Azon Corporation ESOP, Mr. Barton defeated defendants' summary judgment motions and obtained partial summary judgment and obtained a

settlement of \$9.25 million for the ESOP participants. In litigation challenging a sale of stock to the Tharaldson Motels Inc. ESOP (one of the largest ESOP's in the country) for \$500 million, Mr. Barton obtained a determination that former employees had standing to sue as participants of the plan. Mr. Barton has also been involved in a number of cases alleging breach of fiduciary duty by investing the 401k plan in company stock of publicly traded companies. In *Simpson v. Fireman's Fund Insurance Company* (N.D. Cal.), Mr. Barton represented a class of active and terminated employees alleging that FFIC's policy of terminated persons on disability violated the discrimination provisions of ERISA, and obtained a settlement restoring their right to benefits for a period of years and also reimbursement of past expenses. Mr. Barton has been lead trial counsel in two complex class action ERISA cases, obtaining favorable results at the trial level, most recently a trial challenging a transaction involving the Trachte ESOP and the Alliance ESOP on behalf of a class of employees of Trachte.

In addition to private ESOP cases, Mr. Barton has litigated a number of cases involving allegations of fiduciary misconduct involving the purchase or holding of publicly-traded employer stock in 401k or other retirement plans. Mr. Barton was also involved in one of the earliest cases challenging the prudence of investment and fees of the pension and 401k plans sponsored by New York Life Insurance Company. Mr. Barton is currently involved in the litigation against the Weyerhaeuser Company in alleging that the plan's investment of defined benefit pension plan assets in an array of hedge fund and private equity was imprudent.

Mr. Barton has also provided advice to independent fiduciaries and is currently representing the fiduciaries in litigation against their investment manager.

Mr. Barton has been active in a number of securities fraud lawsuits including *In re Physician Corporation of America Securities Litigation* (S.D. Fla.) (settlement of \$10.2 million), and *In re MCI Securities Litigation* (D.D.C.) (settlement of \$4.5 million) and also represented a small class of former Sterling shareholders who received Uniroyal stock in a merger in *Avery v. Uniroyal Technology Corp.*, (M.D. Fla.) (settlement of \$2.3 million). Mr. Barton represented a limited partners of Lipper Convertibles, a defunct hedge fund, in an arbitration against the fund's former general partners, *Levitt v. Lipper Holdings et al.* (AAA), and in litigation against the outside auditor in federal district court, *Levitt v. PricewaterhouseCoopers* (S.D.N.Y.) in connection with their investments in the Partnership which were allegedly overvalued for over 5 years.

Mr. Barton has also worked on a number of antitrust actions. Mr. Barton was a part of the team that engaged in intensive trial preparations in *In re High Fructose Corn Syrup Antitrust Litigation*, (C.D. Ill.), a class action alleging price-fixing by the manufacturers of high fructose corn syrup, which settled for more than \$500 million shortly before trial. Mr. Barton litigated *In re Mercedes-Benz Antitrust Litigation* (D.N.J.), a class action alleging price-fixing of new Mercedes-Benz vehicles in the New York Region, that settled for \$17.5 million or 50% of Plaintiffs' calculation of actual damages. In connection with the Mercedes-Benz litigation, Mr. Barton briefed and argued and obtained summary judgment on an issue of first impression that established that lessee-plaintiffs had standing to sue as direct purchasers under the federal antitrust laws.

Mr. Barton considers pro bono representation an important component of his practice and usually has at least one pro bono representation. He has represented a number of clients involving actions concerning their employer's failure to pay wages and/or overtime. In one such action, the Judge in D.C. Superior Court described Mr. Barton's representation as follows: "everything done on behalf of

the Plaintiff has been professional, timely and thorough.”

Along with the non-profit law firm Midwest Environmental Advocates, Mr. Barton provided pro bono representation to the grassroots citizens action group Clean Water Action Council of Northeastern Wisconsin, in objecting to a settlement by the United States Department of Justice and the State of Wisconsin concerning natural resource damages in the Fox River area of Wisconsin.

Mr. Barton received his undergraduate degree from the College of William & Mary (B.A. 1991) where he majored in History and minored in Classical Studies, and graduated Order of the Coif from the College of William & Mary, Marshall-Wythe School of Law (J.D. 2000). At law school, he received the Lawrence W. T'Anson Award for outstanding student scholarship, character and leadership, the William B. Spong Award for professionalism and ethics, the Robert R. Kaplan Award for excellence in legal writing and Order of the Barristers. He served on the editorial board of the William & Mary Law Review and was a staff member of the William & Mary Bill of Rights Journal. Mr. Barton was a member of the William & Mary National Trial Team and served as Vice-President of the William & Mary Chapter of the Association of Trial Lawyers of America.

Mr. Barton is the author of a number of articles including *Determining the Meaning of “Direct Evidence” in Discrimination Cases Within the Eleventh Circuit: Why Judge Tjoflat was (W)right*, 77 Fla. B.J. 42 (2003), *Drowning in a Sea of Contract: Application of the Economic Loss Rule to Fraud and Negligent Misrepresentation Claims*, 41 Wm. & Mary L. Rev. 1789 (2000), and *Utilizing Statistics and Bellwether Plaintiff Trials: What do the Constitution and the Federal Rules of Civil Procedure Permit?*, 8 Wm. & Mary Bill Rts. J. 199 (1999). Each of these published articles has been cited by courts and commentators.

Mr. Barton has been invited to speak on ERISA and Class Actions including at the ABA Employee Benefits Mid-Winter meetings, the ABA Joint Committee on Employee Benefits. Mr. Barton is the Plaintiffs’ Co-Chair of the Civil Procedure Subcommittee for the ABA Employee Benefits Committee. Mr. Barton is also the current Vice-Chair of the Employment Rights Section of the American Association of Justice (AAJ) which focuses on all aspects of employment and labor law including Title VII, ADA, ADEA, FMLA, wrongful discharge, and employee benefits cases.

Mr. Barton was recognized in 2013 as a Washington, D.C. “Super Lawyer”, has achieved a Martindale-Hubbell® AV Preeminent™ Rating, and is listed in the Marquis’ Who’s Who in American Law.

Mr. Barton is admitted to practice in the State of California and the District of Columbia.

Joshua S. Devore

Joshua Devore, a Partner at the Firm, joined Cohen Milstein in 2000 as a member of the Securities Fraud/Investor Protection practice group.

He is currently working on several high-profile securities fraud class actions, including litigation concerning the explosion of BP’s Deepwater Horizon rig in the Gulf of Mexico, and multiple cases involving mortgage backed securities that collapsed due to failures to follow loan origination guidelines. Mr. Devore has been heavily involved in litigation covering a wide-range of sophisticated investment products in addition to mortgage backed securities, including private equity funds, auction

rate securities, and mutual funds. He has actively participated in a number of cases that resulted in substantial recoveries for investors, including *In re Lucent Technologies, Inc. Securities Litigation* (settlement of approximately \$575 million); *Maine State Retirement Sys. v. Countrywide Financial* (settlement of \$500 million); *In re Merrill Lynch Research Reports Securities Litigation* (settlement of \$125 million); *New Jersey Carpenters Health Fund v. Residential Capital* (\$100 million partial settlement); *In re VeriSign Corp. Securities Litigation* (settlement of \$78 million); and *Norman v. Salomon Smith Barney* (settlement of \$51 million on behalf of Guided Portfolio Management Account holders).

Mr. Devore has been the primary author of numerous briefs addressing complex and novel issues of the federal securities laws, leading to notable reported decisions such as *In re Parmalat Securities Litigation*, 376 F.Supp.2d 472 (S.D.N.Y. 2003), that affirmed claims of "scheme" liability against a corporation's outside investment banks, and *Lentell v. Merrill Lynch & Co.*, 396 F.3d 161 (2d Cir. 2005), that reversed a dismissal on statute of limitations grounds and reset the standards for pleading loss causation. In the course of his cases, Mr. Devore has taken depositions on four continents of fact witnesses at all levels, including CEO and CFO, and expert witnesses in numerous fields. He was also a member of the trial team in *In re Globalstar Securities Litigation*, which settled during trial for \$20 million after Plaintiffs had fully presented their case.

Mr. Devore is actively involved in the representation of the firm's institutional investor clients and personally developed and oversees the analysis of the firm's clients' investments in securities that may have been affected by fraud.

Mr. Devore was selected as a "Rising Star" by Super Lawyers in 2013 and 2014.

Mr. Devore graduated from Rice University in 1997 with a B.A. in Chemistry, and obtained his law degree from Georgetown University Law Center in 2000. While at Georgetown, Mr. Devore served as an Executive Editor of the Georgetown International Environmental Law Review. Mr. Devore is co-author of *State Court Class Actions: Trends and Issues*, in National Institute on Class-Actions, C-1 (ABA CLE 1999).

Mr. Devore is admitted to practice in the District of Columbia and the Commonwealth of Virginia.

Christopher J. Cormier

Christopher J. Cormier, a Partner at the Firm, joined Cohen Milstein in 2003 and is a member of the Antitrust Practice Group. He has gained considerable experience at the pre-trial, trial and appellate levels in various types of large and complex antitrust cases. And he has helped obtain recoveries for clients in these matters exceeding one billion dollars.

Chris has been named an Antitrust "Litigation Star" in the 2013, 2014, and 2015 editions of Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms and Attorneys.

He works or has worked on the following representative matters:

- *In re Urethane Antitrust Litigation* (D. Kan.), where he serves as co-lead counsel on behalf of a certified class of direct purchasers of several types of chemicals that were overcharged as a result of a nationwide price-fixing and market allocation conspiracy. He played a leading role in litigating major aspects of the case, and helped obtain class settlements with Bayer (\$55.3

million), BASF (\$51 million), and Huntsman (\$33 million). He was a member of the trial team that obtained a \$1 billion judgment following a victorious jury trial against the sole remaining defendant, Dow Chemical. That verdict was the largest in the country in 2013. The judgment was affirmed on appeal by the 10th Circuit.

- *In re Plasma-Derivative Protein Therapies Antitrust Litigation* (N.D. Ill.), where he served on the plaintiffs' steering committee on behalf of a proposed class of direct purchasers alleging a nationwide output restriction and price-fixing conspiracy. He played a leading role in managing all day-to-day as well as strategic aspects of the plaintiffs' litigation efforts. He helped secure \$128 in court-approved settlements from the defendants in 2013.
- *In re Ductile Iron Pipe Fittings Direct Purchaser Antitrust Litigation* (D.N.J.), where he serves as co-lead counsel representing proposed classes of direct purchasers alleging a price-fixing conspiracy among the three major fittings manufacturer defendants, monopolization of a particular market by one defendant, and a conspiracy to monopolize that market by two defendants.
- *In re Cast Iron Soil Pipe and Fittings Antitrust Litigation* (E.D. Tenn.), where he serves as co-lead counsel representing a proposed class of direct purchasers alleging a price-fixing conspiracy among the major manufacturers of cast iron soil pipe and fittings.
- *In re Endosurgical Products Direct Purchaser Antitrust Litigation* (C.D. Cal.), where he served as co-lead counsel on behalf of a proposed class of direct purchasers of medical instruments used in laparoscopic surgery that were overcharged pursuant to alleged monopolistic conduct. In 2009, the Court approved class settlements valued at more than \$39 million.
- *In re Parcel Tanker Shipping Services Antitrust Litigation* (D. Conn.), where he served as co-lead counsel in an arbitration on behalf of direct purchasers of shipping services who allegedly were overcharged pursuant to the defendants' international customer allocation and price-fixing conspiracy. He was a primary author of the brief opposing defendants' request for Supreme Court review of the lower court's order holding that the relevant arbitration clauses did not preclude class-wide arbitration.
- *McIntosh, et al. v. Monsanto Co., et al.* (E.D. Mo.), where he served as co-lead counsel on behalf of farmers alleging a price-fixing conspiracy concerning genetically modified soybean seeds. Following the Court's denial of the remaining defendant's motion for summary judgment, the plaintiffs settled with that defendant on confidential terms.
- *Nate Pease, et al. v. Jasper Wyman & Son, Inc., et al.* (Knox County Superior Court, Me.), where he served as co-lead counsel on behalf of a class of Maine wild blueberry growers. In 2004, a Maine state court jury found the processing companies liable for participating in a four-year price-fixing and non-solicitation conspiracy, and ordered the defendants to pay over \$56 million in damages.

Chris also has written about developments in the antitrust field. He has authored or co-authored the following articles that have been published in leading competition journals:

- "Perspectives on the Future Direction of Antitrust," *Antitrust*, Vol. 22, No. 3, Summer 2008, © 2008 by the American Bar Association.
- "Private Recovery Actions in the United States," *The Antitrust Review of the Americas* 2010, *Global Competition Review*, September 2009.
- "Private Enforcement in the U.S.: An Overview of Leading Cases," *Concurrences Journal*, Institute of Competition Law, April 2014.
- Numerous case law summaries, *E-Competitions Bulletin*, Institute of Competition Law, Fall and Winter 2013.

Prior to joining Cohen Milstein, Chris practiced at a large Baltimore-based law firm, where he focused on commercial and antitrust litigation. After his first year of law school, he served as a judicial intern to the Honorable Deborah K. Chasanow, United States District Court for the District of Maryland. During his second year of law school, he served as a legal intern in the National Criminal Enforcement Section of the United States Department of Justice's Antitrust Division.

He graduated from the University of Virginia with a B.A. in Government in 1999 and from the American University's Washington College of Law (*magna cum laude*) in 2002.

He is admitted to practice in Maryland, the District of Columbia, Colorado, the U.S. District Court for the District of Maryland, the U.S. Court of Appeals for the 9th Circuit; the U.S. Court of Appeals for the 10th Circuit; the U.S. District Court for the District of Colorado; and the U.S. Supreme Court.

Betsy A. Miller

Betsy A. Miller, a Partner at the Firm, joined Cohen Milstein in 2009 and is a member of the Public Client practice group.

Named one of Washington's *Top 40 Under 40 Rising Legal Stars* by the National Law Journal, Ms. Miller is an experienced labor, employment and commercial litigator. Currently, Ms. Miller represents state Attorneys General in investigations, litigation and enforcement actions involving fraudulent mortgage lending, unsafe and deceptive practices in the sale of prescription drugs, and misclassification of independent contractors in violation of state tax and labor laws. In addition to government clients, Ms. Miller represents other public-sector clients, including non-profit organizations and labor unions, in their efforts to ensure enforcement of laws protecting workers and consumers.

Since 2001, Ms. Miller has served on the adjunct faculty of Georgetown University Law Center, where she teaches courses on mediation strategy and negotiation skills. Ms. Miller's dispute resolution experience also includes serving as a mediator, arbitrator, mediation coach and negotiation skills trainer. She has taught negotiation skills courses at Harvard Law School and for a variety of federal and state government clients, law firms, corporations and non-profit organizations. As a consultant for the Kennedy School of Government, Ms. Miller traveled to Central America to evaluate mediation and arbitration programs in Guatemala, Costa Rica, El Salvador and Nicaragua.

Prior to joining Cohen Milstein, Ms. Miller served as the Chief of Staff and Senior Counsel to Linda Singer, the former Attorney General for the District of Columbia. In that capacity, Ms. Miller managed high-profile legal issues and policy initiatives for the Attorney General and was the Mayor's lead labor and employment lawyer overseeing the transition of the D.C. Public Schools to mayoral control. Ms. Miller also supervised the General Counsels' offices of three District agencies, including the D.C. Public Schools and the Office of the State Superintendent for Education. Her other government experience includes serving as Counsel to the U.S. Senate Committee on the Judiciary, where she worked for Chairman Patrick J. Leahy (VT), and clerking for the Honorable Thomas Penfield Jackson in the U.S. District Court for the District of Columbia. In addition, Ms. Miller spent seven years as a litigator in the private sector, working for Jones Day and Crowell & Moring, LLP.

Ms. Miller's recent publications include "Untapped Potential: Creating a Systematic Model for

Mediation Preparation,” *Dispute Resolution Journal* (May-August, 2009) and “WARNings for Firms Facing Layoffs or Bankruptcy,” *Law360* (January, 2009).

Ms. Miller received her undergraduate degree in Comparative Literature from Dartmouth College, *magna cum laude* and Phi Beta Kappa (A.B., 1996). She received her law degree from Harvard Law School, where she was an editor on the Harvard Human Rights Journal and the Harvard Latino Law Review (J.D., 1999). After graduating, Harvard awarded Ms. Miller the Heyman Fellowship for government service and academic excellence and the Kaufman Fellowship for public service.

Ms. Miller is admitted to practice in Massachusetts and the District of Columbia.

Manuel J. Dominguez

A partner in Cohen Milstein’s Florida office, Manuel J. (“John”) Dominguez focuses his practice on antitrust and consumer protection litigation. Mr. Dominguez plays a leading role in the firm’s antitrust group identifying and investigating potential antitrust violations.

Mr. Dominguez is also involved in and helps to manage many of the firm’s pending antitrust cases. He is currently representing plaintiffs in antitrust litigation involving alleged price-fixing and other anti-competitive conduct in various industries including truck transmissions, high tech, medical products, building materials, agricultural, entertainment and finance, among others. He recently litigated and resolved cutting-edge litigation against a major internet service provider for allegedly unlawfully collecting the internet search data of millions of users and making their private information available for downloading by the general public.

Mr. Dominguez has been litigating complex antitrust and consumer cases for more than 15 years, and has served as lead counsel and handled numerous high-profile, high-stakes cases during that time. His efforts have enabled aggrieved businesses and consumers to recover hundreds of millions of dollars.

Mr. Dominguez is also nationally recognized for his knowledge of managing the discovery process in today’s increasingly technologically complex business environment. He has made presentations on topics such as the impact of the new e-discovery amendments to the Federal Rules of Civil Procedure, and has also participated in The Sedona Conference® Working Group 1 – an organization at the vanguard of developing standards for electronic discovery.

Mr. Dominguez currently serves as the Chair for the Antitrust, Franchise & Trade Regulation Committee of the Florida Bar’s Business Law Section. Mr. Dominguez previously served as the Vice Chair of this committee and is also a member of the Executive Council of Florida Bar’s Business Law Section. Mr. Dominguez also co-authored an article for the Florida Bar Journal, “The Plausibility Standard as a Double Edge Sword: The application of Twombly and Iqbal to Affirmative Defenses” (Volume 84, No 6, June 2010).

Mr. Dominguez began his career as an Assistant Attorney General serving in the Attorney General of the State of Florida’s Department of Economic Crimes. As an AAG, he represented the state of Florida in prosecuting corporations and business entities for alleged violations of Florida’s RICO, antitrust, and Unfair and Deceptive Trade Practices Act statutes. Following his service as an AAG, Mr. Dominguez entered private practice, litigating and trying numerous cases involving unfair trade practices and other alleged violations of state and federal consumer protection statutes. In 2000 he

joined Berman DeValerio as an associate and when he left the firm in 2011 he was one of the partners leading the firm's antitrust and consumer practice groups.

Mr. Dominguez graduated with honors from the Florida State University Law School in 1995, where was a member of the *Transnational Journal of Law and Policy*. He received his undergraduate degree from Florida International University in 1991.

Mr. Dominguez is admitted to practice law in the State of Florida as well as U.S. District Courts for the Northern, Middle and Southern Districts of Florida. Mr. Dominguez is also admitted to practice in the United States District Court for Northern District of Illinois.

Brent W. Johnson

Brent W. Johnson, a Partner at the Firm, joined Cohen Milstein in 2009 and is a member of the Antitrust Practice Group. Mr. Johnson has considerable expertise in complex antitrust litigation and class actions.

Mr. Johnson represents businesses and individuals as plaintiffs in federal and state civil actions with a focus on multi-district class actions. His class action experience spans across multiple industries, such as motion pictures, dairy, building materials, chemicals, automotive parts, processed foods, private equity, adhesives and others. His practice encompasses a broad variety of antitrust claims, including Sherman Act Section 1 restraints of trade and Section 2 monopoly and monopsony claims. He has argued before federal district courts and state trial and appellate courts.

Mr. Johnson's recent matters include, among others:

- *Allen vs. Dairy Farmers of America* (D. Vt.), in which he serves as lead counsel for one of two certified subclasses of Northeast dairy farmers against Dairy Farmers of America and Dairy Marketing Services who fixed prices of raw milk, allocated markets and agree not to solicit dairy farmers to supply raw milk in the Northeast and in which defendant Dean Foods Company settled for \$30 million and Defendant Dairy Farmers of America has settled for \$50 million pending approval by the Court;
- *In re Domestic Drywall Antitrust Litigation* (E.D. Pa.), in which he serves as co-lead counsel representing a class of direct purchasers of drywall against drywall manufacturers for price-fixing and in which a major defendant has already settled for \$40 million pending approval by the Court;
- *In re Urethane Antitrust Litigation* (D. Kan.), in which he serves as co-lead counsel on behalf of a certified class of direct purchasers of several types of chemicals who were overcharged as a result of a nationwide price-fixing and market allocation conspiracy and in which multiple defendants collectively settled for over \$130 million and a jury verdict of \$1.1 billion was secured against the final defendant Dow Chemical in 2013;
- *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.) in which he serves as co-lead counsel representing purchasers of hospital services against Blue Cross Blue Shield of Michigan for agreeing to MFN provisions in its contracts with hospitals throughout Michigan that required those hospitals to charge other insurers as much or considerably more for services provided to class members and in which a settlement with BCBSM for nearly \$30 million is currently pending final approval by the Court;

- *Nitsch v. Dreamworks* (N.D. Ca.) in which he serves as co-lead counsel representing a class of visual effects and animation workers against their defendant employers that include Pixar, Lucasfilm Ltd and Dreamworks Animation and who secretly agreed not to actively solicit class members and to fix their wages and salaries in certain ranges;
- *In re Capacitors Antitrust Litigation* (N.D. Ca.) in which he represents a class of direct purchasers of certain capacitors against the defendant manufacturers of those products for price-fixing in violation of Sherman Act;
- *In re Automotive Parts Antitrust Litigation* (E.D. Mich.), in which he represents direct purchasers of wire harnesses, bearings and other automotive parts who were overcharged as a result of price-fixing and bid-rigging conspiracies by various sets of defendants throughout the automotive parts industry.

Prior to joining Cohen Milstein, Mr. Johnson practiced at Latham & Watkins LLP in its Washington, D.C. and New Jersey offices for six years, where he focused on antitrust litigation. Some of Mr. Johnson's matters included:

- *Feesers, Inc. v. Michael Foods, Inc. and Sodexo, Inc.* (M.D. Pa.), in which he was a member of the successful trial team that represented Michael Foods, a manufacturer of processed egg products and refrigerated potato products, in a three week trial of a Robinson-Patman Act action brought by a broad-line distributor of food products;
- *National Laser Technology, Inc. v. Biolase Technology, Inc.* (S.D. Indiana), in which he represented Biolase, the country's largest manufacturer of lasers for dental applications, in a civil action brought by an after-market dental laser support company resulting in a favorable settlement for the client. The plaintiff alleged that Biolase had monopoly power over the hard tissue dental laser market and used that power to coerce dentists into purchasing products from it in violation of Sections 1 and 2 of the Sherman Act;
- *Dahl, et al. v. Bain Capital, et al.* (D. Mass.), in which he represented The Carlyle Group in a class action where plaintiffs alleged collusion among certain private equity firms and investment banks in specific going-private transactions in violation of Section 1 of the Sherman Act; and
- *In re Aftermarket Filters Antitrust Litigation* (N.D. Ill.), in which he represented Champion Laboratories, a manufacturer of aftermarket automotive filters, in a class action where plaintiffs alleged a conspiracy among manufacturers to fix prices in violation of Section 1 of the Sherman Act.

Mr. Johnson also advised clients in the insurance, commodities exchange, chemical and energy industries in obtaining clearance of mergers, acquisitions and joint ventures from the Federal Trade Commission and the Antitrust Division of the Department of Justice in connection with pre-merger notification proceedings under the Hart-Scott-Rodino Antitrust Improvements Act.

Mr. Johnson also has significant experience in other complex civil and criminal litigation and investigations. He has substantial mass torts experience and represented the City of New York and others in multiple federal actions related to the September 11th attacks. He has litigated government contracts matters and was a member of a team handling a GAO administrative hearing concerning a \$1.1 billion Air Force procurement contract. He has conducted internal investigations in response to criminal investigations and inquiries by the Department of Justice and U.S. Attorney's office. He has argued before state trial and appellate courts. He has first-chaired hearings before administrative law judges for the Department of Health and Human Services and the District of Columbia.

Mr. Johnson graduated *magna cum laude* from Duke University in 2000 with a B.A. in Political Science and Spanish. He obtained his law degree from Stanford Law School in 2003.

Mr. Johnson is admitted to practice in the District of Columbia, New York and New Jersey, as well as the U.S. District Courts for the Districts of the District of Columbia and New Jersey. He is a member of the ABA Section of Antitrust Law.

Along with the group's co-chair Dan Small, Mr. Johnson leads the Antitrust Practice Group's new case investigation efforts. In his pro bono work, he has recently represented Covenant House Washington, D.C., Habitat for Humanity International, Inc. and the Cystic Fibrosis Foundation.

Gary L. Azorsky

Gary Azorsky, a Partner at Cohen Milstein, is Co-chair of the Firm's Whistleblower/False Claims Act Practice. In his nation-wide practice, Mr. Azorsky has helped to recover more than \$1.5 billion for federal and state governments, including hundreds of millions of dollars for whistleblower clients.

Mr. Azorsky is currently co-lead counsel in the qui tam action against the pharmaceutical company Wyeth pending in the District of Massachusetts, in which more states have joined to intervene along with the government of the United States than have ever intervened in a qui tam action in history. (*United States of America et al., ex rel. Lauren Kieff, v. Wyeth*, No.1:03-CV-12366-DPW (D.Mass.)). He has also represented whistleblowers in False Claims Act cases involving defense contractors, off-label marketing and misbranding by pharmaceutical companies, and fraud in connection with for-profit colleges and student loan programs. In addition, Mr. Azorsky represents whistleblowers in tax fraud claims against large and small corporations through the IRS Whistleblower Office, as well as whistleblowers alleging violations of the Foreign Corrupt Practices Act filed with the SEC Whistleblower Office.

Mr. Azorsky served as co-counsel for the whistleblower on the following representative matters:

- *United States of America ex rel. Ven-a-Care of the Florida Keys Inc. v. Dey Laboratories, et al.*, Civil Action No. 05-11084 (D. Mass.) (\$280 Million settlement in December 2010)
- *United States of America ex rel. Ven-A-Care of the Florida Keys Inc. v. Boehringer Ingelheim Corp, et al.*, Civil Action No. 07-10248 (D. Mass.) (\$280 Million settlement in December, 2010)
- *Florida ex rel. Ven-A-Care of the Florida Keys Inc. v. Boehringer Ingelheim Corp, et al.*, Civil Action No. 98-3-32A (Leon Cty., Fla.) (\$6.5 Million settlement with Dey Laboratories, Inc. in March 2010)
- *Florida ex rel. Ven-A-Care of the Florida Keys Inc. v. Boehringer Ingelheim Corp, et al.*, Civil Action No. 98-3-32A (Leon Cty., Fla.) (\$9.57 Million settlement with Schering-Plough in December 2009)
- *Florida ex rel. Ven-A-Care of the Florida Keys Inc. v. Boehringer Ingelheim Corp, et al.*, Civil Action No. 98-3-32A (Leon Cty., Fla.) (\$8.5 Million settlement with Boehringer Ingelheim in December 2009)
- *Texas ex rel. Ven-A-Care of the Florida Keys Inc. v. Roxane Laboratories, Inc., Boehringer Ingelheim Pharmaceuticals, Inc., Ben Venue Laboratories, Inc. and Boehringer Ingelheim Corporation*, Civil Action No. GV3-03079 (Travis Cty., Tex.) (\$10 Million settlement with Boehringer Ingelheim in November 2005)

- *Texas ex rel. Ven-A-Care of the Florida Keys Inc. v. Warrick Pharmaceuticals Corporation, Schering Plough Corporation, Schering Corporation*, Civil Action No. GV002327 (Travis Cty., Tex.) (\$27 Million settlement with Schering-Plough in May 2004)
- *Texas ex rel. Ven-A-Care of the Florida Keys Inc. v. Dey, Inc., Dey, L.P.*, Civil Action No. GV002327 (Travis Cty., Tex.) (\$18.5 Million settlement with Dey Laboratories, Inc. in June 2003)

Mr. Azorsky regularly speaks before professional audiences regarding the federal and state False Claims Acts. He is a member of Taxpayers Against Fraud, a nonprofit, public interest organization dedicated to combating fraud against the Federal Government through the promotion and use of the Federal False Claims Act and its qui tam provisions.

Prior to joining Cohen Milstein, in addition to his Whistleblower/False Claims Act practice, Mr. Azorsky was actively involved in groundbreaking civil rights, commercial and intellectual property litigation, including Internet and software industry-related litigation.

Mr. Azorsky is a member of the bars of the Commonwealth of Pennsylvania and the State of New Jersey and is admitted to the United States Supreme Court, Third Circuit Court of Appeals, Eastern District of Pennsylvania and the District of New Jersey. He received a B.A. degree from the University of Pennsylvania and his J.D. from Cornell University Law School. He is rated AV® Preeminent™ 5.0 out of 5 in Martindale-Hubbell Peer Review, representing the highest rating for professional excellence.

Jeanne A. Markey

Jeanne Markey, a Partner at Cohen Milstein, is Co-chair of the Firm's Whistleblower/False Claims Act Practice. She has successfully represented whistleblowers in federal and state cases across the country. Ms. Markey has extensive experience in Qui Tam litigation in the health care, defense and education industries, and has represented whistleblower clients in the public housing sector.

Ms. Markey is co-lead counsel in *United States of America et al., ex rel. Lauren Kieff, v. Wyeth*, the whistleblower case against pharmaceutical giant Wyeth (recently acquired by Pfizer). The lawsuit alleges that Medicaid, the healthcare program for the poor which is jointly funded by the federal and state governments, was defrauded when Wyeth falsely inflated the price of the acid suppression drug Protonix Oral from 2001 through 2006. Thirty-six states and the District of Columbia have joined with the United States to intervene in the Wyeth case -- more states than have ever intervened in any U.S. Qui Tam case.

She also served as the primary attorney representing the putative class in *Benzman v. Whitman*, a class action in Manhattan and Brooklyn against the U.S. Environmental Protection Agency. The claims were based on class members' exposure to contaminants contained in World Trade Center interior dust resulting from the 9/11 attacks.

Ms. Markey is admitted to practice law in the Commonwealth of Pennsylvania, the State of New Jersey, the Eastern District of Pennsylvania and to the First Circuit Court of Appeals, Second Circuit Court of Appeals, and Eleventh Circuit Court of Appeals. She is a member of Taxpayers Against Fraud, a nonprofit, public interest organization dedicated to combating fraud against the Federal Government through the promotion and use of the Federal False Claims Act and its qui tam provisions,

the Association of Qui Tam Attorneys, and frequently speaks about developments in the Qui Tam field. She received her B.A. (*cum laude*) from Colgate University and her J.D. from Cornell University Law School.

Michael Eisenkraft

Michael Eisenkraft, a Partner at the Firm, joined Cohen Milstein in 2009 and is a member of its Securities Fraud/Investor Protection and Commercial Contingency practice groups. Mr. Eisenkraft currently represents investors in many of the firm's ongoing mortgage backed securities cases, including HEMT (Credit Suisse), Harborview (RBS Greenwich Capital) (settlement of \$275 million awaiting preliminary approval), RALI (partial settlement of \$100 million, case ongoing against underwriter defendants), and NovaStar as well as the firm's ongoing litigation in the ChinaMediaExpress and CEDC cases. Mr. Eisenkraft also takes a leading role in prosecuting commodities related cases for the firm and is currently working on the Silver, LIBOR, and Cotton matters among others. In addition, since joining the firm Mr. Eisenkraft has represented investors in the Dynex case, which settled for \$7.5 million on the eve of trial, and in the Lehman mortgage-backed securities case, which settled for \$40 million. Mr. Eisenkraft chairs the Firm's business development committee, serves as the Administrative Partner for the New York office, and was selected as a "Rising Star" by New York Super Lawyers for 2013.

Prior to joining the firm, Mr. Eisenkraft was associated with Kramer Levin Naftalis & Frankel LLP and, before that, with the firm now known as Milberg LLP.

Mr. Eisenkraft served as a law clerk to the Honorable Barrington D. Parker of the United States Court of Appeals for the Second Circuit.

While associated with Milberg, Mr. Eisenkraft represented a lead plaintiff in a number of securities fraud class actions, including *In re CVS Securities Litigation* (D. Mass.), which settled on the eve of trial for \$110 million; *In re Novastar Financial Securities Litigation* (W.D. Mo.), which eventually settled for \$7.25 million; *In re McLeodUSA Inc. Securities Litigation* (N.D. Iowa), which settled for \$30 million; *In re Regeneron Pharmaceuticals Inc.* (S.D.N.Y.), which settled for \$4.7 million; and *In re ARM Financial* (W.D. Ky.), which settled for \$4.1 million.

When associated with Kramer Levin Naftalis & Frankel, Mr. Eisenkraft represented individuals and large corporations in complex civil, criminal, and regulatory matters. Matters included the representation of the former CEO of a publicly traded company charged with a multi-billion dollar securities fraud; the defense of the former director and chair of the compensation committee of the New York Stock Exchange in an action brought by the New York Attorney General relating to executive compensation; and the representation of publicly traded corporations in complex civil suits.

Publications:

Michael Eisenkraft, *The Supreme Court Grants Certiorari in Indymac: What's at Stake for Investors, Securities Lawyers, and the Courts. What You Should Do Right Now to Prepare*, 46 Sec. Reg. & L. Rep. (BNA) 663 (Apr. 7, 2014)

Julie Goldsmith Reiser & Michael B. Eisenkraft, *Why the Financial Services Industry Should Enhance Dodd-Frank's Protections for Senior Citizens*, Banking & Financial Services Policy Report, Vol. 32: No. 11 (November 2013)

Carol V. Gilden, Michael B. Eisenkraft, and Josh Segal, *The Dangers of Missing the Forest: The Harm Caused by Verifone Holdings in a Tellabs World*, Loyola University Chicago Law Journal Vol. 44: No. 5 (Summer 2013)

Reiser, Julie Goldsmith and Eisenkraft, Michael B. (2013) "Dodd-Frank's Protections for Senior Citizens: An Important, Yet Insufficient Step," University of Cincinnati Law Review: Vol. 81: Iss. 2, Article 5.

J. Douglas Richards & Michael B. Eisenkraft, *Pro-Business and Anti-Efficiency: How Conservative Procedural "Innovations" Have Made Litigation Slower, More Expensive, and Less Efficient*, CPI Antitrust Chronicle, May 2013 (1).

J. Douglas Richards & Michael B. Eisenkraft, *Restraint of Trade: Does Manipulation of LIBOR Fall Within the Sherman Act's Definition of "Trade"? A Question of First Principles*, CPI Antitrust Chronicle, Nov. 2012 (2).

Class Action Issues, Ch. 5 of *Private Antitrust Enforcement of Antitrust Law in the United States: A Handbook* (Edward Algar, Cheltenham, UK)(co-authored with J. Douglas Richards and Abigail Shafroth) (2012).

Eric Tirschwell & Michael Eisenkraft, "*Repugnant*" and "*Malevolent*": *The Use of Acquitted Conduct in Federal Sentencing*, New York Law Journal, Sept. 9, 2009 at 4.

Robert A. Wallner & Michael Eisenkraft, *The Pleading Standard for Scienter Under the PSLRA: Is It Constitutional?*, Securities Litigation Report, Feb. 2005, at 1.

Education:

Mr. Eisenkraft graduated *Magna Cum Laude* and Phi Beta Kappa from Brown University (2001) and *Cum Laude* from the Harvard Law School (2004).

Admissions:

Mr. Eisenkraft is admitted in New York, New Jersey, the S.D.N.Y., the E.D.N.Y., the D.N.J., the U.S. Court of Appeals for the Federal Circuit, and the U.S. Court of Appeals for the Second Circuit.

Karen L. Handorf

Karen Handorf, a Partner at the Firm, joined Cohen Milstein in 2007. Ms. Handorf is head of the Employee Benefits (ERISA) practice group.

Ms. Handorf is currently involved in litigation and appeals involving a broad range of employee benefits issues including church plans, ESOPs, employer stock, COBRA, mismanagement of plan investments and benefit terminations. She represented a class of 30,000 Goodyear union retirees in

litigation in which Cohen Milstein obtained approval of a class action settlement between the retirees, Goodyear and the United Steel Workers, resulting in the establishment of a \$1 billion trust through which retiree healthcare benefits will be provided in the future. *Redington v. Goodyear* (N.D. Ohio). She has co-authored amicus briefs filed by the firm on behalf of the Pension Rights Center in the U.S. Supreme Court (*LaRue v. DeWolff, Boberg & Associates*) and in the Third Circuit (*In re Schering-Plough Corporation ERISA Litigation*). She also played a primary role in drafting the appellate brief in *In re Citigroup ERISA Litigation* (2d Cir.) (challenging the dismissal of a complaint alleging the imprudent purchase of employer stock) and in *Boos v. AT&T* (5th Cir.) (involving the issue of whether a program providing cash payments to certain “pension eligible” retirees to reimburse them for their personal telephone expenses during retirement is a pension plan).

Prior to joining the firm, Ms. Handorf was an attorney for the U.S. Department of Labor (the “DOL”) where she litigated ERISA cases in federal appellate and district courts for twenty five years. She began her ERISA career in 1982 as a trial attorney in the Plan Benefits Security Division (PBSD) where she litigated actions brought by the Secretary of Labor for violations of the fiduciary standards of ERISA and handled a number of appellate matters.

In 1989, she was appointed Counsel for Decentralized and Special Litigation responsible for supervising the DOL’s ERISA appellate litigation, district court litigation brought by regional offices of the Solicitor of Labor and administrative litigation involving the civil penalty provisions of ERISA. In that position at the DOL, Ms. Handorf was responsible for establishing and supervising PBSD’s amicus brief writing program which addressed a wide range of novel and difficult ERISA issues in both state and federal court. While at the DOL, she also played a major role in formulating the Government’s position on ERISA issues expressed in amicus briefs filed by the Solicitor General in the United States Supreme Court.

In 2001, she was appointed Deputy Associate Solicitor of PBSD. As the Deputy Associate Solicitor, she was responsible for overseeing litigation brought by the Secretary of Labor and legal advice provided to the Employee Benefit Security Administration, which administers Title I of ERISA. In 2005, she returned to her position as supervisor of the ERISA appellate and amicus brief writing program, serving as Counsel for Appellate and Special Litigation.

Ms. Handorf is a recipient of the Department of Labor Distinguished Career Service Award, and received Exceptional Achievement Awards for her work on ERISA 401(k) plan remedies, the amicus brief in the Enron litigation, retiree health care, the amicus program in general, the appellate brief in the Department’s Tower litigation, termination annuities litigation and multiple employer welfare arrangement (MEWAs) litigation.

Ms. Handorf has been recognized for her expertise by her colleagues in the ERISA bar, who made her a Fellow of the American College of Employee Benefits Counsel. She is a frequent speaker on ERISA issues for the ABA, various bar associations and private seminars, and serves as plaintiffs’ co-chair of preemption subcommittee of the Employees Benefits Committee of the ABA’s Labor Section.

Ms. Handorf received her law degree from the University of Wisconsin Law School in 1975. Prior to law school, she attended the University of Wisconsin-River Falls where she received a B.S. in Speech and History.

Ms. Handorf is a member of the bars of Wisconsin and the District of Columbia, and is admitted to practice before the United States Court of Appeals for the Second Circuit, Third Circuit, Fifth Circuit, Seventh Circuit, Ninth Circuit and Tenth Circuit.

Joel P. Laitman

Joel Laitman is and has been lead counsel in many of the firm's major mortgage backed securities class actions brought against investment banks including, *HEMT* (Credit Suisse); *Harborview* (RBS Greenwich Capital); *RALI* (UBS, Goldman Sachs, Citi) and *NovaStar* (RBS Greenwich Capital, Wachovia, Deutsche Bank).

Two of the cases that settled resulted in the highest recoveries for investors among all mortgage backed securities class actions. After six years of litigation, the *Harborview* case settled in 2014 for \$275 million. In approving the settlement, Chief Judge Loretta Preska of the Southern District of New York commended counsel on a "job well done." The National Law Journal cited the prosecution of this case, among others, in designating the firm as one of the country's "Elite Trial Law Firms." On February 19, 2015, Judge Failla of the Southern District of New York preliminarily approved a partial settlement in *RALI* with defendants Goldman Sachs, Citi, and UBS in the amount of \$235 million. This brings the global settlement amount achieved in *RALI* to \$335 million. In *NovaStar*, a successful appeal to the Second Circuit resulted in a reversal of the district court's dismissal of the action. At oral argument, where Mr. Laitman argued on behalf of plaintiffs, the Circuit Court commended counsel for "excellent" presentations. Thereafter, the *NovaStar* case was successfully expanded from one to six public Offerings, so as to encompass \$7.7 billion in mortgage-backed securities. Finally, in *HEMT*, the case has been expanded from one to two MBS Offerings and the class has been certified.

Mr. Laitman has also argued a number of major cases before the Second Circuit in the securities field including: *Teamsters Local 445 Freight Div. Pension Fund v. Dynex Capital, Inc.*, 531 F.3d 190 (2d Cir. 2008) (addressing corporate scienter under Section 10 (b)); *Teamsters Local 445 Freight Div. Pension Fund v. Bombardier, Inc.*, 546 F.3d 196 (2d Cir. 2008) (addressing standard for establishing market efficiency in certification of Section 10(b) claims); *N.J. Carpenters Health Fund v. Royal Bank of Scot. Group, PLC*, 709 F.3d 109 (2d Cir. 2013) ("*NovaStar*") (reversing dismissal of Securities Act claims); *Wyo. State Treasurer v. Moody's Investors Serv. (In re Lehman Bros. Mortgage-Backed Sec. Litig.)* ("*Lehman*"), 650 F.3d 167 (2d Cir. 2011) (addressing rating agency liability under the Securities Act); and *N.J. Carpenters Health Fund v. Rali Series 2006-QO1*, 477 Fed. Appx. 809 (2d Cir. 2012) ("*Harborview/RALI*") (addressing class member knowledge as grounds for denial of class certification).

Prior to joining Cohen Milstein, Mr. Laitman was a partner at Schoengold Sporn Laitman & Lometti. At his former firm, Mr. Laitman litigated numerous national securities and consumer class actions including many securities class action cases where the firm served as sole lead counsel, including *Westar Energy Securities Litigation* (D. Kansas) (\$30 million recovery); *Nicor, Inc. Securities Litigation* (N.D. Ill.) (\$39 million recovery); *SPX Corporation Securities Litigation* (W.D.N.C.) (\$20 million recovery); *Maley v. Del Global* (\$11.5 million recovery). In *Del Global*, Judge McMahon commended Mr. Laitman as a respected attorney and, in approving the settlement, stated that plaintiffs' counsel "had gone the extra mile" for the class.

Education: Columbia University B.A. 1981 *magna cum laude* (member Phi Beta Kappa); Georgetown University Law Center J.D. 1986.

Joel Laitman was elected to SuperLawyers in 2011, 2012, 2013 and 2014.

Christopher Lometti

Chris Lometti, a Partner at the Firm, joined Cohen Milstein in 2009. Since then, he has helped litigate numerous securities class actions, including *Countrywide MBS* (\$500 million recovery); *Harborview MBS* (\$275 million); *Lehman MBS* (\$40 million); *WaMu MBS* (\$26 million); *Leap Wireless* (S.D. Cal) (\$13.75 million); *Impax* (\$8 million) (subject to final approval); and *Dynex Capital* (\$7.5 million). He is also one of the lead attorneys in many of the firm's ongoing mortgage-backed securities cases, including *Bear Stearns*; *HEMT* (Credit Suisse); *Rali* and *Novastar*.

Prior to joining Cohen Milstein, he was a founding member of Schoengold Sporn Laitman & Lometti, P.C. ("SSLL"), where he practiced for more than thirteen years in the area of securities class action litigation.

While at SSLL, Mr. Lometti oversaw the firm's institutional client development efforts. Under his supervision, the firm established relationships with dozens of Taft-Hartley pension and benefit funds which the firm represented in numerous securities class action lawsuits over the years. In addition, Mr. Lometti participated in the successful litigation of these and other cases, including *WorldCom* (\$6.15 billion recovery), *Bank One* (\$50 million), *USN Communications* (\$45 million), *Nicor* (\$39 million), *PNC* (\$47 million), *Westar* (\$30 million), *SpectraVision* (\$28 million) and *SPX* (\$10 million). In *In re WorldCom, Inc. Securities Litigation*, 02-CV-3288 (S.D.N.Y.), Mr. Lometti represented a named plaintiff and certified class representative with a significant financial interest in WorldCom bonds. That case was settled in 2005 for over \$6.15 billion, the second-largest securities fraud settlement of all time. A majority of the settlement proceeds in the WorldCom case was allocated to the bond claims of Mr. Lometti's client and the class they represented. In addition, in *In re Nicor Securities Litigation*, 02-CV-5168 (N.D. Ill.), Mr. Lometti represented a Taft-Hartley pension and benefit fund in their capacity as sole lead plaintiff. Despite the fact that the case asserted claims under Section 10b of the Securities Exchange Act of 1934 which centered on complex accounting rules governing the financial reporting of natural gas leases, the case was eventually settled for \$39 million.

Prior to SSLL, Mr. Lometti was associated with Shea & Gould, a large New York City-based commercial litigation firm, where he practiced in the Litigation Department. While there, he represented an array of clients, including Fortune 500 companies, in a wide variety of commercial litigation disputes, including SEC investigations and enforcement proceedings, securities class actions and ERISA matters.

In addition to serving as a commercial mediator for the New York State Unified Court system for many years, Mr. Lometti has served as an arbitrator for the New York Stock Exchange and the National Association of Securities Dealers since approximately 1991. In 2011, Mr. Lometti was elected to Super Lawyers. Super Lawyers is a rating service of outstanding lawyers from more than 70 practice areas who have attained a high-degree of peer recognition and professional achievement. The selection process is multi-phased and includes independent research, peer nominations and peer evaluations.

Mr. Lometti received a Bachelor of Arts from Fordham College in 1983, and his J.D. from Fordham Law School in 1986. He is a member of the New York State Bar Association, the New York County Lawyers Association and the Association of the Bar of the City of New York.

Mr. Lometti is admitted to practice in the State of New York, and is resident in the firm's New York office.

Michelle C. Yau

Michelle Yau, a Partner at the Firm, joined Cohen Milstein in 2007. Ms. Yau is a member of the Employee Benefits practice group.

Ms. Yau specializes in ERISA fiduciary breach cases involving complex financial transactions or investments. She successfully represented a multi-plan class of participants, beneficiaries and fiduciaries as ERISA counsel in *In re Beacon Assoc. Litig.*, 09 Civ. 0777 (S.D.N.Y.), which, along with other consolidated case, settled for \$219 million. The settlement provides approximately 70% of the Class Members damages. Several notable decisions were reached during the course of the litigation, including Judge Sand's holding that the Ivy Defendants were fiduciaries under the investment advisor for a fee regulation and the successful certification of multi-plan class. Ms. Yau was part of a team that achieved a \$75 million settlement in *In re: Merrill Lynch*, an employer stock based on allegations that fiduciaries of the Merrill Lynch retirement plans imprudently purchased and held inflated Merrill employer stock for the retirement accounts of the Companies' employees.

Ms. Yau currently leads an action against Weyerhaeuser Company and Morgan Stanley alleging the the Plan's fiduciaries violated ERISA by investing 80-95% of the Plan's assets in risky and illiquid alternative investments (hedge funds, private equity funds and derivatives). The Weyerhaeuser Plaintiffs recently won a motion to dismiss filed by Morgan Stanley. Ms. Yau also currently represents a multi-plan case against Austin Capital and its parent corporation Key Corp based on their investment of plan assets in a Madoff feeder fund.

Prior to joining Cohen Milstein, Ms. Yau was an Honor Program Attorney at the Department of Labor where she enforced and administered of a variety of labor statutes. Before law school, Ms. Yau worked as a financial analyst at Goldman, Sachs & Co. in the Financial Institutions Group of the Investment Banking Division.

Ms. Yau received her law degree from Harvard Law School in 2003, where she was awarded several public interest fellowships, including the Heyman Fellowship for academic excellence and a demonstrated commitment to federal public service. Ms. Yau graduated Phi Beta Kappa with a B.A. in Mathematics from the University of Virginia. Ms. Yau was also selected as an Echols Scholar and awarded the Student Council Scholarship for leadership, academic achievement and community service. Ms. Yau was named a Rising Star Under 40.

Ms. Yau is admitted to practice in the District of Columbia, Massachusetts, the United States Supreme Court and the United States Court of Appeals for the Fourth Circuit.

George F. Farah

George F. Farah, a Partner, joined the Firm in 2005 and is a member of the Antitrust and Human Rights practice groups.

Since joining the firm, Mr. Farah has represented classes of direct purchasers who were allegedly injured by price-fixing conspiracies, including in *In re Hydrogen Peroxide Antitrust Litigation* (E.D. Pa.) and *In re OSB Antitrust Litigation* (E.D. Pa.), both of which obtained total settlements exceeding \$100 million. He has also represented victims of other tortious conduct, including the City of Milwaukee in a lawsuit against lead paint manufacturers for widespread childhood lead poisoning as well as survivors of Nazi-era slave labor against German companies that profited from that labor.

Mr. Farah is currently involved in several antitrust class action cases alleging concerted or unilateral anticompetitive conduct. In *In re Publication Paper Antitrust Litigation* (D. Ct.), he serves on the executive committee representing direct purchasers who allege that publication paper manufacturers conspired to reduce capacity and fix prices. In *Allen, et al. v. Dairy Farmers of America, et al.* (D. Vt.), he serves as co-lead counsel representing farmers who allege that cooperatives and processors in the Northeast conspired to monopolize the raw milk market and depress prices. In *Carlin, et al. v. DairyAmerica, et al.* (E.D. Ca.), he serves as co-lead counsel representing farmers who allege that a marketing company misrepresented data to the USDA and artificially depressed milk prices.

Mr. Farah is also currently litigating other cases on behalf of victims of alleged tortious conduct. In *In re Google Inc. Street View Electronic Communications Litigation* (N.D. Ca.), he serves as co-lead counsel representing a proposed class of nationwide computer users whose private data was intercepted and retained by Google's Street View vehicles. In *Greenpeace, Inc. v. Dow Chemical Company, et al.* (D.D.C.), he represents Greenpeace in a lawsuit against chemical and public relations companies that allegedly engaged in surveillance, trespass and other actions to secure information about Greenpeace's environmental activities. In political asylum proceedings before a United States Immigration Court, he represents a Nepali nurse who was tortured on the basis of her religion and social group.

Prior to joining the Firm, Mr. Farah focused on electoral reform and income inequality issues. He is the founder of Open Debates, a nonprofit organization working to reform the presidential debate process. Before attending law school, Mr. Farah worked to expose the harms of media concentration and the IMF's structural adjustment programs at The Center for the Study of Responsive Law.

Mr. Farah is the author of the book *No Debate: How the Republican and Democratic Parties Secretly Control the Presidential Debates* from Seven Stories Press. His articles addressing legal and electoral issues have been published in *The Washington Post*, *The Boston Globe*, *The Philadelphia Inquirer*, *The Denver Post*, *The Christian Science Monitor*, *Fort Lauderdale Sun-Sentinel*, *Extra! Magazine*, and other publications.

Mr. Farah has appeared on dozens of television programs, including "Nightline," "NOW with Bill Moyers," "20/20," "CBS Evening News," "NBC Nightly News," "CNN Lou Dobbs Tonight," "CNN's Market Call," "FOX and Friends," and "Countdown with Keith Olbermann." Mr. Farah has been interviewed on over 100 radio shows, including NPR's "To the Point," "Keep Hope Alive With Jesse Jackson," "Democracy Now!," "CounterSpin," and "Judicial Watch Report."

Mr. Farah has given several talks on the political process and electoral reform issues at colleges and universities, has hosted numerous televised press conferences, and was a Newsmaker at the National Press Club.

Mr. Farah is a graduate of Harvard Law School (J.D., 2005), and Princeton University (B.A., Woodrow Wilson School of Public and International Affairs, 2000). Mr. Farah was the recipient of a Paul and Daisy Soros Fellowship, and was a delegate to the 2005 International Achievement Summit.

Mr. Farah is admitted to practice in New York and the District of Columbia.

Kalpana Kotagal

Kalpana Kotagal, a Partner, joined the Cohen Milstein in 2006 and is a member of the Civil Rights & Employment practice group. She also chairs the Firm's Hiring and Diversity Committee.

Ms. Kotagal represents female employees alleging sexual discrimination against one of the nation's largest jewelry chains in *Jock, et al. v Sterling Jewelers Inc.* (AAA Case No.11 160 00655 08). The plaintiffs successfully sought review of the district court's decision reversing the arbitrator's clause construction award before the Second Circuit Court of Appeals, and prevailed against the defendant's motion to seek review of that decision by the United States Supreme Court. Ms. Kotagal is also currently involved in *Dukes v. Wal-Mart Stores, Inc.* (N.D. Cal.) and other cases challenging Wal-Mart's treatment of women employees alleging discrimination in pay and promotion.

Ms. Kotagal has represented a class of disabled veteran applicants alleging illegal pre-offer medical inquiries during the application process against the United States Postal Service, in *Hill, et. al v. Donohue, United States Postal Service*, which has been successfully resolved. Ms. Kotagal was also involved in *Aaron v. Pilgrim's Pride Corp.*, Civ. No. 06-1082 (W.D. Ark.), representing workers seeking redress for unpaid overtime, a case that was successfully resolved in 2009.

Ms. Kotagal is a member of the Center for Worklife Law's Working Group on Pregnancy Accommodation. She is a member of the National Employment Lawyers Association (NELA). She is also the co-author of "Innovation, Economics and the Law: The Health Care Industry's Exposure to Antitrust Liability," published by the ABA Antitrust Law Section in 2007.

Before attending law school, Ms. Kotagal worked in the environmental community as Assistant National Field Director of the United States Public Interest Research Group, running national legislative campaigns on renewable energy and environmental issues, and as an organizer with Green Corps. In 2006, she served as an advisor to a Congressional candidate. Ms. Kotagal served as an honorary chair of the National Finance Committee of Young Lawyers for Obama in 2008.

While in law school, Ms. Kotagal was a summer associate at Cohen Milstein and served as law clerk in the Chambers of the Honorable J. Curtis Joyner, Eastern District of Pennsylvania. She was also involved in litigation under the Alien Tort Claims Act and RICO on behalf of Haider Mushin Saleh against contractors CACI and Titan for human rights abuses in Abu Ghraib prison. She served on the Editorial Board of the University of Pennsylvania Law Review as an Articles Editor.

Following law school, Ms. Kotagal clerked for the Honorable Betty Binns Fletcher, United States Court of Appeals for the Ninth Circuit.

Ms. Kotagal received her undergraduate degree with honors from Stanford University (A.B., economics, B.S., earth systems, 1999) and was a Morris K. Udall Scholar. She received her law degree cum laude from the University of Pennsylvania (2005), where she was a James Wilson Fellow.

Ms. Kotagal is admitted to practice in New York and the District of Columbia.

Mimi Liu

Mimi Liu, a Partner at the Firm, joined Cohen Milstein in April 2012. She is a member of the Public Client practice group. Ms. Liu was formerly a senior lawyer at Planned Parenthood Federation of America, where for almost eight years she represented clients in a variety of high-profile constitutional civil rights matters. She successfully briefed and argued cases before numerous federal district and appellate courts and state appellate courts. Ms. Liu brings her robust experience as a civil rights litigator to this practice, where she represents state Attorneys General in investigations, litigation, and enforcement actions aimed at protecting consumers and public resources. Currently, Ms. Liu represents state Attorneys General in actions involving Medicaid fraud, and unfair and deceptive practices in debt collection.

Prior to joining Planned Parenthood, Ms. Liu was a litigator at Wilmer, Cutler & Pickering (now WilmerHale), where she represented clients in civil rights, intellectual property, bankruptcy, and federal securities litigations. In addition, during her time at Wilmer, Cutler, Ms. Liu was part of the trial team that successfully challenged a federal law restricting access to reproductive health services in the Southern District of New York and served as appellate counsel for a brutalized Congolese woman, whose asylum she ultimately secured.

Ms. Liu graduated from Harvard Law School (J.D., *cum laude*, 1999), where she served as Executive Editor of the *Human Rights Journal* and co-authored the treatise *Gender Asylum Law*, which examines decisions and guidelines for filing asylum applications in a variety of international jurisdictions. She received her Bachelor of Commerce from the University of Alberta (1996). Following law school, Ms. Liu, a Canadian, clerked for the Court of Appeals of Alberta and for the Honorable Justice Claire L'Heureux-Dubé of the Supreme Court of Canada.

Ms. Liu is admitted to practice in the District of Columbia and New York, the United States Courts of Appeals for the Sixth, Eighth, and Ninth Circuits, and the United States District Court for the District of Columbia.

Sharon K. Robertson

Sharon K. Robertson, a Partner at the Firm, joined Cohen Milstein in 2007 and is a member of the Antitrust practice group.

Ms. Robertson currently represents Registered Nurses employed by hospitals in Albany, Detroit and Memphis in lawsuits alleging that their employers unlawfully fixed their wages in violation of federal antitrust laws. Ms. Robertson is also working on *In re Urethane Antitrust Litigation (Polyether Polyol Cases)* (D. Kan.), where she represents a class of direct purchasers of several types of chemicals who allegedly were overcharged as a result of a nationwide price-fixing and market allocation conspiracy. One defendant, Bayer, already has settled for \$55.3 million and is providing cooperation pursuant to its obligations under the settlement agreement.

Ms. Robertson also represents Indonesian villagers in a lawsuit against Exxon Mobil over torture and extrajudicial killings allegedly committed by the defendant's security forces (a unit of the Indonesian military).

Before attending law school, Ms. Robertson worked on the campaign committee of Councilman John Liu, the first Asian-American to be elected to New York City's City Council.

During law school, Ms. Robertson served as an Alexander Fellow. In that capacity, she spent a semester interning full-time for the Honorable Shira A. Scheindlin, United States District Court for the Southern District of New York. She was also an intern in the Litigation Bureau of the Office of the New York State Attorney General and the United States Court of Appeals for the Second Circuit.

Ms. Robertson graduated from the State University of New York at Binghamton, where she received a B.A. in Philosophy, Politics and Law (*magna cum laude*, 2003). She received her law degree from the Benjamin N. Cardozo School of Law (J.D., 2006). She served as Notes Editor of the Cardozo Public Law, Policy and Ethics Journal.

Ms. Robertson is admitted to practice in New York and New Jersey.

Attorney Profiles – Retired Partner

Herbert E. Milstein

Herbert E. Milstein began practicing law with Jerry S. Cohen in 1970 – the birth of the Firm. Mr. Milstein has been lead or principal counsel in many of the best known securities class actions litigated during the past 40 years. He retired from the Firm in 2012.

Mr. Milstein is the author of numerous articles on topics involving class action litigations and the Federal securities laws. He recently authored an article on current issues involving federal securities laws. He also wrote a separate article in the book entitled *The Burger Years*. He is the author of a monograph on the attorney-client privilege.

As an adjunct Professor of Law at Georgetown University Law Center from 1980-1987, he taught complex litigation and continues to lecture on securities litigation and class actions at law schools and seminars sponsored by the American Bar Association, state bar associations, and continuing legal education organizations. In 1985, he received a Silver Gavel award from the American Bar Association for his distinguished example of public service.

Mr. Milstein formerly served on the staff of the Securities and Exchange Commission for five and one-half years, and last held the position of Chief Enforcement Attorney, Division of Corporate Regulation. From 1976-1980, Mr. Milstein served as Equity Receiver for National American Life Insurance Company, appointed by Judge Charles R. Richey, in *SEC v. National Pacific Corp.* For that work, the Chairman of the SEC said Mr. Milstein and the Firm served “with distinction.”

Formerly the President of the National Association of Securities and Commercial Law Attorneys (NASCAT), he also served as Treasurer of that organization for six years. He is a member of the American Law Institute, and a member and former Chairman of the Executive Council of the Securities Law Committee of the Federal Bar Association.

Mr. Milstein is currently on the Board of Directors of several organizations, including The Studio Theatre of Washington, DC.

Mr. Milstein graduated from Harvard College (*cum laude*, 1958) and Columbia University School of Law (LL.B., 1961).

Mr. Milstein is admitted to practice in the District of Columbia and Massachusetts.

Attorney Profiles – Of Counsel & Associates

Laura Alexander

Laura Alexander joined Cohen Milstein in 2012 and is a member of the Antitrust Practice Group. Ms. Alexander has extensive experience in complex antitrust litigation, class actions, and appeals.

Ms. Alexander represents businesses and individuals in federal and state civil actions with a focus on multi-district class actions. She has worked on antitrust issues in many industries, including pharmaceuticals, telecommunications, cable television, wireless networking, welding, industrial fans, automotive parts, air transport, finance, enterprise software, and consumer credit, among others. Her practice encompasses a broad variety of antitrust claims, including monopoly, monopsony, and restraint of trade claims, as well as sham litigation and pay-for-delay claims related to patents and other intellectual property.

Prior to joining Cohen Milstein, Ms. Alexander practiced at Kirkland & Ellis LLP in its Washington, D.C. office, where she focused on antitrust litigation.

Ms. Alexander also has significant experience in other complex civil and criminal litigation. She has successfully represented several clients before the United States Supreme Court, including the House of Representatives of the State of Arizona in a federal action related to Arizona's administration of ESL education and securing the reversal of a conviction of a criminal defendant for violation of his rights under the Speedy Trial Act. Ms. Alexander was part of the team litigating what was, at the time, the largest bankruptcy ever filed, at both the trial and appellate levels. She has also successfully represented clients in employment discrimination lawsuits, under federal and state law, and in federal disability lawsuits. Ms. Alexander has argued before federal appellate courts and agencies.

Ms. Alexander obtained a B.A. in Mathematics from Reed College in 2002. She graduated *magna cum laude* from Georgetown University Law Center in 2007. After law school, Ms. Alexander served as a law clerk to the Honorable M. Margaret McKeown on the United States Court of Appeals for the Ninth Circuit.

Ms. Alexander is admitted to practice in the District of Columbia and California, as well as the U.S. District Court for the District of Columbia. She is a member of the ABA Section on Antitrust Law.

Elizabeth Aniskevich

Elizabeth Aniskevich, an Associate at the Firm, joined Cohen Milstein in 2012 and is a member of the Securities Fraud/Investor Protection practice group.

Prior to joining the firm, Ms. Aniskevich served as the Pro Se Clerk at the United States District Court for the Eastern District of Virginia in Alexandria, where she managed the pro se prisoner dockets of the seven district court judges. She also previously worked at Cohen Milstein as a law clerk from May 2010 to April 2011.

Ms. Aniskevich graduated from the University of Florida in 2008 with a Bachelor of Arts and double major in Sociology and Criminology, where she was the Valedictorian for the College of Liberal Arts and Sciences. Ms. Aniskevich received her J.D., *magna cum laude*, *Order of the Coif*, from American

University's Washington College of Law in 2011. During law school, Ms. Aniskevich was a Senior Staff Member of the *American University Law Review* and served as a Research Assistant to her criminal law professor, Professor Ira P. Robbins. She was also the recipient of the Clair A. Cripe award for outstanding performance in correctional law.

Ms. Aniskevich is admitted to practice in Virginia.

Luke Bierman

Luke Bierman joined Cohen Milstein in 2011 as Of Counsel in the Securities Fraud/Investor Protection Practice Group, where he counsels pension funds on fiduciary, ethics, governance and compliance issues. Mr. Bierman's role is to assist public pension funds at critical and challenging times for those funds, and to provide collaborative and creative solutions.

Mr. Bierman is also the Dean and Professor of Law at Elon University School of Law in Greensboro, North Carolina. As the leader of a law school recognized as one of the most innovative, Dean Bierman envisions a law school that blends the most important traditional elements of legal education with the demands of modern society and serves as a hub where the public, private and academic communities come together.

Previously, Dean Bierman was the Associate Dean for Experiential Education and Distinguished Professor of Practice of Law at Northeastern University School of Law in Boston where he was responsible for Northeastern's distinctive Cooperative Legal Education Program. Dean Bierman also convened the Alliance for Experiential Learning in Law, a group of legal educators from over 100 law schools that is committed to innovative approaches in law school curriculums.

Previously, Mr. Bierman served for almost four years as General Counsel for the Office of the New York State Comptroller, the sole trustee of the state's \$140 billion pension fund and the state's chief fiscal officer for the state of New York's \$130 billion budget. In this role, Mr. Bierman managed a legal staff that included 55 attorneys, and was responsible for legal advice and counsel on all matters relating to the comptroller's constitutional and statutory responsibilities, including fiduciary, governance, ethics, litigation, investment, pension benefits, state and municipal finance and legislative matters. He also managed the 35 outside law firms that represented the Comptroller in litigation and transactional matters.

Earlier in his career, Mr. Bierman served as a Fellow in Government Law and Policy at Albany Law School. He also has served as Director of the Institute for Emerging Issues at North Carolina State University, where he held the rank of Associate Professor of Political Science; as Founding Director of the Justice Center and Special Assistant to the President of the American Bar Association; as Visiting Specialist in Constitutional Law with the rank of Associate Professor at The Richard Stockton College of New Jersey; and as law clerk to Justices and as Chief Attorney of the New York Supreme Court, Appellate Division, Third Department. Mr. Bierman also has taught at Albany Law School, Northwestern University School of Law, the University at Albany and Trinity College in Hartford.

Mr. Bierman is a frequent lecturer and commentator about corporate governance reform, fiduciary responsibility and ethics, and justice reform. He was a member of the board of directors of the Council of Institutional Investors, where he co-chaired the policies committee. He is an elected member of the American Law Institute. Mr. Bierman's most recent speaking engagements include:

- Moderator, “Corporate Governance Roundtable”, Active-Passive Investor Summit, New York City, April 2012
- Panelist, “Corporate Governance, Due Diligence and Securities Litigation”, Public Funds Summit, San Diego, CA, March 2012
- Panelist, “Legal Developments,” Public Funds Summit, Scottsdale, AZ, January 2012
- Panelist, “Dodd-Frank: Panacea or Poison?”, American Bar Association Annual Meeting, August 2011
- Panelist, “What *Morrison* Means,” National Summit on the Future of Fiduciary Responsibility, June 2011
- Panelist, “Fiduciary Update–Scandals”, Stanford Law School Fiduciary College, March 2011
- Panelist, “The Rights and Responsibilities of Institutional Investors”, Institutional Investor Conference, March 2011
- Moderator, “Fiduciary Duty”, Council of Institutional Investors Annual Meeting, September 2010
- Speaker, “SEC Pay to Play Reforms,” American Bar Association Business Law Section Fall Meeting, November, 2010
- Panelist, “Access to Justice: *Morrison v. National Australia Bank*,” American Constitution Society, October 2010
- Keynote, “Politics and the Market: How Policy Affects Investment Decisions,” De-Risking Strategies for Pension Funds, Foundations and Endowments, International Quality and Productivity Center, October 2010
- Panelist, “Challenges Facing Public Pension Funds,” Governance for Owners Conference, October 2010
- Speaker, “Public Pension Reform in a Time of Turmoil,” Emerging Issues Forum, Massachusetts Public Employee Retirement Administration Commission, September 2010
- Moderator, “Fiduciary Duty,” Council of Institutional Investors Annual Meeting, September 2010
- Speaker, “*Morrison v. National Australia Bank*: Implications for Investors,” Council of Institutional Investors teleconference, August 2010
- Panelist, “Regulation of Placement Agents for Public Pension Funds,” National Association of Pension Plan Attorneys, June 2010
- Panelist, “The SEC’s Investor Protection Mission,” DC Bar Association, April 2010
- Speaker, “Dealing With Placement Agents,” Stanford Law School Fiduciary College, March 2010
- Panelist, “Credit Rating Agencies’ Liability,” DC Bar Association, February 2010
- Speaker, “Evolving Fiduciary Obligations of Pension Plans,” Institutional Investor Conference, February 2010
- Speaker, “Updates on Pension Fund Reform in New York State – Views from the General Counsel,” National Association of Pension Plan Attorneys, June 2009
- Panelist, “Governance Changes as Part of Class Action Settlements,” Institutional Investor Educational Foundation’s Global Shareholder Activism Conference, December, 2008
- Moderator, Panels on Pension Plan Fiduciary Responsibility, Governance, and Ethics, U.S. Pensions Summit, October 2008
- Keynote Speaker, Jefferson B. Fordham Awards Luncheon, Annual Meeting of ABA Section of State and Local Government Law, August 2008
- Panelist, “Governance and Pension Plans,” U.S. Pensions Summit, April 2008
- Panelist, “Fiduciary and Accounting Responsibilities in Non Profit Management,” New York State Bar Association, November 2007

- Panelist, “Governance - Best Practices for Fiduciary,” U.S. Pensions Summit, September 2007

Mr. Bierman earned his Ph.D. and M.A. in Political Science from the University at Albany; his J.D. from the Marshall Wythe School of Law of the College of William and Mary, where he was a member of the Law Review; and his B.A. in American Political History *magna cum laude* with High Honors from Colgate University, where he was elected to Phi Beta Kappa.

Mary J. Bortscheller

Mary Bortscheller, an Associate at the Firm, joined Cohen Milstein in 2013 and is a member of the Consumer Protection and Unsafe Products practice group.

Prior to joining Cohen Milstein, Ms. Bortscheller practiced at Williams Montgomery & John in Chicago, IL. Ms. Bortscheller also was a volunteer for the Chicago Legal Clinic, Inc.'s Foreclosure Defense Project. Before attending law school, Ms. Bortscheller served in the United States Peace Corps as a TEFL Volunteer in Sichuan Province, China.

Ms. Bortscheller graduated from Gustavus Adolphus College in 2004 with a B.A., *cum laude*, in Political Science and received her J.D., *cum laude*, from American University, Washington College of Law in 2010. During law school, she served as Features Editor and Senior Editor of *Sustainable Development Law & Policy* and was a staff member of the *American University International Law Review*. Ms. Bortscheller interned with the United States District Court for the District of Minnesota.

Ms. Bortscheller is admitted to practice in Illinois and her application to the DC Bar is pending.

Robert Braun

Robert Braun joined Cohen Milstein as an Associate in 2014 and is a member of the Antitrust Practice Group.

Mr. Braun represents individuals and businesses in federal civil actions with a focus on multi-district class actions and antitrust litigation.

Prior to joining Cohen Milstein, Mr. Braun served as a law clerk for the Honorable Carolyn Dineen King of the U.S. Court of Appeals for the Fifth Circuit and for the Honorable Lee H. Rosenthal of the U.S. District Court for the Southern District of Texas. He was also an Arthur Liman Fellow at Southeast Louisiana Legal Services, where he worked on public interest housing litigation in New Orleans. Before attending law school, Mr. Braun was a visiting lecturer at the China Foreign Affairs University in Beijing, China.

Mr. Braun graduated from Princeton University in 2007 with a B.A. in Sociology (*summa cum laude, Phi Beta Kappa*), and was the Chair of the Editorial Board for the *Daily Princetonian*. Mr. Braun received his J.D. from Yale Law School in 2011. During law school, he was a member of the “9/11 Clinic,” where he assisted in representing in federal habeas litigation a Yemeni citizen detained by U.S. forces in Bagram, Afghanistan. Mr. Braun was also a member of the mock trial team and an editor of the Yale Journal of International Law.

Mr. Braun is admitted to practice in Louisiana and is currently practicing under the supervision of Kit A. Pierson, a member of the D.C. Bar.

S. Douglas Bunch

S. Douglas Bunch, an Associate at the Firm, joined Cohen Milstein in 2006 and is a member of the Securities Fraud/Investor Protection practice group.

Mr. Bunch is currently litigating multiple securities class actions, including cases on behalf of investors in funds which served as so-called “feeder funds” for Bernard L. Madoff’s Ponzi scheme; class actions on behalf of investors in residential mortgage-backed securities, including *Maine State Ret. Sys. v. Countrywide Fin. Corp.*, No. 2:10-CV-00302 MRP (C.D. Cal.); *In re Lehman Bros. Mortgage-Backed Sec. Litig.*, No. 08 Civ. 6762 (LAK) (S.D.N.Y.); *New Jersey Carpenters Health Fund v. Residential Capital, LLC*, No. 08 Civ. 8781 (HB) (S.D.N.Y.); *New Jersey Carpenters Vacation Fund v. Harborview Mortgage Loan Trust 2006-4*, No. 08 Civ. 5093 (HB) (S.D.N.Y.); and *In re Bear Stearns Mortgage Pass-Through Certificates Litig.*, No. 08 Civ. 8093 (LTS) (S.D.N.Y.); and *In re Oppenheimer Rochester Funds Group Sec. Litig.*, No. 09-md-02063-JLK (D. Colo.), a class action on behalf of investors in various Oppenheimer mutual funds which alleges defendants’ failure to disclose the risks of investing in those funds. Mr. Bunch was also instrumental in achieving the successful appeal and recent settlement, for \$90 million, of *Rubin v. MF Global Ltd.*, No. 08 Civ. 2233 (VM) (S.D.N.Y.).

Mr. Bunch is a graduate of the William & Mary School of Law (2006), where he was a recipient of the Benjamin Rush Medal. A member of Phi Beta Kappa, he graduated *summa cum laude* from the College of William & Mary in 2002 with a Bachelor’s degree in Government and Classical Studies. Mr. Bunch is also a 2003 graduate of Harvard University’s Graduate School of Education, from which he holds a Master’s degree in Administration, Planning, and Social Policy. At Harvard, he served as an intern in the Boston office of the U.S. Department of Education’s Office for Civil Rights, where he worked closely with attorneys to enforce federal laws that protect students from discrimination on the basis of race, gender, age, and disability.

Mr. Bunch is actively involved in several nonprofit endeavors. He is the Founder and Chairman of nonprofit Global Playground, which helps educate countless children worldwide; a member of the Board of Directors of Ascanius: The Youth Classics Institute, which promotes the study of Latin and the Classics in the elementary school; and a former member of the Board of Directors of the Northeast Conference on the Teaching of Foreign Languages, which promotes the study of world languages more broadly. Recently he received an award for service: in 2011, Mr. Bunch was the inaugural recipient of William & Mary School of Law’s W. Taylor Reveley Award.

Mr. Bunch is admitted to practice in New York, the District of Columbia, the U.S. Supreme Court, the Courts of Appeals for the Second, Ninth, and Tenth Circuits, and the U.S. District Courts for the District of Columbia, District of Colorado, and Southern and Eastern Districts of New York.

Monya M. Bunch

Monya M. Bunch joined Cohen Milstein as an Associate in 2009 and is a member of the Employee Benefits practice group.

At Cohen Milstein, Ms. Bunch serves as plaintiffs’ counsel in ERISA class action litigation matters. She is currently involved in litigation involving a broad range of employee benefits issues including

claims concerning church plans, COBRA, ESOPs, and benefit terminations. Ms. Bunch has achieved favorable results at the pre-trial and trial levels on a wide range of key issues, including class certification, motions to dismiss, summary judgment and ultimate liability, and in 2014, she was recognized as a "Rising Star" by Washington, D.C. Super Lawyers.

Ms. Bunch shares the Firm's commitment to pro bono work, and has represented pro bono clients in actions concerning discrimination and workers' compensation claims.

Ms. Bunch currently serves on the Firm's Diversity Committee, and the Summer Associate Committee.

Prior to joining Cohen Milstein, Ms. Bunch was a litigation associate at WilmerHale LLP, where she focused on litigation in federal court, and federal criminal and regulatory investigations. While there, Ms. Bunch was part of a team that successfully represented the relator in a rare and complex False Claims Act trial in the United States District Court for the District of Columbia. Ms. Bunch then clerked for the Honorable Damon J. Keith of the United States Court of Appeals for the Sixth Circuit.

Prior to law school, Ms. Bunch dedicated her career to community activism and development as a local planner for the Agenda for Children Tomorrow (A.C.T.), in New York City. While working for A.C.T., she supported a neighborhood-planning coalition as a liaison between government and local communities, responsible for linking and obtaining funding for community projects related to child welfare, family planning and youth services.

Ms. Bunch graduated from Hampton University where she received a B.S. in Marketing, and the University of Hartford where she received a graduate degree in Public Administration (M.P.A.). She received her law degree from the Howard University School of Law in 2004, where she served as editor-in-chief of the *Howard Law Journal's* commemorative *Brown@50* volume.

Ms. Bunch has authored several published articles, including Comment, *Juvenile Transfer Proceedings: A Place for Restorative Justice Values*, 47 *How. L.J.* 909 (2004), for which she received the Burton Award for Excellence in Legal Writing, and *Evaluating ERISA Retaliation Claims*, *TRIAL*, January 2014.

Ms. Bunch is admitted to practice in the State of New York and the District of Columbia, the federal district courts for Colorado, the Southern District of New York, the Eastern District of Michigan, and the United States Court of Appeals for the Third Circuit, the United States Court of Appeals for the Sixth Circuit, as well as pro hac before other federal courts throughout the country

Shaylyn Cochran

Shaylyn Cochran, an Associate at the Firm, joined Cohen Milstein in 2012 and is a member of the Civil Rights & Employment practice group.

Prior to joining the firm, Ms. Cochran was a Civil Rights Fellow at Relman, Dane & Colfax, where she assisted in federal fair housing and employment discrimination litigation. Ms. Cochran previously served as a Litigation Intern at the NAACP Legal Defense and Educational Fund and a Litigation Intern in the Disability Rights Section of the United States Department of Justice Civil Rights Division.

Ms. Cochran graduated from Ohio University in 2007 with a B.S. in Journalism and a B.A. in Political Science (*summa cum laude*, Phi Beta Kappa). She received her J.D. from Harvard Law School in 2011. During law school, Ms. Cochran was a Line Editor and member of the Article Selection Committee for the *Journal on Legislation*, and the President of the Harvard Black Law Students Association. She was also a Student Attorney and Communications Director for the Harvard Legal Aid Bureau. Ms. Cochran is a 2008 NAACP Legal Defense Fund/Shearman & Sterling Scholar and she is the recipient of the 2011 Dean's Award for Community Leadership.

Ms. Cochran is admitted to practice in New York State and the District of Columbia.

Jeffrey Dubner

Jeffrey B. Dubner joined Cohen Milstein as an Associate in 2011 and is a member of the Antitrust practice group.

Mr. Dubner represents individuals, businesses, and unions in federal civil actions, with a focus on multi-district class actions and antitrust litigation. He has represented both plaintiffs and defendants in antitrust litigation, dealing with the application of the Sherman Act in industries from health care and financial services to professional sports and publishing. He has also represented plaintiffs with claims under the Stored Communications Act, the Commodities Exchange Act, and other state and federal statutes.

Mr. Dubner's recent matters have included:

- *In re Electronic Books Antitrust Litigation* (S.D.N.Y.), in which he represents a class of direct purchasers of ebooks alleging that Apple Inc. and five of the "Big Six" publishing companies conspired to raise the retail price of ebooks, in violation of Section 1 of the Sherman Act. Along with a group of State Attorneys General, Plaintiffs have settled with the five Publisher Defendants for more than \$166 million, and are scheduled for trial against the remaining defendant, Apple, in May 2014.
- *Garber v. Major League Baseball* and *Laumann v. National Hockey League* (S.D.N.Y.), in which he represents purchasers of out-of-market baseball and hockey packages against the MLB, NHL, Comcast, DirecTV, and affiliated companies. Plaintiffs allege that the system of geographical broadcasting territories employed by each league amounts to unlawful market allocation under Section 1 of the Sherman Act. Defendants' motions to dismiss were denied and the case is currently in discovery.
- *In re Domestic Drywall Antitrust Litigation* (E.D. Pa.), in which he represents a class of direct purchasers of gypsum wallboard alleging that seven manufacturers of wallboard conspired to fix and raise the price of wallboard and eliminate the long-standing practice of limiting price increases for the duration of a construction project by offering "job quotes," in violation of Section 1 of the Sherman Act.
- *Prime Healthcare Services, Inc. v. Service Employees International Union* (S.D. Cal.), in which he represents the Service Employees International Union ("SEIU") in defending against a claim that it conspired with a local union and Kaiser Permanente entities to eliminate competing hospitals from Southern California in violation of Section 1 of the Sherman Act. Mr. Dubner

was the lead author of SEIU's motions to dismiss, which led the court to dismiss the complaint twice for failure to state a claim.

- *Landwehr v. AOL Inc.* (E.D. Va.), in which he represented a class of AOL users alleging that AOL violated the Electronic Communications Privacy Act and Virginia Consumer Protection Act by publicly releasing AOL users' search histories in 2006. The case settled favorably for \$5 million and injunctive relief.

Prior to joining the firm, Mr. Dubner was a law clerk for the Honorable Guido Calabresi of the U.S. Court of Appeals for the Second Circuit and the Honorable John G. Koeltl of the U.S. District Court for the Southern District of New York.

Mr. Dubner graduated from Harvard University with a B.A. in Psychology (2003, *cum laude*) and Harvard Law School (J.D., *magna cum laude*, 2009). During law school, Mr. Dubner served as a Notes Editor for the *Harvard Law Review*.

Mr. Dubner is admitted to practice in New York, the District of Columbia, and the Southern District of New York.

Suzanne Dugan

Suzanne M. Dugan leads the firm's Ethics and Fiduciary Counseling practice, which provides guidance to pension funds and other public, private and nonprofit entities on ethics, fiduciary, governance and compliance issues. With more than 20 years of legal experience, including service as ethics counsel for the third largest public pension fund in the country and as general counsel for a state ethics commission, Ms. Dugan offers the broad perspective of a regulator and the understanding of an in house counsel.

With this unique vantage, she employs a collaborative approach to advising on ethical duties, fiduciary responsibility, strategic governance, compliance and related organizational mandates. Ms. Dugan's experience and knowledge also allow her to assist in conducting internal investigations and structuring recommendations for improved policies and procedures. She also draws on the expertise of Cohen Milstein's other practice groups, such as ERISA, Qui Tam, Antitrust and Consumer Protection, to counsel clients on the full range of matters implicated when considering ethics and fiduciary issues.

At Cohen Milstein, Ms. Dugan provides ethics counsel to one of the largest public pension funds, and serves as compliance counsel to another major fund. She has also conducted ethics and fiduciary training for the boards of directors of some of the country's largest public pension funds. When counseling and training pension funds, she draws upon the experience gained from having served as in-house ethics counsel during an unprecedented time of challenge for pension funds.

Ms. Dugan has also provided expert legal and consulting services on ethics issues to counsel retained to conduct an investigation, reviewing a draft report and providing input on proposed recommendations for remedial action. As outside experts, CMST's Ethics and Fiduciary Counseling practice provides an additional layer of oversight and accountability to the primary investigation, utilizing the unique expertise of Ms. Dugan and her colleagues to provide independent observations and expert opinion.

In addition, Ms. Dugan also serves as the independent ethics officer for a large county, where she is responsible for evaluating and investigating complaints of unethical conduct, and providing objective and independent analysis to county leadership regarding the interpretation and application of the county's code of ethics. She works to help ensure that county officers and employees refrain from conduct that may even be perceived as unethical and adopt a culture of public servant leadership that earns and preserves trust and support from citizens.

Ms. Dugan previously served as Special Counsel for Ethics for the Office of the New York State Comptroller, where she counseled the state's chief fiscal officer and sole trustee of the third largest public pension fund in the country on ethics and fiduciary issues. She provided fiduciary and ethics training to the State Comptroller, as well as senior management and the advisory committees appointed to assist the Comptroller in managing the pension fund. Ms. Dugan implemented a vigorous and dynamic ethics program for the agency's 2,500 employees, initiating and managing a program that provided specific ethics training to each division of the Agency, focusing on the particular challenges faced in the course of doing business. Ms. Dugan and her staff provided individual advice and counsel on all aspects of ethics and fiduciary issues. These programmatic initiatives were designed to promote a culture of ethics and public integrity with continual improvement at all levels of the agency.

Ms. Dugan also served as the Acting Executive Director and General Counsel to the New York State Ethics Commission. During her tenure at the Commission, she oversaw the agency and its programs, including the issuance of formal and informal advisory opinions as well as investigative reports and notices of civil assessment in enforcement proceedings. She implemented the Commission's financial disclosure process and its regulations governing honoraria and travel reimbursement, and assisted the Office of the Attorney General in preparing the Commission's defense in litigation.

A frequent lecturer at conferences and forums addressing ethics and fiduciary issues in the public and nonprofit sectors, including pension funds, Ms. Dugan's upcoming and most recent speaking engagements include:

- Panelist, "Legal Ethics for Public Pension Attorneys", 2013 Legal Education Conference, National Association of Public Pension Attorneys, Santa Fe, NM, June 2013.
- Panelist, "Fiduciary and Ethics Issues for Public Pension Plans", Public Funds Summit, Huntington Beach, CA, March 2013
- Moderator, "Creation, Composition and Operation of Audit Committees", Fiduciary & Plan Governance Section, National Association of Public Pension Attorneys,, Washington, DC, February 2013
- Panelist, "Legal Issues Facing Public Pension Funds", Public Funds Summit, Scottsdale, AZ, January 2013
- Panelist, "Keeping Public Safety Pensions Safe: Ethics & Fiduciary Issues", National Conference on Public Employee Retirement Systems, New Orleans, Louisiana, October 2012
- Panelist, "Trustee Education: Fiduciary Responsibility", Public Funds Summit East, Newport, RI, July 2012.

- Panelist, "Trustee Education: Fiduciary Responsibility", Public Funds Summit, Scottsdale, AZ, January 2012.
- Panelist, "Are Pension Benefits Really Vested? Latest Developments in Fiduciary Duty", SACRS Fall Conference, Costa Mesa, CA, November 2011.

Ms. Dugan previously was appointed to the adjunct faculty at Albany Law School, where she taught a class in government ethics.

Ms. Dugan graduated *magna cum laude* from Siena College, and earned a Juris Doctor *cum laude* from Albany Law School. Ms. Dugan began her career as a judicial clerk with the Appellate Division, Third Department, of the New York State Supreme Court. She also served as an administrator at Albany Law School, as well as the pro bono Legal Director of an Albany, New York, area not-for-profit. She currently is a member of the Board of Directors of her local Planned Parenthood affiliate. She is an elected member of the American Law Institute.

Genevieve Odile Fontan

Genevieve Fontan, an Associate at the Firm, joined Cohen Milstein in 2012 and is a member of the Securities Fraud/Investor Protection practice group.

Prior to joining the firm, Ms. Fontan was a litigation fellow for two years at the American Civil Liberties Union of Northern California, where she worked on First Amendment litigation and educational equity matters.

Ms. Fontan received her undergraduate degree from the University of California, Berkeley in Interdisciplinary Field Studies and French Literature, with highest honors and high honors, respectively (B.A., 2003). She also completed a two-year master's program at the Université Paris-Sorbonne where she received a degree in geography, *Mention Culture, Politique, Patrimoine*, after defending her thesis on socio-geographic trends in legalized household winemaking during Prohibition years in California (M. 2, 2010). Ms. Fontan received her law degree from Stanford Law School (J.D., 2010). While there, she provided supervised representation through the Stanford Community Law Clinic in the successful defense against an eviction lawsuit. She received an Equal Justice America fellowship for public interest work involving the Violence Against Women Act and also Stanford Law School's pro bono distinction for externships at Housing and Economic Rights Advocates, Public Advocates, and the ACLU of Northern California.

Ms. Fontan is admitted to practice in New York State.

Joshua D. Glickman

Joshua D. Glickman, an Associate, joined Cohen Milstein in 2014 and is a member of the Public Client Practice Group. Mr. Glickman represents state Attorneys General and other public-sector clients as outside counsel in investigations and lawsuits involving fraudulent and deceptive trade practices.

Before joining Cohen Milstein, Mr. Glickman was an Associate at Sullivan & Cromwell LLP, where he focused on general commercial, securities, bankruptcy, and other litigation and regulatory matters. While there, Mr. Glickman also served as a Seconded with Morgan Stanley's Legal Department and

was responsible for assessing and remediating legal risks for a range of prospective business partners and transactions. Prior to that, he clerked for the Honorable Richard M. Berman of the United States District Court for the Southern District of New York.

Mr. Glickman graduated with High Honors from the University of Michigan in 2004, with a Bachelor of Arts in Business Administration. Mr. Glickman received his J.D., *cum laude*, from the University of Pennsylvania Law School in 2009. During law school, he served as Senior Editor of the Journal of International Law and as Vice President of the Mock Trial Team.

Mr. Glickman is admitted to practice in New York and is currently practicing under the supervision of Linda Singer, a member of the D.C. Bar.

Hiba Hafiz

Hiba Hafiz joined Cohen Milstein as an Associate in 2013 and is a member of the Antitrust Practice Group.

Ms. Hafiz represents individuals, businesses and unions in federal civil actions with a focus on multi-district class actions and antitrust litigation. Since joining the firm, she has represented plaintiffs in antitrust litigation in a number of industries from health care and pharmaceuticals to the publishing industry. She has also represented plaintiffs with claims under the Takings Clause of the U.S. Constitution.

Prior to joining the Firm, Ms. Hafiz was a David W. Leebron Human Rights Fellow at International Rights Advocates, where she worked to develop Alien Tort Statute and trafficking claims on behalf of undocumented farmworkers trafficked into the United States to work on farms across the country. She also served as a law clerk for the Honorable José L. Linares of the United States District Court for the District of New Jersey and for the Honorable Juan R. Torruella of the United States Court of Appeals for the First Circuit.

Ms. Hafiz received her J.D. from Columbia Law School in June 2010 (Harlan Fiske Stone Scholar, Parker School Recognition in International Law). During law school, she served as a Notes and Submissions Editor for the Columbia Human Rights Law Review, a Teaching Assistant in Columbia's Human Rights Clinic, and as a Research Coordinator for Rightslink, an organization assisting human rights attorneys abroad in researching human rights-based claims. She was awarded Best Petitioner Brief in the 2008 Northeast Regional Frederick Douglass Moot Court Competition. Ms. Hafiz has also served as a volunteer attorney for the American Civil Liberties Union – Puerto Rico Chapter and has interned at the Prosecutor's Office at the International Criminal Tribunal for the Former Yugoslavia, the Center for Constitutional Rights, Centro de los Derechos del Migrante and the Open Society Justice Initiative.

Ms. Hafiz graduated from Wellesley College in 1999 with a B.A. in Philosophy (*magna cum laude*). She received a Ph.D. in Comparative Literature at Yale University in June 2007. As a graduate student, she worked as a union organizer and coordinator for the Graduate Employees and Students Organization (GESO) in local and national campaigns to organize academic workers in private universities. With GESO's parent union, UNITE-HERE, she also worked on comprehensive campaigns with a network of local, national and international unions as well as grassroots organizations for better living and working conditions in the service sector.

Ms. Hafiz is admitted to practice in New York and is currently practicing under the supervision of Daniel A. Small, a member of the D.C. Bar.

Sally M. Handmaker

Sally M. Handmaker, an Associate at the Firm, joined Cohen Milstein in 2014 and is a member of the Consumer Protection & Unsafe Products practice group.

Prior to joining Cohen Milstein, Ms. Handmaker was a Litigation Associate at Proskauer Rose LLP, working on complex commercial and general litigation matters in federal and state courts covering a variety of subject matters, including antitrust, securities litigation, sports, intellectual property, and employment. She was a recipient of Proskauer's Golden Gavel Award in 2012 in recognition of her pro bono work with the Lawyers Committee for Civil Rights Under Law's Voting Rights Project.

Ms. Handmaker graduated from the University of Southern California in 2007, *summa cum laude*, with a B.A. in Psychology and Political Science and received her J.D. from the University of Virginia School of Law in 2011. While in law school, Ms. Handmaker served as an intern at the U.S. Department of Justice's Criminal Division focusing on cases involving child exploitation and was a board member of The Virginia Innocence Project, the University of Virginia's arm of the national litigation and public policy organization dedicated to exonerating wrongfully convicted people through DNA testing and reforming the criminal justice system. She also participated in the University of Virginia School of Law's Moot Court program and served on the Editorial Board of the Journal of Law & Politics.

Ms. Handmaker's undergraduate honors thesis was published in the American Psychological Association journal Law and Human Behavior under the title "'How Did you Feel?': Increasing Child Sexual Abuse Witnesses' Production of Evaluative Information."

Ms. Handmaker is admitted to practice in California and the District of Columbia.

Kira L. Hettinger

Kira L. Hettinger, an Associate, joined Cohen Milstein in 2014 and is a member of the Employee Benefits Practice Group.

Prior to joining Cohen Milstein, Ms. Hettinger served as a Pro Se Law Clerk to the Honorable Leonie M. Brinkema at the United States District Court for the Eastern District of Virginia, Alexandria Division. As the Pro Se Clerk, she worked with all seven district judges in Alexandria on pro se prisoner cases.

Ms. Hettinger graduated from the University of Florida in 2007, with a B.S. in Marketing, a B.S. in Psychology, and a minor in communications. Ms. Hettinger received her J.D., *magna cum laude*, *Order of the Coif*, from American University Washington College of Law in 2013. During law school, she was a Senior Staff Member of the *American University Law Review*, Features Editor of the Sustainable Development Law and Policy Publication, and member of the Society for Dispute Resolution Competition Team. Ms. Hettinger served as a Student Attorney at the United States Attorney's Office for the District of Columbia and served as an intern with the United States Department of Justice, Office of Immigration, Appellate Section. She also interned for the Honorable

Gerald Bruce Lee. Ms. Hettinger is a recipient of the Clair A. Cripe award for outstanding performance in correctional law.

Ms. Hettinger is admitted to practice in Virginia and is currently practicing under the supervision of Karen Handorf, a member of the D.C. Bar.

Johanna M. Hickman

Johanna M. Hickman, a Litigation Fellow at the Firm, joined Cohen Milstein in 2013 and is a member of the Public Client practice group. In this position, Ms. Hickman represents state Attorneys General and other public-sector clients in investigations and lawsuits involving healthcare fraud, consumer fraud in the mortgage industry, and other fraudulent and deceptive trade practices.

Ms. Hickman serves on the adjunct faculty of the Georgetown University Law Center, where she teaches a course in advanced legal writing and practice.

Before joining Cohen Milstein, Ms. Hickman was an Associate at Willkie Farr & Gallagher LLP, where she advised clients regarding environmental and toxic tort liability, negotiated the environmental aspects of corporate transactions, and represented clients in complex insurance coverage litigation. Prior to that, Ms. Hickman clerked for two years for the Honorable James I. Cohn of the United States District Court for the Southern District of Florida.

Ms. Hickman graduated with Highest Honors from the University of North Carolina at Chapel Hill in 2003, with a Bachelor of Arts in Journalism and Mass Communication. Ms. Hickman received her J.D., *cum laude*, from the Georgetown University Law Center in 2006. During law school, she served as a Staff Member and Symposium Editor of the Georgetown Journal of Legal Ethics and was a finalist in Georgetown's 35th Annual Leahy Moot Court Competition.

Ms. Hickman is admitted to practice in the District of Columbia and Florida, and in the United States District Court for the District of Columbia.

Anita F. Hill

Anita F. Hill joined Cohen Milstein in 2011 as Of Counsel in the Civil Rights and Employment Practice Group.

Ms. Hill brings three decades of legal and academic experience to the Civil Rights practice. She began her career as an associate with the Washington, D.C. law firm Wald, Harkrader & Ross. Ms. Hill then served as special counsel to the assistant secretary of the Department of Education's Office for Civil Rights and later as advisor to the chair of the Equal Employment Opportunity Commission (EEOC). She began her teaching career as an assistant professor at Oral Roberts University and later joined the faculty at the University of Oklahoma College of Law. She has also visited at the University of California, Berkeley. Ms. Hill is currently a professor of social policy, law and women's studies at The Heller School for Public Policy and Management at Brandeis University.

Ms. Hill is the author of numerous articles on international commercial law, bankruptcy, and civil rights -- all areas in which she has taught. She has given numerous presentations on commercial law as well as race and gender equality. In addition, she has appeared on several television programs, such as

Face the Nation and *Meet the Press*, and her commentary has been published by *Newsweek*, the *New York Times*, and the *Boston Globe*. Ms. Hill is the author of *Speaking Truth to Power* and served as the co-editor of *Race, Gender, and Power in America: The Legacy of the Hill-Thomas Hearings*. She is also the author of *Reimagining Equality: Stories of Gender, Race and Finding Home*, which will be released in October 2011.

Ms. Hill is a graduate of Oklahoma State University (B.A., 1977) and of the Yale University Law School (J.D., 1980).

Nicholas Johnson

Nicholas Johnson, an Associate, joined Cohen Milstein in May 2014. Mr. Johnson's work focuses on catastrophic injury, class action and product liability litigation.

Prior to joining Cohen Milstein, Mr. Johnson worked for two South Florida defense firms, gaining valuable experience representing Fortune 500 insurance companies in the defense of claims and lawsuits.

Upon his admission to the Florida Bar in 2007, Mr. Johnson worked as an Assistant Public Defender in Palm Beach County, where he represented indigent clients charged with misdemeanors and felonies, ranging from DUI to crimes punishable by life in prison. He was awarded the Best Advocate Award at the Florida Public Defender College in November, 2008. Mr. Johnson tried approximately 30 jury trials to verdict as an Assistant Public Defender.

Mr. Johnson currently serves on the Board of the Florida Justice Association's Young Lawyer Section and the Membership Diversity Committee. Additionally, he is an active member of the American Association for Justice Public Education Committee and the Palm Beach County Bar Diversity and Inclusion Committee.

Mr. Johnson was born and raised in Kingston, Jamaica. He represented Jamaica at several international swimming competitions, and went on to attend prep school at Choate Rosemary Hall in Wallingford, CT. Mr. Johnson graduated from Boston University with a B.A. in Economics, and completed his Master's in Sports Management at the University of Florida. He graduated cum laude from St. Thomas University School of Law in 2007.

Anthony R. Juzaitis

Anthony R. Juzaitis joined Cohen Milstein as an Associate in 2014 and is a member of the Public Client Practice Group. Mr. Juzaitis represents state Attorneys General and other public-sector clients as outside counsel in investigations and lawsuits involving fraudulent and deceptive trade practices.

Before joining Cohen Milstein, Mr. Juzaitis was a Litigation Associate at Willkie Farr & Gallagher LLP, where he focused on complex litigation, Foreign Corrupt Practices Act compliance, internal investigations, and securities enforcement.

Mr. Juzaitis graduated from the University of California, Irvine in 2004 with a B.A. in Political Science (Honors) and a B.A. in Philosophy (*cum laude*). Mr. Juzaitis received his J.D. from Duke

University School of Law in 2008. During law school, he served as a Judicial Extern to the Honorable Bruce D. Black of the U.S. District Court for the District of New Mexico.

Mr. Juzaitis is admitted to practice in the District of Columbia and the State of California.

Michele Keegan

Michele Keegan joined Cohen Milstein in 2013 and is an Associate in the Public Client Practice Group. In this position, Michele represents state Attorneys General and other public-sector clients in investigations, litigation, and enforcement actions aimed at protecting consumers and public resources.

Before joining Cohen Milstein, Michele served as a clerk to the Honorable Kathryn A. Oberly on the District of Columbia Court of Appeals and before that as an associate in the Litigation and Dispute Resolution Group at Mayer Brown in Washington, D.C. At Mayer Brown, Michele handled a wide variety of cases in federal and state courts where she managed early case assessment and discovery, drafted briefs and motions, interviewed witnesses, and counseled clients regarding litigation risks. One of the experiences of which she is most proud is arguing as the lead attorney in an asylum case, where she was successful in obtaining asylum for her client, a victim of domestic abuse in her native country.

Throughout her career, Michele has focused on promoting social justice. In the field human rights and civil rights, Michele has worked with the Lawyers Committee for Civil Rights Under Law to promote equality in public education, the American Civil Liberties Union of North Carolina on advancing students' rights, the United States Senate Judiciary Committee under the leadership of Senator Leahy, and the Public International Law and Policy Group consulting on the peace process and reconciliation in Sri Lanka. Additionally, for more than fifteen years, Michele has been an advocate for democracy and human rights in Burma. In that role she has worked in Bangkok, Thailand generating reports on the political and economic situation in Burma and providing strategic support to regional parliamentarians supportive of democratic change in Burma, served on the board of the U.S. Campaign for Burma, testified before Congress about the situation in Burma, and spoken before student and civic groups across the country. Michele has been recognized by the ACLU, United Nations Educational, Scientific, and Cultural Organization ("UNESCO"), and received the Seventeen/Covergirl Award for Extraordinary Commitment to Public Service for her efforts to promote human rights and democracy in Burma.

Originally from New Jersey, Michele graduated, with honors, from American University with a B.A. in psychology and sociology, and later earned a J.D. from American University's Washington College of Law, with honors. At the Washington College of Law, Michele was a member of the American University Law Review and a Dean's Scholar.

Michele is admitted to practice in the District of Columbia, Maryland, and North Carolina.

Adam Langino

Adam J. Langino, an Associate, joined Cohen Milstein in January 2014. Mr. Langino is a 2006 graduate of the University of Minnesota School Of Law (*cum laude*) where he received an award for Best Oral Argument and participated in the Wagner Labor Law Moot Court program. He received his Bachelor's degree in Government and Politics and graduated from the University of Maryland in College Park, MD (with honors, *magna cum laude*). As a student at the University of Maryland he was

selected to study at Exeter College at Oxford University, where he participated in an Honors Seminar in British Law and Society.

Prior to joining Cohen Milstein, Mr. Langino was an Associate at Leopold Law and also served for three years as an Assistant Public Defender in West Palm Beach, FL. As an Assistant Public Defender, Mr. Langino handled complex felony criminal cases, including first degree felonies and crimes punishable by life in prison. He gained valuable trial experience and secured freedom for the wrongly accused. Before his service as an Assistant Public Defender, Mr. Langino clerked for the Federal Public Defender located in Minneapolis, MN.

Mr. Langino is a member of the Florida Bar, the Minnesota Bar and the Federal Bar for the Southern District of Florida. He is also an active member in the Palm Beach County Bar Association, and Florida Justice Association. He was recently appointed to the Board of the Florida Justice Association's Young Lawyer Section. In 2010, he was named a Rising Star by the Florida Super Lawyers publication- a distinction bestowed on no more than 2.5% of Floridian attorneys.

Mr. Langino is also an active volunteer in his community. He currently volunteers as a boxing coach for local youths for the Police Athletic League located in Palm Beach Gardens. He also is an active member in Club 100 Charities. Club 100 is a local non-profit faith based organization dedicated to making the local community a better place by focusing on the needs of the community's youth and elderly.

Awards & Recognitions

- Martindale Hubbell AV Rating
- Super Lawyers - Rising Star (2010)
- The National Trial Lawyers Top 40 Under 40
- Florida Trend's Legal Elite Up & Comer (2014)

Stephan A. LeClainche

Stephan A. LeClainche, Of Counsel, joined Cohen Milstein in 2015 and is a member of the Medical Malpractice Practice Group.

With more than three decades of experience in civil litigation, Mr. LeClainche knows that skill in the courtroom is just part of the story. Topflight lawyers also know how to counsel and comfort clients – and anticipate the other side's every move. The best lawyers are advisers and advocates, compassionate yet aggressive. These are the traits Mr. LeClainche brings to every case he handles.

A Florida board-certified civil trial lawyer since 1996, Mr. LeClainche focuses his practice in areas that include medical malpractice, automobile negligence, sexual abuse, medical device litigation, and other serious injury and negligence cases. The cases may be different, but the complexities, challenges, and consequences are always high, requiring attention to detail – and dedication to a client's needs and concerns. With every case, Mr. LeClainche is both veteran lawyer and seasoned investigator, investing the time necessary to unearth and analyze every potentially relevant facet of a case. But he is always a partner, making sure that clients are kept updated on the progress of a matter – and that they are always part of the team.

Mr. LeClainche's successes in the courtroom include a \$40 million dollar verdict recovered for a child in a wrongful death case; a \$2.3 million dollar verdict for personal injuries suffered during a fall at an amusement park; a \$2.8 million dollar verdict for a death and personal injuries suffered by husband and wife in a motor vehicle accident; verdicts of \$1.7 million and \$10 million in two separate cases involving sexual abuse of minors; and a \$5 million dollar settlement reached during trial in a medical malpractice case. Recently, Mr. LeClainche was part of a team of lawyers who, after years of costly litigation, successfully recovered \$27 million dollars on behalf of 10 victims of child abuse in a case brought in Federal Court in New York.

Mr. LeClainche's accomplishments over the years have enabled him to achieve an AV-Preeminent rating from Martindale-Hubbell, the highest rating available for ethics and legal ability from the nation's oldest guide to lawyers and law firms. He is also listed in The Best Lawyers in America and Florida Super Lawyers, publications based exclusively on peer selection.

Mr. LeClainche graduated from Florida International University with a B.A. in Political Science (Magna Cum Laude) in 1981 and received his J.D. from the University of Florida College of Law in 1984. Mr. LeClainche was born and raised in Kingston, Jamaica.

He is admitted to practice in Florida, the U.S. Supreme Court, and the U.S. District Court Southern District of Florida.

Certified Legal Specialties

Board Certified Civil Trial Lawyer, Florida Bar Board of Legal Specialization
Civil Trial Law, The Florida Bar
Civil Trial Advocate, National Board of Trial Advocacy

Professional Associations and Memberships

Palm Beach County Bar Association
Palm Beach County Trial Lawyers Association
The Florida Bar
American Association for Justice
The Florida Justice Association
American Board Trial Advocates

Emmy Levens

Emmy Levens joined Cohen Milstein as an Associate in 2009. She is a member of the Antitrust practice group.

Prior to joining the firm, Ms. Levens was a staff law clerk at the U.S. Court of Appeals for the Seventh Circuit, where she handled a variety of cases including employment discrimination, bankruptcy, immigration, criminal appeals, civil rights, and habeas corpus.

Ms. Levens graduated from the University of Kansas with a B.A. in Political Science (2004, with honors) and UCLA Law School (J.D., *order of the coif*, 2007). During law school, Ms. Levens served as the Managing Editor for the UCLA Journal of Environmental Law and Policy, the Director of the Downtown Legal Housing Clinic, and the president of Moot Court. She also worked as a summer associate for Morrison & Foerster, LLP in San Francisco.

Ms. Levens' admission to the Illinois Bar is pending and she is practicing under the supervision of Daniel S. Small, a member of the D.C. Bar.

Diana L. Martin

Diana L. Martin, Of Counsel, joined Cohen Milstein in January 2014. Ms. Martin handles appeals for the firm in a wide variety of practice areas, including tort liability, product liability, managed care liability, and consumer class actions. She also provides litigation support to the firm's attorneys by drafting and arguing complex and case dispositive motions and providing legal assistance at trial by handling motions for directed verdicts, complex evidentiary issues, and charge conferences.

Before joining the firm, Ms. Martin served for three years as Staff Attorney to the Honorable Martha C. Warner in the Fourth District Court of Appeal of Florida. She is a 2002 High Honors graduate from the University of Florida Levin College of Law, where she was inducted into the Order of the Coif. Ms. Martin received her Bachelor's Degree from Flagler College after graduating summa cum laude, being awarded Departmental Honors in Philosophy/Religion, and being inducted into the Alpha Chi and Omicron Delta Kappa honor societies.

Ms. Martin was appointed by the Florida Bar to sit on the Board of Directors of Florida Legal Services and she serves as Audit Committee Chair of Families First of Palm Beach County. She is also a co-author of Florida Insurance Law and Practice, an annual publication by Thomson/West.

Ms. Martin is admitted to practice in the Florida State Courts; the U.S. District Courts for the Northern, Middle, and Southern Districts of Florida; the U.S. Court of Appeals, 11th Circuit; and the United States Supreme Court.

Awards & Recognitions

- Florida Rising Stars list, Florida Super Lawyers Magazine (2012 - 2014)
- Up and Comer, South Florida Legal Guide (2012 and 2013)

Wallace B. McCall

Wallace B. McCall, Of Counsel, joined Cohen Milstein in January 2014. Mr. McCall obtained a Bachelor of Arts degree in political science from the University of the South in Seawann, Tennessee and is a graduate of J.D. Stetson University College of Law in St. Petersburg, Florida. He has devoted his career to representing individuals who have sustained serious personal injuries and families of those who have suffered the wrongful death of a loved one.

Mr. McCall has obtained more than 20 verdicts or settlements of \$1,000,000 or more and has served as lead counsel in over 100 jury trials. His exceptional code of ethics, legal ability and respectability in the courtroom and the legal community has earned him an AV rating from Martindale Hubbell for 20 consecutive years. He has been Board certified by the Florida Bar since 1984, the highest level of recognition by the Florida Bar, for competency and experience for a civil trial lawyer.

He is a recipient of the Judge O. Wehle Award in Trial Practice, as well as a member of the Palm Beach County Bar Association, Florida Justice Association, Palm Beach County Justice Association, and the American Board of Trial Advocates.

Awards & Recognitions

- Florida Super Lawyers (2014)
- 20 Years of AV Preeminent Ratings Martindale-Hubbell

Douglas J. McNamara

Douglas McNamara, Of Counsel at the Firm, joined Cohen Milstein in 2001 as a member of the Antitrust and Consumer Protection & Unsafe Products practice groups.

Mr. McNamara has worked on numerous cases involving dangerous pharmaceuticals and medical devices, light cigarettes, defective consumer products, and environmental torts.

Prior to joining Cohen Milstein, Mr. McNamara was a litigation associate at Arnold & Porter, specializing in pharmaceutical and product liability cases. He started his career at New York City's Legal Aid Society, defending indigent criminal defendants at trial and on appeal.

He has been the lead author on three law review articles: *Buckley, Imbler and Stare Decisis: The Present Predicament of Prosecutorial Immunity and An End to Its Absolute Means*, 59 Alb. L. Rev. 1135 (1996); *Sexual Discrimination and Sexual Misconduct: Applying New York's Gender-Specific Sexual Misconduct Law to Minors*, 14 Touro L. Rev. 477 (Winter 1998), and most recently, Douglas

McNamara, et al, *Reexamining the Seventh Amendment Argument Against Issue Certification*, 34 Pace L. Rev. 1041 (2014). He is presently teaching a course on environmental and toxic torts as an adjunct at George Washington University School of Law.

Mr. McNamara graduated from SUNY Albany with a B.A. in Political Science (*summa cum laude*, 1992) and New York University School of Law (J.D., 1995).

Mr. McNamara is admitted to practice in New York and the District of Columbia.

Casey M. Preston

Casey Preston, an Associate at Cohen Milstein, is a member of the Firm's Whistleblower/False Claims Act Practice.

Mr. Preston serves as counsel in *United States of America et al. ex rel. Lauren Kieff v. Wyeth*, the whistleblower case against pharmaceutical giant Wyeth (recently acquired by Pfizer). The lawsuit alleges that states were defrauded when Wyeth falsely inflated the price of the acid suppression drug Protonix Oral from 2001 through 2006. Thirty-six states and the District of Columbia have joined with the United States to intervene in the Wyeth case -- the most states that have ever intervened in any U.S. Qui Tam case.

In addition to helping and serving as counsel for whistleblowers, Mr. Preston has also represented and advised clients in various complex litigations, securities class actions, and commercial disputes.

Mr. Preston received his B.S. degree from The Citadel and his J.D. from Villanova University School of Law (J.D., 2000). He clerked for the Hon. William J. Nealon, U.S. District Court for the Middle District of Pennsylvania (2001-2002) and the Hon. Terrence R. Nealon, Court of Common Pleas Lackawanna County, Pennsylvania (2000-2001).

Mr. Preston is admitted to the Pennsylvania Bar, and to the United States Supreme Court, Eastern District of Pennsylvania and Middle District of Pennsylvania.

He is a member of Taxpayers Against Fraud (TAF) and the Villanova Law J. Willard O'Brien American Inn of Court. And he provides pro bono legal services to the Legal Clinic for the Disabled.

Daniel B. Rehns

Daniel B. Rehns joined Cohen Milstein as an Associate in 2009 and is a member of the Securities Fraud/Investor Protection practice group. Prior to that time, Mr. Rehns was an Associate at Schoengold Sporn Laitman & Lometti, P.C. ("SSLL"), where he practiced in the areas of securities fraud and consumer class action litigation since 2007.

While at SSLL, Mr. Rehns devoted his practice to the representation of individual and institutional shareholders who had been injured as the result of corporate fraud or corporate malfeasance. Notably, Mr. Rehns represented numerous Taft-Hartley pension funds in securities class actions suits arising from material misstatements in Registration Statements and Prospectuses issued in connection with purchases of Mortgage-Backed Securities (MBS) collateralized by "toxic loans," including sub-prime, Alt-A and other fraudulently originated mortgages. In addition, Mr. Rehns represented a Taft-Hartley

pension fund in a securities fraud class action against SPX Corporation arising from material misrepresentations about SPX's business segments, free cash flow, and \$45 million of alleged insider sales in the weeks leading up to SPX's negative disclosure. This matter was successfully litigated and resulted in a \$10 million cash settlement.

Mr. Rehns has also represented classes of consumers of both manufactured and banking products who had purchased defective products or had been defrauded by unfair business practices.

Mr. Rehns earned his Juris Doctorate from New York Law School in 2005 as a Dean's List recipient. While in law school, Mr. Rehns participated in Froessel Moot Court and was a member of the New York Law School Corporate & Business Law Society. Notably, Mr. Rehns co-authored the first edition of West's Nutshell on Corporate Financial Law.

Prior to law school, Mr. Rehns received a Bachelor of Arts from Bucknell University in 2002, with a double major in Economics and Finance, and minors in Legal Studies and Philosophy. Mr. Rehns was involved in several school and philanthropic groups, including Sigma Alpha Epsilon Fraternity, Big Brothers/Big Sisters of America and the Dean's Student Alumni Association.

Mr. Rehns is a resident of Cohen Milstein's New York office.

Admissions and Affiliations

- New York State
- United States District Court for the Southern District of New York
- United States District Court for the Eastern District of New York
- United States District Court for the District of New Jersey
- American Bar Association
- New York State Bar Association

Kenneth M. Rehns

Kenneth M. Rehns joined Cohen Milstein as an Associate in April 2009 and is a member of the Securities Fraud/Investor Protection practice group. Prior to joining Cohen Milstein, Mr. Rehns was an Associate at Schoengold Sporn Laitman & Lometti, P.C. ("SSL") where he practiced in the area of securities fraud.

Mr. Rehns earned his law degree from Syracuse University College of Law in 2008 graduating cum laude. While in law school, Mr. Rehns was an associate editor on two of the School's academic journals, *The Syracuse Journal of International Law and Commerce* and *The Digest*. Mr. Rehns was also a member of the Syracuse University Community Development Law Clinic where he assisted several not-for-profit organizations attain tax-exempt status and served as general counsel to both for-profit and not-for-profit businesses. During the summer of 2007, Mr. Rehns worked at Cohen Milstein in the firm's International Group.

Before law school, Mr. Rehns received a Bachelor of Business Administration from The George Washington University in 2005, graduating cum laude, with a concentration in Business, Economics and Public Policy and a minor in Economics.

Mr. Rehns is a resident of Cohen Milstein's New York office.

Admissions and Affiliations

- State of New York
- State of New Jersey
- United States District Court for the Southern District of New York
- United States District Court for the District of New Jersey
- New York State Bar Association
- New York County Lawyers Association

Bruce F. Rinaldi

Bruce Rinaldi, who has over 32 years of ERISA class action and fiduciary litigation experience, joined the Firm in 2004 as Of Counsel and is a member of the Employee Benefits practice group.

While at the Firm, Mr. Rinaldi has been exclusively engaged in ERISA class action practice, during which time he has litigated several dozen fiduciary breach cases, including the following reported decisions: *Hargrave v. TXU Corp.*, 392 F.Supp.2d 785 (N.D. Tex. 2005); *In re Merck & Co., Inc. Securities, Derivative & ERISA Litigation*, 2009 WL 331426 (D.N.J. 2009); *In re Marsh ERISA Litigation*, 2006 WL 3706169 (S.D.N.Y. 2006); *In re Beacon Associates Litigation*, 282 F.R.D. 315 (S.D.N.Y. 2012); *In re Pfizer Inc. ERISA Litigation*, 2009 WL 749545 (S.D.N.Y. 2009); and *Banyai v. Mazur*, 205 F.R.D. 160 (S.D.N.Y. 2002). Mr. Rinaldi also participated in the litigation of the following ESOP class actions: *Hans v. Tharaldson*, 2011 WL 6937598 (D.N.D. 2011); *Beam v. HSBC Bank*, No. 02-CV-0682E(SR) (E.D.N.Y. 2002); and *Chesemore v. Alliance Holdings, Inc.*, 886 F.Supp.2d 1007 (W.D. Wis. 2012).

Prior to joining Cohen Milstein, Mr. Rinaldi worked for four years as the principal ERISA trial counsel for McTigue Law Firm, during which time he participated in the litigation of the following reported and unreported ERISA class actions: *In re McKesson HBOC, Inc. ERISA Litigation*, 2002 WL 31431588 (N.D. Cal. 2002); *In re CMS Energy ERISA Litig.*, 312 F. Supp. 2d 898 (E.D. Mich. 2004); *Koch v. Dwyer*, 2001 U.S. Dist. LEXIS 4085 (S.D.N.Y. 2001); *Blyer v. Agee*, CV-97-6332 BLW (D. Idaho 1999); *Sherrill v. Federal-Mogul*, Civ. No. 04-72949 (E.D. Mich. 2004); and *In re Xerox Corp. ERISA Litigation*, Civ. No. 3:02CV01138(AWT) (D. Conn. 2002).

Before entering private practice, Mr. Rinaldi spent over 20 years in government conducting complex fiduciary litigation, first under ERISA and later under the Financial Institutions Reform, Recovery, and Enforcement Act ("FIRREA"). Beginning in 1980, Mr. Rinaldi worked for ten years in the Office of the Solicitor of Labor as the Supervisory Trial Attorney, where he litigated *Donovan v. Fitzsimmons* (N.D. Ill.), negotiating and drafting a consent decree governing the management of billions of dollars in assets of the Teamsters Central States Pension Fund, which remains in effect today. Mr. Rinaldi also conducted a four month trial of allegations of ERISA fiduciary breaches with respect to the Teamsters Central States Health and Welfare Fund in *Brock v. Robbins* (D.C. N.D. Ill.).

Additionally, he managed the following reported ERISA cases for the Department of Labor: *Martin v. Consultants & Administrators, Inc.*, 966 F.2d 1078 (C.A.7 (Ill.) 1992); *Whitfield v. Cohen*, 682 F.Supp. 188 (S.D.N.Y. 1988); *Brock v. Robbins*, 830 F.2d 640 (C.A.7 (Ill.) 1987); and *Reich v. Valley National*

Bank, 837 F. Supp. 1259 (S.D.N.Y. 1993) (one of the first actions by the Department challenging the valuation of sponsor shares purchased by an ESOP).

Mr. Rinaldi also worked for the Office of Thrift Supervision (“OTS”) for ten years in the 1990s as the Associate Chief Counsel for Litigation, a position in which he directed investigations and enforcement actions under FIRREA for fiduciary breaches arising out of failures of thrifts and savings and loan organizations. He directed all of the enforcement actions taken by the OTS against officers, directors, accountants, and attorneys associated with Lincoln Savings and Loan Association and United Savings Association of Texas, the two largest thrift failures in history. See *In re American Continental Corp./Lincoln Sav. & Loan Securities Litigation* (D. Ariz.).

Before joining the government, Mr. Rinaldi clerked for United States District Judge James A. Walsh in Tucson, Arizona, and taught at the University of Arizona School of Law. After spending three years as a Peace Corps volunteer in Venezuela, Mr. Rinaldi earned a B.A. in Political Science from the University of California at Berkeley in 1969 and received a J.D. from the University of California at Davis (King Hall) in 1972.

Peter Romer-Friedman

Peter Romer-Friedman joined Cohen Milstein in 2009 and is a member of the Civil Rights and Employment Practice Group. Mr. Romer-Friedman has extensive experience in class action and impact litigation involving fair housing, employment discrimination, credit discrimination, veterans’ rights, disability rights, and wage theft. Mr. Romer-Friedman has represented over 15 non-profit organizations that advocate for justice and equality in housing, employment, and public accommodations.

Prior to joining Cohen Milstein, Mr. Romer-Friedman served as labor counsel for the U.S. Senate Committee on Health, Education, Labor and Pensions and its Chairman, Senator Edward M. Kennedy, assisting Senator Chairman Kennedy and other Senators with legislation, speeches, regulatory comments, and hearings on a range of labor, employment, and civil rights issues. Prior to his work in the Senate, Mr. Romer-Friedman served as a law clerk to the Honorable Stephen Reinhardt of the U.S. Court of Appeals for the Ninth Circuit in Los Angeles.

Since joining Cohen Milstein, Mr. Romer-Friedman has served as lead or co-lead counsel in a number of major, groundbreaking civil rights and employment actions, including:

- *Keepseagle v. Vilsack*, No. 1:99CV03119 (D.D.C.), where thousands of Native American farmers and ranchers nationwide obtained a settlement with the U.S. Department of Agriculture (USDA) that provides \$760 million in damages to compensate the farmers for racial discrimination under the USDA’s farm loan program since 1981 and reforms the USDA’s programs;
- *Greater New Orleans Fair Housing Action Center v. U.S. Department of Housing & Urban Development (HUD)*, 1:08-cv-01938-HHK (D.D.C.), where two fair housing groups and 20,000 African-American homeowners in New Orleans challenged Louisiana and HUD’s \$11 billion post-Katrina housing rebuilding program that discriminated against African Americans, and obtained over \$470 million in voluntary reforms and a \$62 million settlement that primarily benefited African-American homeowners;

- *Tuten v. United Air Lines, Inc.*, No. 1:12-cv-01561-WJM-MEH (D. Colo.), where nearly 1,200 United pilots who took leave to serve in the U.S. Armed Forces alleged that United failed to make pension contributions for their periods of long term military leave in compliance with the federal Uniformed Services Employment and Reemployment Rights Act (USERRA), and obtained a \$6.15 million settlement in which United agreed to pay Class Members more than 100 percent of their lost pension contributions and agreed to reform its policy for making pension contributions for periods of military leave;
- *National Fair Housing Alliance v. Wells Fargo Bank, N.A.*, HUD Case No.: 9-12-0708-8, where 14 fair housing organizations alleged that Wells Fargo maintained and marketed foreclosed properties nationwide in a materially worse condition in communities of color than in predominantly white communities, and won a settlement in which Wells Fargo agreed to reform its practices and pay \$42 million, most of which will assist homeowners in communities of color; and
- *Hill v. U.S. Postal Service*, EEOC Hearing No. 110-2004-00311X, where disabled veterans who were asked by the U.S. Postal Service to provide medical documentation prior to conditional offers of employment in violation of the federal Rehabilitation Act, won an \$11 million settlement that reforms the Postal Service's practices and protects disabled veteran applicants' rights.

In 2014, Mr. Romer-Friedman was recognized as a *Rising Star* in the Washington, DC area, by Superlawyers. In 2011, Mr. Romer-Friedman and other members of class counsel in *Keepseagle v. Vilsack*, were finalists for Public Justice's "2011 Trial Lawyer of the Year Award." In 2011 the National Law Journal selected Cohen Milstein to its "2011 Plaintiffs' Hot List," and profiled the work of Mr. Romer-Friedman and his colleagues in *Keepseagle v. Vilsack* and *GNOFHAC v. HUD*.

Mr. Romer-Friedman has provided pro bono legal services to non-profit organizations, small businesses, labor unions, public officials, and academics, including: (1) filing an amicus brief on behalf of small and minority-owned businesses urging the U.S. Supreme Court to reaffirm its support for affirmative action in higher education admissions, (2) filing an amicus brief on behalf of the National Community Land Trust Network urging the U.S. Supreme Court to recognize that the Fair Housing Act authorizes disparate impact claims, and (3) and filing an amicus brief on behalf of several national labor unions urging the Pennsylvania Supreme Court to consider the importance of allowing workers to pursue and prove their claims collectively.

Mr. Romer-Friedman graduated from the University of Michigan at Ann Arbor with a B.A. in Honors Economics and Social Science (cum laude and Phi Beta Kappa, 2001) and Columbia Law School (J.D., 2006), where he was a James Kent Scholar and a Harlan Fiske Stone Scholar. While at Columbia, Mr. Romer-Friedman served as managing editor of the Columbia Journal of Law & Social Problems, authored a Note, *Eliot Spitzer Meets Mother Jones: How State Attorneys General Can Enforce State Wage and Hour Laws*, 39 Colum. J.L. & Soc. Probs. 495 (2006), and was an extern to the Honorable Shira Scheindlin, U.S. District Court for the Southern District of New York. In addition, he was the recipient of the Emil Schlesinger Labor Prize and the ABA-BNA Award for Excellence in the Study of Labor and Employment Law.

While at the University of Michigan, Mr. Romer-Friedman received the national Harry S. Truman Scholarship for Public Service and co-founded the Worker Rights Consortium, a non-profit organization that monitors labor rights in apparel factories worldwide.

Prior to law school, Mr. Romer-Friedman was a Legislative Representative for the United Steelworkers of America, and worked for several other labor organizations, including the AFL-CIO, UNITE!, and SEIU.

Mr. Romer-Friedman is admitted to practice in New York and the District of Columbia, the U.S. District Court for the District of Columbia, the U.S. District Court for the Eastern District of New York, the U.S. District Court for the Southern District of New York, the U.S. District Court for the District of Colorado, and the U.S. District Court for the Northern District of Illinois.

Mr. Romer-Friedman currently serves as an Associate Trustee of the Washington Lawyers' Committee for Civil Rights & Urban Affairs.

Raymond M. Sarola

Raymond M. Sarola, an Associate at Cohen Milstein, is a member of the Firm's Whistleblower/False Claims Act Practice and the Firm's Ethics and Fiduciary Counseling Practice.

Prior to joining the firm, Mr. Sarola served as Senior Policy Advisor & Counsel in the Mayor's Office of the City of New York. While there, he represented the Mayor and Commissioner of Finance on the boards of the City's pension systems and deferred compensation plan and advised on legal issues regarding pension investments, benefit payments, securities litigation and corporate governance initiatives. Previously, Mr. Sarola was a Litigation Associate at Willkie Farr & Gallagher LLP, where he represented companies and individuals in securities and other complex commercial litigation, internal investigations, and antitrust matters.

Mr. Sarola received his B.A. degree from the University of North Carolina at Chapel Hill in 2002 and his J.D. from the University of Pennsylvania Law School in 2005, where he also earned a Certificate of Study in Business and Public Policy from the Wharton School. He was a Summer Intern for the Honorable Clarence Newcomer, United States District Court for the Eastern District of Pennsylvania in 2003.

He is a member of Taxpayers Against Fraud, a nonprofit, public interest organization dedicated to combating fraud against the Federal Government through the promotion and use of the Federal False Claims Act and its qui tam provisions.

Mr. Sarola is admitted to the New York Bar and to the United States District Court for the Southern District of New York.

Abby Shafroth

Abby Shafroth joined Cohen Milstein as an Associate in 2010 and is a member of the Civil Rights & Employment practice group.

Prior to joining the firm, Ms. Shafroth was a fellow and associate counsel for the Lawyers' Committee for Civil Rights Under Law in the Fair Housing and Employment Discrimination Projects, where she litigated complex civil rights cases challenging exclusionary zoning and employment discrimination. She also served as a law clerk for the Honorable Richard A. Paez of the United States Court of Appeals for the Ninth Circuit.

Ms. Shafroth graduated from Harvard College with an A.B. in Psychology (*cum laude*, 2004) and Harvard Law School (*cum laude*, 2008). During law school, Ms. Shafroth served as Articles Editor for the *Harvard Law Review* and as Editor for the *Civil Rights - Civil Liberties Law Review*. She also assisted in the employment civil rights group at the WilmerHale Legal Services Center and worked with Ghana Legal Services in studying local health care delivery in rural Ghana. In addition, Ms. Shafroth spent summers working with the Lawyers' Committee for Civil Rights Under Law, Covington & Burling, and the Civil Rights Bureau of the New York State Office of the Attorney General.

Ms. Shafroth is admitted to practice in New York, the District of Columbia, and the United States Court of Appeals for the Second Circuit.

Daniel Silverman

Daniel Silverman, an Associate at the Firm, joined Cohen Milstein in 2012 as a member of the Antitrust Practice Group.

Prior to joining the firm, Mr. Silverman was an Associate at Spiegel & McDiarmid where he represented public sector clients in energy-related fields before the Federal Energy Regulatory Commission, state public utility commissions, and federal appellate courts. Mr. Silverman also served as the Executive Director of Legal Economics, LLC, a firm specializing in the analysis of complex economic issues related to legal issues that is based in Harvard Square, Cambridge, Massachusetts. At Legal Economics, he supported expert economic testimony in a variety of antitrust matters involving horizontal price-fixing, mergers, and loyalty discounts in industries ranging from healthcare and computer hardware to live music promotion.

Mr. Silverman graduated from Brown University in 2005 with a B.S. in Physics (*magna cum laude*, *Phi Beta Kappa*). Mr. Silverman received his J.D., *magna cum laude*, from Harvard Law School in June 2010. During law school, he served as a Managing Editor of the *Harvard Environmental Law Review* and the Alumni Chair of the Harvard Environmental Law Society. Mr. Silverman also served as a summer associate at the U.S. Department of Justice in the Environment and Natural Resources Division, Law and Policy Section.

Mr. Silverman is admitted to practice in New York and is currently practicing under the supervision of Daniel A. Small, a member of the D.C. Bar.

Matthew A. Smith

Matthew Smith, an Associate at the Firm, joined Cohen Milstein in 2013 and is a member of the Employee Benefits practice group.

Prior to his employment with Cohen Milstein, Mr. Smith practiced at Cleary Gottlieb Steen & Hamilton LLP, where he focused on securities enforcement and pro bono matters. Mr. Smith also

served as a judicial law clerk under the Hon. Rosemary Barkett of the United States Court of Appeals for the Eleventh Circuit.

Mr. Smith graduated from Columbia University in 2006 with a B.A., cum laude, in History and received his J.D., magna cum laude, Order of the Coif, and an L.L.M. in International and Comparative Law from Duke University School of Law in 2011. During law school, he served as Notes Editor of the Duke Law Journal, Campus President of the International Criminal Court Student Network, and Co-Chair of the Human Rights Law Society. Mr. Smith interned with the United States Department of Justice, Civil Rights Division and the United States District Court for the Eastern District of North Carolina.

Mr. Smith has published academic papers on a range of topics including constitutional law, international criminal law, and legal ethics.”

Mr. Smith is admitted to practice in New York and the District of Columbia.

Richard A. Speirs

Richard A. Speirs joined Cohen Milstein as Of Counsel in 2010 and is a member of the Securities Fraud/Investor Protection practice group. For the past ten years, Mr. Speirs was a partner at Zwerling, Schachter & Zwerling, LLP.

At his former firm, Mr. Speirs served as lead or co-lead counsel in numerous securities fraud class actions throughout the United States. Mr. Speirs successfully litigated numerous national securities class actions as lead counsel, achieving significant recoveries for investors. Mr. Speirs was also lead or co-lead attorney in several cases where the court issued a seminal decision involving the following subjects: (i) the improper grouping of unaffiliated investors in a lead plaintiff motion; (ii) recommendation of default sanction against auditing firm for discovery misconduct involving electronic audit workpapers; and (iii) the liability under Section 10(b) of a non-issuer for disclosures made by the issuer. Among the successful cases litigated by Mr. Speirs are: *In re BP Prudhoe Bay Royalty Trust Securities Litigation*, (W.D. Wa.) (\$43.5 million recovery); *In re First BanCorp Securities Litigation*, (D.P.R.) (\$74.5 million recovery); *In re Telxon Corp. Securities Litigation*, (N.D. Ohio) (\$40 million recovery); and *Hayman v. PricewaterhouseCoopers, LLP*, (N.D. Ohio) (\$27.9 million recovery). Mr. Speirs has over twenty years of experience representing investors in cases involving complex financial, accounting and auditing issues. He has also represented investors who were victims of fraudulent Ponzi schemes and the sale of unregistered securities. Mr. Speirs also has substantial experience in stockholder litigation involving corporate takeovers and in derivative actions.

Mr. Speirs was admitted to the bar of the State of New York in 1986; he is admitted to the following federal courts: the United States District Court for the Southern and Eastern Districts of New York, and the United States Court of Appeals for the Second, Ninth and Tenth Circuits. He is a member of the New York State Bar Association. In January 2007 Mr. Speirs was a panelist at the Public Funds Summit and spoke on the topic of *Alternative Investments: Regulatory Landscape and Lessons from the Ashes*.

Education: Brooklyn College of the City University of New York in 1976 cum laude; Brooklyn Law School J.D. 1985 (Order of the Coif).

Catherine A. Torell

Catherine A. Torell is the Director of Securities Research And Analysis at Cohen Milstein. She joined the Firm in 2002 and is a member of the Securities Fraud/Investor Protection practice group.

Currently, Ms. Torell is involved in the *In re Parmalat Securities Litigation* (S.D.N.Y.) in which Cohen Milstein serves as co-lead Counsel. She also conducts investigations of securities fraud cases for the practice group, working with all of its litigators.

Prior to joining Cohen Milstein, Ms. Torell was associated with the firm of Entwistle & Cappucci LLP, where she served as one of co-lead counsel in *In re Provident Financial Securities Litigation* (\$38 million settlement). In approving the settlement, the Court remarked on the “extremely high quality” and “skill and efficiency” of plaintiffs’ counsel’s work throughout the litigation. Ms. Torell also was previously associated with Goodkind Labaton Rudoff & Sucharow LLP, where she served as counsel to the New York City Pension Funds in *In re Orbital Sciences Corp. Securities Litigation* (\$22.5 million settlement), and was a key member of the litigation team that successfully resisted defendants’ efforts to dismiss the case. Ms. Torell also served as counsel to the Florida State Board of Administration in *LaPerriere v. Vesta Insurance Group, et al.*, and as counsel to Amalgamated Bank of New York in *In re Bristol-Myers-Squibb Securities Litigation* (\$61 million settlement).

Ms. Torell received a B.A. in Political Science from Stony Brook University (1984) and her law degree from St. John’s University School of Law (1990) where she was the recipient of the Federal Jurisprudence Award.

Ms. Torell is admitted to practice in New York.

Times Wang

Times Wang joined Cohen Milstein in 2014 and is an associate in the Securities Fraud practice group.

Before joining Cohen Milstein, Mr. Wang was a litigator with Irell & Manella LLP in Los Angeles, where he represented clients in matters ranging from patent infringement, trade secrets misappropriation, white-collar defense, bankruptcy litigation, and whistleblower claims. Mr. Wang also represented pro bono clients on matters relating to human rights and political asylum.

Mr. Wang earned his J.D., *cum laude*, from New York University School of Law in 2011, where he served as Articles Editor for the Annual Survey of American Law. During law school, Mr. Wang interned at Human Rights in China and served as Human Rights Chair of the Asia Law Society. Mr. Wang earned his B.A. in East Asian Studies, with Great Distinction, from McGill University in Montreal in 2007.

Publications

- "Targeted and Entrapped: Manufacturing the 'Homegrown Threat' in the United States," *NYU School of Law Center for Human Rights and Global Justice* (2011), co-author
- “Giving Hope to China’s Activists,” *The Huffington Post* (Dec. 10, 2010)
- “For Obama, A Dream From My Father,” *The Washington Post* (Nov. 13, 2009)

David Young

David Young joined Cohen Milstein as an Associate in 2010. He is a member of the Antitrust practice group. Mr. Young has extensive experience in complex antitrust litigation, class actions, federal False Claims Act litigation, and appeals.

Mr. Young represents businesses and individuals in federal and state civil actions, with a focus on multi-district class actions and federal False Claims Act litigation. He has worked on antitrust issues in numerous industries, including pharmaceuticals, financial services, financial derivatives, and PC microprocessors. Mr. Young also represents qui tam relators in federal False Claims Act litigation.

Prior to joining Cohen Milstein, Mr. Young practiced at Arnold & Porter LLP's and Heller Ehrman LLP's Washington, D.C. offices. His litigation practice focused on antitrust, trademark, business, and False Claims Act litigation. He represented the relator in *U.S. ex rel. Loughren v. UnumProvident Corp.* (D. Mass), where a jury found that UnumProvident violated the False Claims Act by causing the submission of false claims for social security disability benefits. He also represented U.S. trademark holders suing to prevent the illegal importation of products bearing their marks in federal court and administrative actions. Mr. Young has represented pro bono clients in discrimination actions before the D.C. Circuit and D.C. District courts, including successfully arguing for reversal of the district court's dismissal of his client's case in *Miller v. Hersman*, 594 F.3d 8 (D.C. Cir. 2010).

Mr. Young graduated from Bridgewater College with a B.A. in Physics (2001) and from Harvard Law School (J.D., 2006), where he served as an Executive Editor for the Harvard Civil Rights-Civil Liberties Law Review. He also represented clients in disability and discrimination cases as a member of Harvard's clinical programs, worked as a research assistant for Professor Christine Jolls, and volunteered as a summer legal intern at the Whitman-Walker Clinic in Washington, D.C.

Mr. Young is admitted to practice in Washington, D.C. and New York, as well as in the U.S. Court of Appeals for the D.C. Circuit, the U.S. Court of Appeals for the Federal Circuit, and the U.S. District Court for the District of Columbia. He is a member of the ABA Section of Antitrust Law.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

Cohen Milstein Sellers & Toll PLLC

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through November 8, 2008

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Hausfeld, Michael (P)	49.50	\$ 750	\$ 37,125.00
Lehman, Michael (P)	146.00	\$ 695	\$ 101,470.00
Lebsock, Christopher (P)	405.00	\$ 450	\$ 182,250.00
Tompkins, Charles (P)	158.25	\$ 440	\$ 69,630.00
King, Jon (SA)	1.75	\$ 390	\$ 682.50
Bailey, Arthur (SA)	218.75	\$ 365	\$ 79,843.75
Ratway, Hilary (SA)	0.25	\$ 355	\$ 88.75
Hertzfeld, Andrea (A)	279.75	\$ 295	\$ 82,526.25
		\$	\$
NON-ATTORNEYS			
Gebrewold, Besrat (PL)	50.00	\$ 235	\$ 11,750.00
Bone, Linda (PL)	205.50	\$ 200	\$ 41,100.00
Goldstein, Jordana (PL)	7.75	\$ 200	\$ 1,550.00
Kleban, Warren (PL)	70.00	\$ 200	\$ 14,000.00
Wentworth, Ariel (PL)	10.75	\$ 200	\$ 2,150.00
Scherman, Christopher (LC)	0.50	\$ 155	\$ 77.50
Steyer, Rachel (LC)	68.75	\$ 155	\$ 10,656.25
TOTAL:			\$ 634,900.00

(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

Cohen Milstein Sellers & Toll PLLC

Expenses Incurred

March 28, 2008 through November 8, 2008

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$ -
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 2,589.85
Document Production	\$ -
Experts / Consultants	\$ -
Messenger Delivery	\$ -
Photocopies – In House	\$ 270.20
Photocopies – Outside	\$ 368.36
Postage	\$ -
Service of Process	\$ -
Overnight Delivery (Federal Express, etc.)	\$ -
Telephone / Facsimile	\$ 128.65
Transcripts (Hearings, Depositions, etc.)	\$ 97.75
Travel (Airfare and Ground Travel)	\$ 20,016.40
Travel (Meals and Lodging)	\$ 8,197.40
TOTAL:	\$ 31,668.61

1 Daniel Cohen (DC Bar # 470056)
CUNEO GILBERT & LADUCA, LLP
2 507 C Street, NE
Washington, DC 20002
3 Phone: (202) 789-3960
Fax: (202) 789-1813
4 danielc@cuneolaw.com

5 *Counsel for Plaintiffs*

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7
8
9
10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

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

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

DECLARATION OF DANIEL COHEN IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

16
17 **This Document Relates to:**

18 **ALL ACTIONS**
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1 I, Daniel Cohen, declare and state as follows:

2 1. I am a Partner of the law firm of Cuneo Gilbert & LaDuca, LLP. I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel throughout the course of this litigation. The background
8 and experience of Cuneo Gilbert & LaDuca, LLP and its attorneys are summarized in the
9 *curriculum vitae* attached hereto as Exhibit 1.

10 3. Cuneo Gilbert & LaDuca, 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 Cuneo Gilbert & LaDuca, LLP devoted its time and resources to
13 this matter, it has foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Cuneo Gilbert & LaDuca, LLP performed the
15 following work:

16 **INVESTIGATION AND RESEARCH**

17 Cuneo Gilbert & LaDuca, LLP researched antitrust issues and performed governmental
18 research concerning international tariffs, as instructed by the lead attorneys. We reviewed
19 pleadings and attended telephonic strategy sessions.

20 **PLEADINGS AND MOTIONS**

21 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
22 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
23 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
24 hours spent by Cuneo Gilbert & LaDuca, LLP during this period of time was 117.50, with a
25 corresponding lodestar of \$61,362.50. This summary was prepared from contemporaneous, daily
26 time records regularly prepared and maintained by my firm. The lodestar amount reflected in
27 Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at
28 my law firm for the benefit of the Class.

/s/ Daniel Cohen
ATTORNEY NAME

EXHIBIT 1

Exhibit 1

CUNEO GILBERT & LADUCA, LLP FIRM PROFILE

Civil Litigation in Federal and State Courts. General Commercial Practice. Antitrust, Civil Rights, Government Relations, Products Liability, Administrative, Securities, Labor, and Consumer law.

ATTORNEYS

Jonathan W. Cuneo, born New York, New York, September 10, 1952. Admitted to the District of Columbia Bar, 1977; New York Bar, 2006. Admitted to practice before the United States Supreme Court, 1994; United States Court of Appeals for the First Circuit, 2006; United States Court of Appeals for the Second Circuit, 2007; United States Court of Appeals for the Third Circuit, 2004; United States Court of Appeals for the Fourth Circuit, 2005; United States Court of Appeals for the Fifth Circuit, 2009; United States Court of Appeals for the Ninth Circuit, 2007; United States Court of Appeals for the Tenth Circuit, 2011; United States Court of Appeals for Eleventh Circuit, 2012; United States Court of Appeals for the District of Columbia Circuit, 1978; United States District Court for the Eastern District of Michigan; United States District Court for the Eastern District of New York, 2006; United States District Court for the Southern District of New York, 2006; United States District Court for the Northern District of New York, 2002; United States District Court for the District of Columbia, 1978. Education: Columbia University (A.B., 1974); Cornell University (J.D., 1977). Experience: Law clerk to the Honorable Edward Tamm, United States Court of Appeals, District of Columbia Circuit (1977-1978); Attorney, Office of the General Counsel, Federal Trade Commission (1978-1981); Assistant Counsel and Counsel, Subcommittee on Monopolies and Commercial Law, House Committee on the Judiciary (1981-1986); General Counsel, Committee to Support the Antitrust Laws (1986 - 2004); Legislative Counsel, National Association of Shareholder and Consumer Attorneys (1988-2004); Legislative Counsel, National Coalition of Petroleum Retailers and Service Station Dealers of America (1988-1994). Activities: Arlington County Democratic Committee (1983-1987); Board Member, Juvenile Law Center (2009-); Board Member, American Antitrust Institute (1998 - 2009); Board Member, Violence Policy Center (1999 - 2009); Board Member, Appleseed Legal Foundation (1999-2005). Honors: Rated by Martindale-Hubbell as AV[®] Preeminent[™]; Listed in Marquis "Who's Who in America"; Dean's Board of Advisors, The George Washington University Law School (2012 – current); Finalist, 2006 Trial Lawyer of the Year, Trial Lawyers for Public Justice. Publications: *Judge Tamm and the Evolution of Administrative Law: The Art of Judging*, 74 GEORGETOWN L.J. 1595 (1986); *Pulling the Plug on Antitrust Law* (with Jerry Cohen), THE NATION (1987); *House Takes Up Cause of Discounters*, LEGAL TIMES, Vol X, No. 30 (1987); *Supreme Court's "Sharp" Ruling Means Higher Prices, Fewer Choices for Consumers*, MANHATTAN LAWYER (1988); Chapter, *Consumer Protection -- Federal Trade Commission*, CHANGING AMERICA: BLUEPRINTS FOR THE NEW ADMINISTRATION (edited by Mark Green) (1992); *Antitrust and Clinton: Changes on the Horizon*, THE CALIFORNIA LAWYER (1993); *Action on Class Actions*, THE RECORDER (1997); *The Gold Train Case: Successfully Suing the United States on Behalf of a Class of Holocaust Era Victims* (with Professor Charles Tiefer), 27

CLASS ACTION REPORTS 139 (2006); THE INTERNATIONAL HANDBOOK OF PRIVATE ENFORCEMENT OF COMPETITION LAW (with Albert A. Foer) (Edward Elgar Publishing Inc., 2010). *Remediation and Deterrence: The Real Requirements of the Vindication Doctrine*, publication forthcoming (2013), publication forthcoming in George Washington Law Review. Guest Lecturer: Southwestern Law School, 1997 and 1998; numerous appearances in CLE programs in the United States and Canada; District of Columbia Judicial Conference (2007). Member: American Bar Association; District of Columbia Bar Association; American Association for Justice.

Pamela B. Gilbert, born New Brunswick, New Jersey, October 3, 1958. Admitted to the New York Bar, 1985 (inactive); District of Columbia Bar 1986. Admitted to practice in D.C. Education: Tufts University (B.A., *magna cum laude*, 1980); New York University (J.D., 1984). Experience: Consumer Program Director, United States Public Interest Research Group (1984-1989); Legislative Director, Executive Director, Public Citizen's Congress Watch (1990-1992; 1992-1994); Attorney, M+R Strategic Services (1995); Executive Director, Consumer Product Safety Commission (1996-2001); Chief Operating Officer, M+R Strategic Services (2001-2002). Honors and Activities: Board Member, American Antitrust Institute (2010 -); Board Member, Center for Effective Government (2009 -); Board Member, National Environmental Law Center (2006 -); Board Member, Equal Justice Works (2004 - 2012). Publications: PRIVATE ENFORCEMENT OF THE ANTITRUST LAWS IN THE UNITED STATES (edited by Albert A. Foer and Randy M. Stutz), "Proposals for Reform," written with Victoria Romanenko. Member: New York Bar Association; District of Columbia Bar Association; American Bar Association; American Association for Justice; Public Justice; Consumer Attorneys of California.

Charles J. LaDuca, born Buffalo, New York, September 30, 1974. Admitted to the New York State Bar, 2001; District of Columbia Bar, 2002; United States Supreme Court, 2009; United States Court of Appeals for the Second Circuit, 2007; United States Court of Appeals for the Third Circuit, 2004; United States Court of Appeals for the Sixth Circuit, 2012; United States Court of Appeals for the Ninth Circuit, 2011; United States Court of Appeals for the District of Columbia Circuit, 2013; United States District Court for the Northern District of New York, 2002; United States District Court for the Western District of New York, 2004; United States District Court for the Southern District of New York, 2013; United States District Court for the District of Columbia, 2002; United States District Court for the Central District of Illinois, 2009; United States District Court for the District of Colorado, 2008; United States District Court for the Western District of Michigan, 2010. Education: George Washington University (B.A., 1996); Catholic University of America (J.D., 2000). Member: District of Columbia Bar Association (Corporation, Finance and Securities Law Section); New York State Bar Association; New York State Society.

Joel Davidow, born Trenton, New Jersey, July 24, 1938. Admitted to the Bar in the District of Columbia, 1965; New York Bar, 1981; Court Admissions: U.S. Supreme Court, U.S. Court of Appeals (D.C., Ninth, First and Federal Circuits), U.S. District Court, S.D. N.Y., U.S. District Court, E.D. N.Y. Education: Columbia University School of Law (LLB, *cum laude*, 1963); Princeton University, Woodrow Wilson School of Public Affairs (B.A., *summa cum laude*, 1960). Experience: Notes editor of the Columbia Law Review and the winner of the National Jessup Moot Court Competition; Two years in the U.S. Federal Trade Commission; Fifteen years in Antitrust Division of the Department of Justice, where he eventually served as Chief of the Foreign Commerce Section

and then Director of Policy and Planning; Senior antitrust partner in major New York City and Washington, D.C. law firms, representing clients from Japan, Europe, and the United States, as both plaintiffs and defendants, in antitrust, patent, and trade litigation matters; Counsel of record in numerous antitrust class actions and has briefed and argued multi-million dollar appeals before the First, Second, Seventh, Ninth and Federal Circuit courts of appeal. Publications: ANTITRUST GUIDE FOR INTERNATIONAL BUSINESS ACTIVITIES (BNA, 4th ed. 2011); PATENT-RELATED MISCONDUCT ISSUES IN U.S. LITIGATION (OUP, 2010); and numerous articles dealing with international antitrust and patent litigation topics. Adjunct Professor: George Washington University School of Law, Columbia Law School, Georgetown Law Center, American University Law School, and George Mason University Law School, where he has taught courses in antitrust, regulation, and international competition policy.

Robert J. Cynkar, born Chicago, Illinois, April 22, 1952. Admitted to the Illinois Bar, 1977; District of Columbia Bar, 1978; Virginia Bar, 1984. Admitted to practice before the United States Supreme Court and before the United States Courts of Appeals for the First, Second, Third, Fourth, Fifth, Sixth, Eighth, Eleventh, District of Columbia Circuit, and Federal Circuits. Education: Princeton University (A.B., *magna cum laude*, 1974); New York University School of Law (J.D., 1977) (Staff, Law Review). Experience: Associate, Fried, Frank, Harris, Shriver & Kampelman, Washington, D.C. (1977-1979); Counsel to Chairman Bob Dole, Subcommittee on Improvements in Judicial Machinery, United States Senate Committee on the Judiciary (1979-1981); General Counsel to Chairman Paul Laxalt, Subcommittee on Regulatory Reform, United States Senate Committee on the Judiciary (1981-1983); Assistant United States Attorney, Eastern District of Virginia (Criminal Division) (1983-1985); Special Assistant to Attorney General Edwin Meese (1985); Deputy Assistant Attorney General, Civil Division, United States Department of Justice (1985-1988); Associate, Shaw, Pittman, Potts & Trowbridge, Washington, D.C. (1988-1991); Partner, Shaw, Pittman, Potts & Trowbridge, Washington, D.C. (1991-1996); Founding Partner, Cooper & Kirk, Washington, D.C. (1996-2003); Partner, Egan, Fitzpatrick, Malsch & Cynkar, Vienna, Virginia (2004-2006); has tried over 25 cases in federal and state courts; has briefed numerous appeals in the majority of Federal Circuits and in State Supreme Courts, and in the U. S. Supreme Court, and personally argued many of those appeals. Sample Noteworthy Cases: *U.S. v. Fleming* (E.D.Va. 1984) (successful prosecution of a drunk driver who killed a mother of 11 for second-degree murder); *U.S. v. Winstar* (U.S. Sup. Ct. 1996) (holding that even the requirements of a broad change in regulatory policy by Congress cannot excuse the federal government's breach of contract); *U.S. ex rel. Ubl v. IIF Data Solutions* (E.D. Va. 2009) (successful defense of a government contractor accused of violating the False Claims Act in a bet-the-company case); *Livingston v. Virginia Dept. of Transportation* (Va. Sup. Ct. 2012) (establishing that a damaging for public use does not need to rise to the level of a taking to qualify for just compensation under the Virginia Constitution); *Settle v. RGR*, (Prince William Cir. Ct. 2012)(over \$3 million jury award for the widow of a truck driver killed in a collision with a train). Publications: *Dumping on Federalism*, 75 U. COLO. L. REV. 1261 (2004); *The Changing Vocabulary of Administrative Law*, 43 FOOD DRUG COSM. L.J. 681 (1988); “*Buck v. Bell: ‘Felt Necessities’ v. Fundamental Values?*” 81 COLUM. L. REV. 1418 (1981). Member: District of Columbia Bar Association; Virginia Bar Association; Fairfax County Bar Association; Federalist Society.

Daniel M. Cohen, born Detroit, Michigan, January 24, 1958. Admitted to the Florida Bar, 1989;

District of Columbia Bar, 2001; Maryland State Bar, 2003; Virginia State Bar, 2010. Admitted to practice before the United States District Court for Maryland, 2002; United States District Court for the Middle District of Florida, 2003; United States District Court of District of Columbia, 2008; Eastern District of Virginia, 2010; Western District of Virginia, 2010; Southern District of Florida, 2013. Education: Ithaca College (B.A., 1981); Western New England School of Law (J.D., 1988). Experience: Criminal Defense Trial Attorney, Public Defenders Office, tried 70 jury trials, Jacksonville Florida, 1989-1999. Member: District of Columbia Bar Association (Antitrust and Consumer Law Section); Florida State Bar Association.

Michael J. Flannery, born January 22, 1963. Admitted to the Virginia Bar, 1991; District of Columbia Bar, 1992; California Bar, 1998; Missouri Bar, 2001. Admitted to practice before the United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Ninth Circuit; United States District Court for the Eastern District of Missouri, United States District Court for the Western District of Missouri, United States District Court for the Southern District of Illinois, United States District Court for the Northern District of Illinois, United States District Court for the Northern District of California, United States District Court for the Southern District of California, United States District Court for the Central District of California, United States District Court for the Eastern District of California, and the United States District Court for the District of Columbia. Education: University of Notre Dame (B.A., 1985); College of William and Mary Marshall-Wythe School of Law (J.D., 1991). Honors and Awards: William and Mary Law Review (1989-91); Publication of Student Note: "Abridged Too Far: Anticipatory Search Warrants and the Fourth Amendment," 32 WM. & MARY L. REV. 781 (1991) (reprinted in 14 Criminal Law Review (1992)); Teaching Assistant, William and Mary Legal Skills Program; Chief Justice, William and Mary Honor Council; Notre Dame Scholar/Edward W. Krause Academic Scholarship. Experience: Cohen, Milstein, Hausfeld & Toll, Washington, DC, 1994-1997; Milberg Weiss Bershad Hynes & Lerach, San Diego, CA, 1997-2000; Carey, Danis & Lowe, St. Louis, MO, 2000-2012.

Matthew E. Miller, born Queens, New York, May 16, 1966. Admitted to the Bar of the Commonwealth of Massachusetts, 1992; Louisiana Bar, 1993; District of Columbia Bar, 1994. Admitted to practice before the United States Courts of Appeals for the First Circuit, 1998, Fourth Circuit, 2010, Ninth Circuit, 2010, Tenth Circuit, 2011, D.C. Circuit, 2012; United States District Court for the District of Massachusetts, 1994; United States District Court for the District of the District of Columbia, 2008. Education: Tufts University (B.A., *magna cum laude*, 1988); University of Virginia (J.D., 1991). Experience: Law Clerk to the Honorable Edith Brown Clement, United States District Court for the District of Louisiana, 1991-1993; Berman, DeValerio & Pease, Boston, MA 1994-1999; sole practitioner, 1999-2008. Languages: French, Spanish.

William H. Anderson, born Trenton, New Jersey, March 28, 1979. Admitted to the Pennsylvania Bar, 2004; District of Columbia Bar, 2007; United States District Court for the District of Columbia 2007; United States Court of Appeals for the District of Columbia Circuit 2009; Colorado Bar, 2013; United States District Court for the District of Colorado 2013. Education: The George Washington University (B.A., *cum laude*, 2000); American University (J.D., 2004). Honors and Awards: Super Lawyers DC Rising Star 2014 & 2015. Experience: Law clerk to the Honorable Rhonda Reid Winston, Superior Court, District of Columbia (2004-2005). Member: American Bar Association; District of Columbia Bar Association; Pennsylvania Bar Association; Public Justice Foundation.

Languages: Spanish and English.

Katherine W. Van Dyck, born Corpus Christi, Texas, July 4, 1979. Admitted to the Texas Bar, 2004; District of Columbia Bar, 2008. Admitted to practice before the United States District Court for the Northern District of Texas, 2006; United States District Court for the District of Columbia, 2008; United States Court of Appeals for the Fourth Circuit, 2009. Education: Texas Christian University (B.A. 2001); Texas Tech University Law School (J.D., 2004). Texas Tech Law Review - Articles Editor, Outstanding Third Year Editor, Outstanding Second Year Editor (2002-2004) Experience: Law clerk to the Honorable Hayden W. Head, Jr., United States District Court for the Southern District of Texas (2004-2006); Associate, Fee, Smith, Sharp & Vitullo, LLP (2006-2007); Associate, Griffith & Wheat, LLP (2008-2012).

Jennifer E. Kelly, born Elmira, New York, July 7, 1975. Admitted to the Maryland Bar, 2007, District of Columbia Bar, 2008, U.S. District Court for the District of Columbia, 2012. Education: Boston University (B.A., *cum laude*, 1997), American University (J.D., *cum laude*, 2007; highest grade designation, Wills, Trusts, & Estates). Experience: Internship, Parliament of Great Britain (1995); Internship, District of Columbia Corporation Counsel (1996); Legislative Assistant, Office of Senator Robert C. Byrd (1998-2002); American University Civil Practice Clinic (Oral Argument before the Maryland Court of Special Appeals and Maryland District Court Small Claims Trial) (2006); Associate, Bracewell & Giuliani, LLP (2007-2009) (Paralegal, 2003-2007); Volunteer Attorney, American Red Cross (2010-2011). Member: American Bar Association.

Brendan S. Thompson, born Buffalo, New York, February 21, 1974. Admitted to the Maryland Bar, 2008; Admitted to practice before the United States District Court for the District of Colorado, 2008; United States District Court for the Central District of Illinois, 2008; United States Court of Appeals for the Ninth Circuit, 2011. Education: University of Detroit (B.S., 1997); visiting student, George Mason Law School; University of Baltimore Law School (J.D., 2008). Experience: Student Internships: Congressman Brian Higgins (D-NY) (2007); Chambers of the Honorable LeRoy F. Millett Jr., Circuit Court for the 31st Judicial Circuit of Virginia (2006); The Commonwealth's Attorney's Office for Prince William County, Virginia (2005). Member: Maryland State Bar Association, Bar Association of Baltimore City, American Bar Association; New York State Society.

Victoria O. Romanenko, born Kiev, Ukraine, April 8, 1983. Admitted to the Maryland Bar, 2009; the District of Columbia Bar, 2012. Education: Catholic University, Columbus School of Law (J.D., 2009); Brandeis University (B.A., with honors, 2006). Experience: Worked at a Washington D.C. firm engaging in antitrust and telecommunications litigation (2009-2011). Law Clerk at U.S. International Trade Commission (2009) (antidumping, countervailing duties, Section 337). Law Clerk at Department of Labor (2008) (Occupation Safety and Health Division). Law Clerk at District of Columbia Office of the Attorney General (2007) (Civil Enforcement Section). Ms. Romanenko was also nominated for the 2009 Jan Jancin award upon her completion of law school. This nomination is given to the student with the highest Intellectual Property GPA in the graduating class. Publications: *Remediation and Deterrence: The Real Requirements of the Vindication Doctrine* (2013), publication forthcoming in *George Washington Law Review*; PRIVATE ENFORCEMENT OF THE ANTITRUST LAW IN THE UNITED STATES (edited by Albert A. Foer and Randy M. Stutz) (2012),

Chapter, *Proposals for Reform*, co-authored with Pamela Gilbert. Ms. Romanenko has a working knowledge of Russian and French.

Beatrice O. Yakubu, born Melbourne, Florida, January 3, 1984. Admitted to the Maryland Bar, 2010. Education: American University, Washington College of Law (J.D. 2010); Florida State University (B.S. 2005). Experience: clerked at the United States Attorney's Office and a criminal defense firm, and worked as a Student Attorney for the Mid-Atlantic Innocence Project. Ms. Yakubu is conversational in the Yoruba language.

Yifei Li, born Wuhan, China, February 15, 1988. Admitted to the New York State Bar, 2013; United States Court of Appeals for the Second Circuit, 2013; United States Court of Appeals for the District of Columbia Circuit, 2013; United States Court of Federal Claims, 2013; United States District Court for the Eastern District of Michigan, 2013; United States District Court for the Eastern District of New York, 2013; United States District Court for the Southern District of New York, 2013. Education: The George Washington University Law School (LL.M., 2011); Beijing Foreign Studies University Law School (LL.B., B.A., Scholarship Recipient, 2010). Experience: Judicial Intern to the Honorable Chief Judge Randall R. Rader at U.S. Court of Appeals for the Federal Circuit (2012-2013). Legal Intern at Federal Circuit Bar Association (2011-2012). Law Clerk at Jingtian & Gongcheng Attorneys At Law (2009). Judicial Intern at People's Court of Jiang'An District (2007). Member: New York State Bar Association; American Bar Association. Ms. Li is a native speaker of Chinese (Mandarin).

OF COUNSEL TO THE FIRM

Charles Tiefer, born January 21, 1954. Admitted to the District of Columbia Bar. Admitted to practice before the United States Supreme Court; United States Court of Federal Claims. Education: Columbia University (B.A., *summa cum laude*, 1974), Harvard Law School (J.D., *magna cum laude*, 1977) (Member, Harvard Law Review). Experience: Law clerk, United States Court of Appeals for the D.C. Circuit (1977-1978); Trial Attorney, United States Department of Justice, Civil Rights Division (1978-1979); Assistant Senate Legal Counsel, United States Senate (1979-1984); Solicitor and Deputy General Counsel, United States House of Representatives (1984-1995); Professor of Law, University of Baltimore School of Law (1995 -). Publications: VEERING RIGHT: HOW THE BUSH ADMINISTRATION SUBVERTS THE LAW FOR CONSERVATIVE CAUSES (U. Cal. Berkeley, 2004); GOVERNMENT CONTRACT LAW: CASES AND MATERIALS (co-author) (Carolina Academic Press, 2d ed., 2004); THE SEMI-SOVEREIGN PRESIDENCY (Westview, 1994); CONGRESSIONAL PRACTICE AND PROCEDURE (Greenwood Press, 1989); *Congress's Transformative "Republican Revolution" in 2001-2006 and the Future of One-Party Rule*, J. L. & POL. OF U. VA. (2008); *The Iran Debacle: The Rise and Fall of Procurement-Aided Unilateralism as a Paradigm of Foreign War*, UNIV. PENN. J. INT'L ECON. LAW (2008); *Can Appropriation Riders Speed Our Exit From Iraq?* 42 STAN. J. INT'L L. 291 (2006); *The Gold Train Case: Successfully Suing the United States on Behalf of a Class of Holocaust-Era Victims*, 27 CLASS ACTION REP. 136 (2006); *Cancellation and Termination Without Forfeiture*, 54 MERCER L. REV. 1031 (2003). Member: District of Columbia Bar Association.

David W. Stanley, born St. Louis, Missouri, May 30, 1944. Admitted to the District of Columbia Bar, 1973; Virginia State Bar, 1972. Admitted to practice before the United States Supreme Court, 1980; United States Court of Appeals for the District of Columbia Circuit, 1978; United States District Court for the District of Columbia, 1974. Education: University of Virginia (B.A., 1966); University of Virginia School of Law (J.D., 1972). Experience: Law clerk to Honorable Gerard D. Reilly, Chief Judge, District of Columbia Court of Appeals (1972-1973). Assistant U.S. Attorney, U.S. Attorney's Office for the District of Columbia, 1973-1984 (Fraud Division, 1981-1984); Assistant Chief Trial Attorney, Division of Enforcement, U.S. Securities and Exchange Commission (1984-1987); Of Counsel, Swidler & Berlin, Chartered (1987-1992). Member: District of Columbia Bar Association (Corporation, Finance and Securities Law Section; Litigation Section); Assistant U.S. Attorneys Association (President, 1994-1995); Association of Securities and Exchange Commission Alumni; The Barristers.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

CUNEO GILBERT & LADUCA, LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Jonathan Cuneo (P)	4.50	\$650	\$2,925.00
Jonathan Cuneo (P)	1.00	\$800	\$800.00
Daniel Cohen (P)	68.50	\$575	\$39,387.50
Preetpal Grewal (P)	33.50	\$500	\$16,750.00
NON-ATTORNEYS			
Sean Quinn (SPL)	10.00	\$150	\$1,500.00
TOTAL:			\$61,362.50

(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

Cuneo Gilbert & LaDuca, LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$
Photocopies – Outside	\$
Postage	\$
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$ 8.13
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$167.95
Travel (Meals and Lodging)	\$
TOTAL:	\$176.08

1 John G. Emerson TX Bar No. 06602600
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2 830 APOLLO LANE
HOUSTON, TEXAS 77058
3 Phone (281) 488-8854
Fax (281) 488-8867
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5 Scott E. Poynter AR Bar No. 90077
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6 1301 Scott Street
Little Rock, AR 72202
7 Phone (501) 907-2555
Fax (501) 907-2556
8 Email: scott@emersonpoynter.com

9 *Counsel for Plaintiffs*

10
11
12
13 **UNITED STATES DISTRICT COURT**
14 **NORTHERN DISTRICT OF CALIFORNIA**
15 **SAN FRANCISCO DIVISION**
16

17 **IN RE TRANSPACIFIC PASSENGER AIR**
18 **TRANSPORTATION ANTITRUST**
19 **LITIGATION**

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

DECLARATION OF JOHN G. EMERSON
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

20
21 **This Document Relates to:**

22 **ALL ACTIONS**
23
24
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28

1 I, John G. Emerson, declare and state as follows:

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

6 2. My firm has served as counsel to Plaintiffs Lolly Randall, Sepehr Torabi, and Mildred
7 Xandria Eykel throughout the course of this litigation. The background and experience of
8 Emerson Poynter LLP and its attorneys are summarized in the *curriculum vitae* attached hereto as
9 Exhibit 1.

10 3. Emerson Poynter LLP has prosecuted this litigation solely on a contingent-fee basis, and
11 has been at risk that it would not receive any compensation for prosecuting claims against the
12 Defendants. While Emerson Poynter LLP devoted its time and resources to this matter, it has
13 foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Emerson Poynter LLP performed the following
15 work:

16 **INVESTIGATION AND RESEARCH**

17 Research as to factual basis for clients' claims and research as to defendants' conduct.

18 **PLEADINGS AND MOTIONS**

19 Preparation and filing of CLRA Letter and the complaints, and completion of client
20 questionnaires.

21 **DISCOVERY**

22 Extensive document review following instructions from Lead counsel as per the document
23 review coding manual and exhibits. Drafted Interrogatories; and coordination with lead counsel's
24 office.

25 5. Attached hereto as Exhibit 2 is Emerson Poynter LLP's total hours and lodestar,
26 computed at historical rates, for the period of March 28, 2008 through February 20, 2015. This
27 period reflects the time spent after the appointment of Co-Lead Counsel in this litigation. The
28 total number of hours spent by Emerson Poynter LLP during this period of time was **595.20**, with

1 a corresponding lodestar of **\$190,478.00**. This summary was prepared from contemporaneous,
2 daily time records regularly prepared and maintained by Emerson Poynter LLP. The lodestar
3 amount reflected in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by
4 professional staff at Emerson Poynter LLP for the benefit of the Class.

5 6. The hourly rates for the attorneys and professional support staff in Emerson Poynter
6 LLP included in Exhibit 2 are the usual and customary hourly rates charged by Emerson Poynter
7 LLP during that time frame.

8 7. Emerson Poynter LLP has expended a total of **\$251.63** in unreimbursed costs and
9 expenses in connection with the prosecution of this litigation. These costs and expenses are
10 broken down in the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct
11 Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The
12 expenses incurred in this action are reflected on the books and records of my firm. These books
13 and records are prepared from expense vouchers, check records and other source materials and
14 represent an accurate recordation of the expenses incurred.

15 8. Emerson Poynter LLP has paid a total of **\$32,500.00** in assessments for the joint
16 prosecution of the litigation against the Defendants.

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

19 I declare under penalty of perjury under the laws of the United States of America that the
20 foregoing is true and correct. Executed on this 31st day of March, 2015 at Houston, Texas.

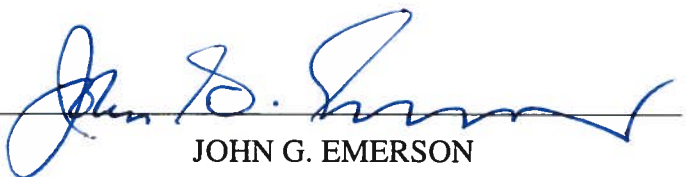
21
22 
23 JOHN G. EMERSON
24
25
26
27
28

EXHIBIT 1



Emerson Poynter LLP
Attorneys at Law

Little Rock
Houston

Class Action Litigation
Securities Litigation
Antitrust Litigation
ERISA Litigation
Consumer Litigation
Trials and Appeals
Product Liability and Tort Law Litigation
Securities Arbitration
Martindale-Hubbe AV Rated

Our Firm

Emerson Poynter LLP has a national class action legal practice with offices in Houston, Texas, and Little Rock, Arkansas.

Emerson Poynter, and its team of experienced Attorneys and Paralegals, handles complex commercial litigation with a concentration in those cases that involve violations of federal and state securities or antitrust laws, consumer protection laws, and violations of the Employee Retirement Income Security Act of 1974 ("ERISA"). Our law firm has handled numerous securities and shareholder derivative cases representing investors. Emerson Poynter and its predecessor firms have also been active in many mass tort, class action, and individual cases of note. In the class action litigation area, Emerson Poynter has represented and currently represents plaintiffs in well over 100 class action cases, some of which are being prosecuted with other leading national firms.

Emerson Poynter has served as Co-Lead Counsel in several recent Multidistrict Litigation ("MDL") cases involving product liability and consumer protection issues. In 2004, Emerson Poynter was appointed by the Honorable Stephen P. Friot as Plaintiffs' Co-Lead Counsel in *In re Farmers Insurance Co., Inc. FCRA Litigation*, which was settled in the Western District of Oklahoma. This case was litigated on behalf of a certified class of Farmers' current and past customers who were charged more than the lowest premium for insurance based upon information in a consumer report, and received certain "adverse action" notices that willfully failed to conform to the Fair Credit

Reporting Act. The case resolved in late 2011 and provided class members with about \$100 million in cash and other relief. Emerson Poynter LLP also represent numerous long-grain rice farmers in Arkansas and other states, and continues to serve as Co-Chairman of Plaintiffs' Executive Committee in the MDL action *In re Genetically Modified Rice Litigation* (the "*Rice MDL Action*") having been appointed to such position by the Honorable Catherine D. Perry of the Eastern District of Missouri in April 2007. The *Rice MDL Action* sought damages for long-grain rice producers in Arkansas, Missouri, Mississippi, Louisiana, and Texas for defendants' contamination of the United States' rice supply with genetically modified rice as revealed by Bayer and the USDA in August 2006. This MDL action was settled for over \$750 million in cash relief for American rice farmers. Emerson Poynter additionally served as Co-Lead Plaintiffs' Counsel in an MDL case transferred to the Honorable Richard D. Bennett of the District of Maryland captioned *In Re; Tyson Foods, Inc. Chicken Raised Without Antibiotics Consumer Litigation*. The case involved false advertising claims associated with the sale of Tyson Foods' chicken as being raised without antibiotics, when in fact the chicken was raised with antibiotics. The action was settled for \$5 million in cash and other relief for class members who purchased the chicken products at issue.

Emerson Poynter is also active in cases seeking to improve corporate governance in public companies through its involvement in shareholder derivative litigation. Most notably, Emerson Poynter served as Co-Lead Counsel in cases resulting in significant and far-reaching corporate governance and compliance improvements within companies such as AOL/Time Warner, Computer Associates, Nicor, Cryolife, Inc., and Crompton (Chemtura). The Firm has also represented shareholders in claims involving corporate buyouts and other change-of-control transactions. In 2007, Emerson Poynter represented shareholders of Alltel Corporation in an acquisition of the company by an affiliate of Goldman Sachs. The action was settled favorably for the shareholders, and the Honorable Judge Chris Piazza of the Pulaski County Circuit Court, Arkansas, approved the settlement in August of 2008.

In the consumer protection litigation area, Emerson Poynter is a leader in fighting for the rights of consumers. Besides the aforementioned *Tyson RWA Chicken MDL Action*, Emerson Poynter was also a leader in the MDL action captioned *In Re; Bisphenol-A (BPA) Polycarbonate Plastic Products Liability Litigation* in the United States District Court for the Western District of Missouri. Emerson Poynter was Co-Lead Counsel in the *Webb et al. v. Carters Inc. et al.* litigation in the United States District Court for the Central District of California concerning Carter's line of tagless baby clothing; in the *Montanez et al. v. Gerber Childrenswear, Inc., et al.* litigation in the United States District Court for the Central District of California concerning Gerber's line of tagless baby clothing; in the *Horne et al. v. The Dannon Company Inc.* litigation in the United States District Court for the Eastern District of Arkansas concerning Dannon's line of yogurt products.

In the retirement plan/pension area, Emerson Poynter served as Co-Lead Counsel in the Winn-Dixie Stores, Inc. ERISA Litigation that settled in the Middle District of Florida in 2008, and served as Co-Lead Counsel in the ADC Telecommunications ERISA litigation that settled in the District of Minnesota in 2006. Emerson Poynter served on the Enron ERISA Litigation Plaintiffs' Counsel Steering Committee. This case settled in the United States District Court, Southern District of Texas, Houston Division in 2005.

Our Attorneys



John G. Emerson

Partner



Mr. Emerson is a founding partner of the Firm. He was born in Little Rock, Arkansas, and was raised there and in Houston, Texas. He is a member of the state bars of Texas, Washington and Arkansas. Mr. Emerson obtained his Bachelor of Arts from the University of Texas at Austin and then earned his Juris Doctorate from South Texas College of Law. Mr. Emerson has been rated "AV Preeminent" for the last 17 years by Martindale-Hubbell which is the highest possible peer review rating in legal ability and ethical standards. Mr. Emerson was honored by being named one of the Top 100 Trial Lawyers in America by the National Trial Lawyers in 2013 and 2014.

In his antitrust practice, Mr. Emerson is currently a member of the Plaintiffs' Counsel Steering Committee in the Aluminum Warehousing Antitrust Direct Purchaser action. Mr. Emerson has represented plaintiffs in the Compact Disc Antitrust Litigation filed against the music industry in the United States, and plaintiffs in the High Pressure Laminates Antitrust Litigation in the direct purchaser case. Notably, Mr. Emerson also has been or is currently involved in the following antitrust cases: CRT (Cathode Ray Tube) Antitrust Litigation; Flash Memory Antitrust Litigation; GPU (Graphics Processing Units) Antitrust Litigation; Ocean Shipping Antitrust Litigation; TFT-LCD (Flat Panel) Antitrust Litigation; Trans-Pacific Airline Surcharge Litigation, among others.

In his corporate practice, Mr. Emerson has represented numerous stockholders in shareholder derivative lawsuits brought against corporate boards. These suits sought to impose corporate governance reforms aimed at protecting shareholders and eliminating corporate waste and abuse. Mr. Emerson is currently Co-Lead Counsel in cases involving Wal-Mart, Citigroup and JP Morgan Chase. In the past, Mr. Emerson served as one of the lead counsel in the Computer Associates derivative action in the Federal District Court for the Eastern District of New York. This action was brought

against the Computer Associates' board of directors and led to the resignation of the Company's CFO, the resignation of two other senior financial officers, and the adoption of certain corporate governance measures that Computer Associates has since represented as the "gold standard" of governance reform. Mr. Emerson was Co-Lead Counsel in the case styled *In Re Nicor, Inc. Shareholder Derivative Litigation* in the Circuit Court of Cook County, Illinois County Department, Chancery Division. This action was brought against Nicor's board of directors and its settlement resulted in major corporate governance improvements at Nicor. Mr. Emerson was Co-Lead Counsel in the case styled *In Re Cryolife Derivative Litigation* pending in the Superior Court of Fulton County, Georgia. The settlement of this action resulted in wide-sweeping corporate governance improvements at Cryolife. Mr. Emerson was also Co-Lead Counsel in the case styled *AOL Time Warner Shareholder Derivative Litigation* which was settled in the Federal District Court for the Southern District of New York. This settlement resulted in wide ranging corporate governance and compliance changes and was a substantial factor in Time Warner's ability to obtain \$200 million from its Directors' and Officers' (D&O) insurance carriers. Mr. Emerson was Lead Counsel in the action styled *Crompton* (now known as Chemtura) *Shareholder Derivative Litigation* which settled in the Bankruptcy Court for the Southern District of New York. This settlement resulted in major corporate governance improvements.

In his consumer class action practice, Mr. Emerson served as Chairman of the Expert Witness Committee in the consolidated Multi-District Litigation action styled *In Re Bisphenol-A (BPA) Polycarbonate Plastic Products Liability Litigation* filed in the United States District Court for the Western District of Missouri. Mr. Emerson represented one of the lead named plaintiffs in the AOL Version 5.0 software litigation. He was Co-Lead Counsel in an action filed against the Farmers Insurance Group of Companies involving alleged violations of the Fair Credit Reporting Act which resolved for plaintiffs. He was Co-Lead Counsel for a number of parents in the Gerber's baby clothing litigation and the Carter's baby clothing litigation. Both case resolved for plaintiffs in 2013. Mr. Emerson was a consultant to Canadian plaintiffs' counsel in the Canadian Medtronic Pacemaker Pacing Lead Product Liability Litigation that was certified and settled in British Columbia as a Canadian national class action. He has been a consultant to Canadian counsel in the Canadian Compact Disc Antitrust Litigation, the Canadian Publishers Clearing House Litigation, and the Canadian AOL 5.0 Software Litigation.

In his retirement plan practice, Mr. Emerson was appointed to the Plaintiffs' Counsel Steering Committee by Judge Melinda Harmon, United States District Judge, Southern District of Texas – Houston Division, in the consolidated Enron ERISA Litigation, styled *Pamela M. Tittle v. Enron Corp., et al.*

Mr. Emerson was admitted to the Texas Bar in 1980. He is admitted to practice before the U.S. Supreme Court; U.S. Court of Appeals for the 2nd, 5th, and 8th Circuits; U.S. District Courts for the Southern, Northern, Western and Eastern Districts of Texas; Western and Eastern Districts of Arkansas; Western District of Washington; District of Colorado; and all Texas, Washington and Arkansas state courts.

Mr. Emerson has extensive jury trial experience over the past 35 years. He is a member of the legal fraternity Delta Theta Phi. He is also a member of The National Trial Lawyers; American Association for Justice ("AAJ"); AAJ Class Action Litigation Group; Fellow of The Pound Civil Justice Institute; Texas Trial Lawyers Association; American Bar Association (Tort and Insurance Practice and Legal Economics Sections); State Bar of Texas (Grievance Committee 4-D, Houston, 1991-94); Membership Services Committee, 1991-92); Sustaining Life Fellow Texas Bar Foundation; Bar Association for the United States District Court for the Eastern District of Texas; Houston Bar Association; Fellow of the Houston Bar Foundation; Washington State Bar; King County Bar Association; Pulaski County Bar Association; and, the Arkansas Bar Association. Mr. Emerson was honored by the Governor of Arkansas when he was named an Arkansas Traveler, an Ambassador of Good Will on behalf of the people of the state of Arkansas to people everywhere.

Mr. Emerson is married with two children, one grandson, and six rescued dachshunds. He enjoys the outdoors and has hunted and fished in the US, Canada, Mexico, Honduras, Uruguay, Argentina, Botswana, and South Africa. He is a life member of Safari Club International.

Mr. Emerson's email address is jemerson@emersonpoynter.com.



Scott E. Poynter

Partner



Mr. Scott Poynter is a founding partner of the Firm. He was in Fayetteville, Arkansas and was raised in Mountain Home. Mr. Poynter earned his Bachelor of Science Degree in Accounting from Arkansas Tech University. He then earned his Juris Doctorate from the University of Arkansas in 1989. While in law school, Mr. Poynter was active in Phi Alpha Delta legal fraternity and was awarded a leadership scholarship from the school. After completing law school, Mr. Poynter joined the Judge Advocate Department of the United States Air Force and served six years of active duty as a Judge Advocate and litigated more than fifty jury trials. In 1995, then Captain Poynter was selected by the Air Force for its Advanced Trial Advocacy Course, a course reserved for the military's finest litigators. After leaving active duty, Mr. Poynter was a partner at a national class action law firm, which focused its work on the representation of investors. He also continued his military career in the Arkansas Air National Guard and attained the rank of Major.

Mr. Poynter is serving Arkansas homeowners in class action cases alleging certain banks outside the state of Arkansas violate the provisions of the Arkansas Statutory Foreclosure Act, which provides that foreclosing entities must strictly comply with its provisions. But often, the banks do not comply with the statute's requirements. He is also working for Arkansas homeowners that have been forced to purchase insurance at excessively high prices and in order for many of these same banks to receive illegal kickbacks from the insurers. Mr. Poynter is also pleased to help those that encounter other abusive lending and debt collection practices throughout Arkansas and the United States.

Over one hundred Alaska Airlines' flight attendants have retained Mr. Poynter in demonstrating that uniforms manufactured and supplied to them by Twin Hill contained harmful chemicals. The flight attendants allege the Twin Hill uniforms they were required to wear caused them to break out in skin rashes, suffer from contact dermatitis, have problems breathing, lose hair, and further, caused thyroid problems. The case is being pursued by almost 170 flight attendants, and is on file in Orange County, California before Judge Kim G. Dunning.

Mr. Poynter has also been engaged to represent homeowners after man-made earthquakes damaged their homes. In 2010 and 2011, central Arkansas was hit with thousands of earthquakes, which were caused by oil and gas operations in the Fayetteville Shale. This created seismicity was due to fracking operations, and specifically, when the fracking fluids and wastewater was injected

under pressure back down and deep into the earth through the industry's injection wells. About 35 homeowners in the Guy and Greenbrier areas of Arkansas filed suit alleging both physical and market value losses to their homes. Due to this experience, Mr. Poynter has been also been retained by residents of Prague, Oklahoma who have similarly suffered due to more substantial earthquakes rattling central Oklahoma.

Mr. Poynter has also helped clients faced with abusive insurance practices. As Plaintiffs' Co-Lead Counsel in *In re: Farmers Insurance Co., Inc., FCRA Litigation* (the "*Farmers MDL Action*"), Mr. Poynter was devoted to recovering statutory damages in a certified class action brought on behalf of Farmers' customers who paid higher insurance premiums based upon credit information without their knowledge due to faulty FCRA notices prepared by Farmers. As a result of his and his co-counsel's effort, they secured a \$100 million settlement on behalf of class members.. In another MDL action, *In Re Genetically Modified Rice Litigation*, Mr. Poynter served as Co-Chair of Plaintiffs' Executive Committee on behalf of rice farmers who experienced a deflated rice market after America's rice supply was contaminated by Bayer's genetically modified rice in 2006 and markets in Europe and Asia were lost. A \$750 million cash settlement was achieved in 2012.

Mr. Poynter leads the firm in prosecuting privacy violations and other similar breaches of federal law. In today's electronic environment, big business collects an enormous amount of financial and other information from consumers. Often times this data collection is done secretly and in order to directly market those who have had private information unknowingly taken from them. Moreover, and all too often now, businesses have utterly failed to protect the financial and personal information of their customers through data breaches, which expose consumers to risks of identify theft. In short, our rights to privacy have been substantially diminished. Mr. Poynter is engaged in prosecuting claims under the federal Driver's Privacy Protection Act of 1994 (or "DPPA"), which was designed to protect privacy and the disclosure of information gathered by state Departments of Motor Vehicles, and the Telephone Consumer Protection Act (or "TCPA") passed into law to restrict the telemarketing.

Mr. Poynter is also dedicated to serving consumers cheated by deceitful marketing. For example, he served as Co-Lead Plaintiffs' Counsel in the *Tyson RWA Chicken MDL Action* before Judge Bennett in the District of Maryland, which involved the false marketing of chicken as being raised without the use of antibiotics. Mr. Poynter and his co-counsel provided class members over \$5 million in relief. Additionally, he served as class counsel in multiple consumer actions against Alltel, and thus far, has secured over \$60 million of relief former Alltel subscribers who were members of certain consumer classes. Mr. Poynter has been extensively involved in many

telecommunications class action cases brought under consumer protection statutes, and appeared on the nationally syndicated television show *The Morning Show with Mike and Juliet* as an expert on the cell phone industry's early termination fees. Mr. Poynter provided viewers of this show with legal information regarding the response of consumers to such fees, and the Federal Communications Commission's hearings on the subject.

Mr. Poynter also represents shareholders in various kinds of securities actions. He currently leads a shareholder derivative action brought on behalf of Wal-Mart after its directors and executives caused the Company to pay bribes to Mexican officials and then acted to cover-up their illegal bribery scheme – all in violation of the Federal Corrupt Practices Act. The case is on file in the Western District of Arkansas, the Honorable Susan Hickey presiding. As an active participant in the representation of investors whose shares are acquired through leveraged buyouts, mergers, tender offers, and other “change of control” transactions, Mr. Poynter has challenged the fairness of such transactions, the adequacy of disclosures made in connection with the transactions, and the price offered to shareholders for their equity. These types of cases have resulted in the restructuring of scores of corporate transactions. Most recently, Mr. Poynter was a lead counsel in such litigation and represented Alltel shareholders in a case in Pulaski County Circuit Court, and Baldor shareholders in another like action filed in Sebastian County Circuit Court.

Mr. Poynter is admitted to practice before: U.S. Court of Appeals for the Armed Forces; U.S. District Courts for the Western and Eastern Districts of Arkansas; 8th Circuit Court of Appeals; and all Arkansas State Courts.

Mr. Poynter's e-mail address is scott@emersonpoynter.com.



Will T. Crowder

Partner



Mr. Crowder is a partner with the firm. He was born and raised in Camden, Arkansas. In 2000, Mr. Crowder earned a Bachelor of Arts Degree in Political Science from the University of Arkansas. In 2003, Mr. Crowder earned his Juris Doctorate from the William H. Bowen School of Law at the University of Arkansas at Little Rock. Mr. Crowder is a member of the Arkansas Bar and admitted to the United States District Court for the Eastern and Western Districts of Arkansas, the District of Colorado, and the U.S. Court of Appeals for the Eighth Circuit.

Following his clerkship he has been employed by the Little Rock law firms of Jack, Lyon & Jones, P.A. (where he focused on defense work) and McMath Woods, P.A. (where he began his representation of the injured).

During his time at Emerson Poynter, Mr. Crowder has been extensively involved in all manner and types of class cases, including the firms' consumer litigation cases:

- *Carrera v. Bayer Corporation*, (D.N.J.), deceptive trade practices action for marketing of Bayer's WeightSmart diet pill.
- *Montantez v. Gerber Childrenswear, LLC* (C.D. Cal) and *Webb v. Carter's, Inc.* (C.D. Cal), cases involving tagless labels on children's garments.
- *In re: Cheerios Marketing and Sales Practices Litigation* (D.N.J.), multidistrict litigation pending against General Mills for health and cancer-prevention claims made by their products.

Mr. Crowder has also lead the firm's efforts in litigation of cases on behalf of Arkansas's citizens

- Claims against major retailers who manufacture products with dangerous levels of heavy metals and other chemicals;
- Claims against manufacturers of "toning shoes" on behalf of Arkansas's citizens;
- Claims against banks relating to overdraft practices.

Mr. Crowder is a member of the American Bar Association, American Association for Justice, the Arkansas Trial Lawyers Association and the Pulaski County Bar Association.

In 2009, 2010, and 2011, Mr. Crowder was selected as a *Mid-South Super Lawyer* Rising Star.

Mr. Crowder's email is wcrowder@emersonpoynter.com.



Corey D. McGaha

Senior Associate



Mr. Corey D. McGaha, an associate with Emerson Poynter LLP since July 2011, is admitted to practice in the state courts of Arkansas and Texas, the United States Court of Appeals for the Eighth Circuit, the United States District Courts for the Eastern and Western Districts of Arkansas, and the United States District Court for the Eastern District of Texas. Mr. McGaha graduated cum laude from Ouachita Baptist University and received his law degree from the University of Arkansas in 2002.

After graduating law school, Mr. McGaha served as a law clerk to the Hon. Harry F. Barnes, United States District Court for the Western District of Arkansas from 2002-2006. He is a member of the American Bar Association, the Arkansas Bar Association, the Texas Bar Association, and the Pulaski County Bar Association.

Since joining Emerson Poynter LLP, Mr. McGaha has assisted the firm in prosecuting several class actions and real estate litigation cases, including:

- Over 30 property damage cases litigated in state and federal court for clients in Faulkner County, Arkansas alleging that wastewater injection wells caused the Guy-Greenbrier Earthquake Swarm in 2010-2011, which damaged his clients' homes.
- Reported decision in *Asset Acceptance v. Newby*, 2014 Ark. 280 (2014) – Mr. McGaha successfully argued his clients' claims were not subject to arbitration because Asset Acceptance, LLC, a debt-collector, had no specific evidence Ms. Newby agreed to arbitration, that the arbitration clause at issue was ever communicated to her, nor that she assented to the arbitration clause at issue.

Mr. McGaha worked as an attorney at Patton Roberts PLLC in Texarkana, Texas from 2006 through 2011. Mr. McGaha assisted the firm in successfully litigating and settling a number of security fraud cases including:

- *In Re: Brocade Securities Litigation, Northern District of California* - A national securities fraud class action which resulted in a court-approved cash settlement of \$160 million for shareholders.
- *In Re: Salomon Analyst Metromedia Litigation, Southern District of New York* – A securities fraud class action which resulted in a court-approved cash settlement of \$35 million for shareholders of Metromedia Fiber Network.
- *Walker v. Rent-A-Center, Inc., Eastern District of Texas* – A securities fraud class action which resulted in a court approved cash settlement of \$3.6 million for the shareholders of Rent-A-Center, Inc.
- *McClure, et al, v. AOL Time Warner, Inc., Texas state court* – An individual securities fraud action in which our clients received 100% more than they would have received in the global settlement of the national securities fraud class action.

Mr. McGaha also assisted the Firm in representing the Industrial Technology Research Institute (ITRI), the prominent Taiwanese national research institute, in its first prosecution of its patent portfolio in the United States against Samsung Electronics, and its second ongoing prosecution of its patent portfolio against LG Electronics.

Mr. McGaha enjoyed a strong local civil litigation practice at Patton Roberts, focused on commercial, real estate, and personal injury litigation that included:

- *Arkansas State Highway Commission v. Wilson, et al, Arkansas state court* - In his first jury trial, Mr. McGaha secured an \$188,000 jury verdict on his client's counterclaim against the Arkansas State Highway Commission after the State condemned a third of his clients' farm. The jury verdict substantially higher than the amount of money the State \$116,000 originally interpled into the court's registry.
- Reported decision in *Buck v. City of Hope*, 2009 Ark. App. 105, 303 S.W.3d 85 (Ark.App. 2009) – Mr. McGaha successfully argued for his client that the trial court erred in finding it lacked subject matter jurisdiction over claims for nuisance, inverse condemnation, trespass and negligence against the City of Hope, Arkansas.
- *Watz, et al. v. Red Robin International, Inc., et al, Arkansas state court* – Mr. McGaha successfully gained a dismissal of a wrongful death lawsuit against his clients, the Red Robin restaurant chain, for lack of subject matter jurisdiction.
- *Lancaster v. Red Robin International, Inc., Arkansas state court* – Mr. McGaha achieved another success for the Red Robin restaurant chain by defeating a former employee's defamation claim by a motion for summary judgment.

While living in Texarkana, Mr. McGaha was active in the bar as a member of the Texarkana Bar Association, and treasurer for the Texarkana Young Lawyers Association. Mr. McGaha was also a member of the Texarkana Chapter of Kiwanis International. Mr. McGaha's email address is cmcgaha@emersonpoynter.com



Robert Jigarjian

Of Counsel

Mr. Jigarjian received his Bachelor of Arts degree from Hamilton College in 1981, his Masters of Business Administration from Tulane University in 1985 and his Juris Doctorate from Golden Gate University in 1993. Prior to law school, Mr. Jigarjian worked as an institutional sales trader with Keefe Bruyette & Woods, Inc., where he specialized in sales and trading of equity securities in the bank and savings and loan sectors.

Mr. Jigarjian was a founding member of Green & Jigarjian LLP. He joined Emerson Poynter in 2007. Prior to founding Green & Jigarjian, Mr. Jigarjian was employed at Girard & Green LLP.

Mr. Jigarjian has substantial experience in the representation of individual and institutional investors in class action and derivative litigation. He represented one of the lead plaintiffs in the class action captioned *In re Prison Realty Securities Litigation*, Case No. 3:99-0452 (M.D. Tenn.) which resulted in a settlement that created a fund for the class valued at approximately \$105 million. He also represented one of the lead plaintiffs in the consolidated class and derivative action captioned *In re Digex, Inc. Shareholders Litigation*, C.A. No. 18336 NC (Del. Ch.), which resulted in a settlement that created a fund for the class valued at approximately \$180 million and provided for other non-cash benefits valued at approximately \$450 million. Mr. Jigarjian currently represents the derivative plaintiffs in *Saito, et al. v. McCall, et al.*, C.A. No. 17132-NC (Del. Ch.). The Delaware Chancery Court recently approved a settlement in the Saito litigation that provided for payment by directors and officers liability insurers to McKesson Corporation of \$30 million and certain corporate governance improvements. Mr. Jigarjian also represents the lead class plaintiffs in *In Re: Salomon Analyst XO Litigation*, 02-CV-8114 (GEL) (S.D.N.Y.).

Mr. Jigarjian is a member of the State Bar of California and is admitted to the United States District Courts for the Northern, Southern, Eastern and Central Districts of California and to the Ninth Circuit Court of Appeals.

Mr. Jigarjian's email address is jigarjianlaw@gmail.com.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2**EMERSON POYNTER LLP****Hours Reported and Lodestar on a Historical Basis****March 28, 2008 through February 20, 2015**

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
JOHN G. EMERSON (P)	19.50	\$ 795.00	\$ 15,502.50
SCOTT E. POYNTER (P)	.90	\$ 695.00	\$ 625.50
CHRIS D. JENNINGS (SA)	8.90	\$ 550.00	\$ 4,895.00
CHRIS D. JENNINGS (SA) (DISCOVERY-DOC REV ONLY)	563.80	\$ 300.00	\$ 169,140.00
NON-ATTORNEYS			
CHARLES K. GASTINEAU (PL)	.80	\$ 150.00	\$ 120.00
TANYA R. AUTRY (PL)	1.30	\$ 150.00	\$ 195.00
TOTAL:			\$ 190,478.00

(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

EMERSON POYNTER LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 54.49
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$ 69.80
Photocopies – Outside	\$
Postage	\$ 6.49
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$ 99.55
Telephone / Facsimile	\$ 8.97
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$
Travel (Meals and Lodging)	\$ 12.33
TOTAL:	\$ 251.63

1 WALTER J. LACK, SBN 57550
2 RICHARD P. KINNAN, SBN 123170
3 ENGSTROM, LIPSCOMB & LACK
4 10100 Santa Monica Blvd., 12th Floor
5 Los Angeles, CA 90067-4113
6 Tel: (310) 552-3800
7 Fax: (310) 552-9434
8 wlack@elllaw.com
9 rkinnan@elllaw.com

10 *Counsel for Plaintiffs*

11
12 **UNITED STATES DISTRICT COURT**
13 **NORTHERN DISTRICT OF CALIFORNIA**

14 **SAN FRANCISCO DIVISION**

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

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

DECLARATION OF WALTER J. LACK
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

18 **This Document Relates to:**

19 **ALL ACTIONS**

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1 I, WALTER J. LACK declare and state as follows:

2 1. I am the Managing Partner of the law firm of Engstrom, Lipscomb & Lack. I submit
3 this 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 stated
6 herein.

7 2. My firm has served as counsel to DONALD WORTMAN throughout the course of this
8 litigation. The background and experience of Engstrom and its attorneys are summarized in the
9 *curriculum vitae* attached hereto as Exhibit 1.

10 3. Engstrom, Lipscomb & Lack 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 Engstrom, Lipscomb & Lack devoted its time and resources to this
13 matter, it has foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Engstrom, Lipscomb & Lack performed the
15 following work:

16
17 **INVESTIGATION AND RESEARCH**

18 In preparation for drafting Complaint, conferences with Joseph W. Cotchett, research
19 public records, including United States Department of Justice and European Union criminal
20 prosecution records regarding facts relating to price fixing among transpacific airlines, and,
21 interview class representative plaintiffs, including client Donald Wortman. Review and analyze
22 Donald Wortman's transpacific air travel records.

23 Consult with expert regarding anti-trust analysis. Legal research regarding anti-trust
24 issues. Study and analyze Korean Air litigation case filings. Study and analyze case pleadings
25 throughout litigation.

26 ///

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28 ///

1 **PLEADINGS AND MOTIONS**

2 Draft initial Complaint. Study Defendant Philippine Airlines' Motion to Dismiss. Research
3 Norr-Pennington and State Action Doctrine, and prepare and file opposition to Motion to Dismiss
4 filed by Philippine Airlines.

5 **DISCOVERY**

6 Prepare Class Representative plaintiffs Donald Wortman, Andy Barton, David Kuo, James
7 Kawaguchi, and Della Chow for deposition. Conferences with lead counsel regarding class
8 plaintiff depositions. Defend class plaintiffs at their depositions.

9 **EXPERT WORK**

10 Consult with anti-trust expert regarding facts and analysis of the case.

11 5 Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at historical
12 rates, for the period of March 28, 2008 through February 20, 2015. This period reflects the time
13 spent after the appointment of Co-Lead Counsel in this litigation. The total number of hours spent
14 by Engstrom, Lipscomb & Lack during this period of time was 427.4, with a corresponding
15 lodestar of \$255,447.50. This summary was prepared from contemporaneous, daily time records
16 regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for
17 work assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for
18 the benefit of the Class.

19 6. The hourly rates for the attorneys and professional support staff in my firm included in
20 Exhibit 2 are the usual and customary hourly rates charged by Engstrom, Lipscomb & Lack during
21 that time frame.

22 7. My firm has expended a total of \$46,515.78 in unreimbursed costs and expenses in
23 connection with the prosecution of this litigation (excluding the litigation fund assessments
24 addressed in paragraph 8 herein). These costs and expenses are broken down in the chart attached
25 hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by my firm on a
26 contingent basis, and have not been reimbursed. The expenses incurred in this action are reflected
27 on the books and records of my firm. These books and records are prepared from expense
28

1 vouchers, check records and other source materials and represent an accurate recordation of the
2 expenses incurred.

3 8. Engstrom, Lipscomb & Lack has paid a total of \$95,000.00 in assessments for the joint
4 prosecution of the litigation against the Defendants.

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

7 I declare under penalty of perjury under the laws of the United States of America that the
8 foregoing is true and correct. Executed on this 31st day of March 2015 at Los Angeles, California

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10 /s/ Walter J. Lack

11 WALTER J. LACK
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EXHIBIT 1

EXHIBIT 1

ENGSTROM, LIPSCOMB & LACK

10100 Santa Monica Boulevard, Ste. 1200
Los Angeles, CA 90067
Telephone: (310) 552-3800

CURRICULUM VITAE

Since 1974, the litigation attorneys of Engstrom, Lipscomb & Lack have been recognized by clients throughout California, the U.S. and all over the world for providing aggressive and effective legal representation in some of the largest and most complex business, insurance, aviation and personal injury litigation cases.

From our offices in the prestigious Century City area of Los Angeles, our experienced trial lawyers represent individuals, governmental entities and corporate plaintiffs who are seeking justice and compensation for severe personal injuries and/or substantial financial harm. At the law offices of Engstrom, Lipscomb & Lack, clients find a commitment to excellence and a dedication to perseverance and obtaining results.

We have earned particular recognition for our litigation experience in the area of class action lawsuits, especially litigation involving groundwater contamination and dangerous products causing environmental damage. We have represented over 1,500 individual victims from Hinkley and Kettleman, California, who recovered more than \$700 million in damages stemming from groundwater contamination made famous by the Erin Brockovich story.

- We handle the vast majority of our cases on contingency basis.
- We offer a no-cost initial consultation on all cases.
- A Spanish interpreter is available in our office.

Whether you are seeking fair money damages after sustaining a serious or catastrophic personal injury from an accident or you are seeking substantial monetary compensation in a complex business or insurance litigation matter we offer the experience, the resources, and the skills to help you protect your rights and your best interests.

PRACTICE AREAS

For more than 40 years, the litigation attorneys of Engstrom, Lipscomb & Lack have been recognized by clients throughout California, the U.S. and all over the world for providing aggressive and effective legal representation in the some of the largest and most complex business, insurance, aviation and personal injury litigation cases. From our offices in the prestigious Century City area of Los Angeles, our experienced trial

lawyers represent individuals, governmental entities and corporate plaintiffs who are seeking justice and compensation for severe personal injuries and/or substantial financial harm. At the law offices of Engstrom, Lipscomb & Lack, clients find a commitment to excellence and a dedication to perseverance and obtaining results.

WE REPRESENT INDIVIDUALS AND CORPORATE PLAINTIFFS IN LITIGATION MATTERS SUCH AS:

Complex Business Litigation

- » Breach of Contract Litigation
- » Unfair Business Practices
- » Insurance Class Actions
- » Intellectual Property Litigation
- » Multi-District Products Liability Litigation
- » Partnership Litigation

Class Action Litigation

- » Toxic Tort Litigation
- » Groundwater Contamination
- » Air Quality Litigation
- » Insurance Class Action
- » Breach of Contract
- » Unfair Business Practices

Personal Injury Litigation

- » Aviation Accidents
- » Motor Vehicle Accidents
- » Injuries from Dangerous Products
- » Pharmaceutical Litigation
- » Construction Accidents
- » Catastrophic Injuries and Wrongful Death

Financial Loss Litigation

- » Bad Faith Business Practices
- » Insurance Coverage
- » Construction Defects

» Securities Litigation

CLASS ACTION LITIGATION

Engstrom, Lipscomb & Lack is a preeminent law firm in the area of mass tort and class action litigation on behalf of victims of negligence. In specific class action lawsuits such as groundwater contamination and toxic torts litigation, our firm is internationally recognized for our trial experience, our aggressive strategies, and our ability to handle the complexities involved in multiple-party liability cases. If you are seeking full and fair money damages for suffering an injury or losing a loved one in a product liability, environmental poisoning, or bad faith case, becoming part of a class of injury victims may be your most effective legal option.

We offer a no-cost initial consultation to discuss your class action litigation case.

We are proud to have acted as the lead counsel for more than 1500 residents of Hinkley and Kettleman, California, in what has become famous as the Erin Brockovich case. When your best option for recovering damages is a class action litigation, contact us.

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

Engstrom, Lipscomb & Lack acted as co-lead counsel on a California class action brought as a result of restraints put on California's electrical and gas market. A settlement was reached early on with the El Paso Defendants in the amount of \$1.7 billion. We were able to reach a settlement with the Sempra Defendants for approximately \$1.7 billion as well.

Vioxx Drug Litigation

Engstrom, Lipscomb & Lack acted as co-lead counsel in 900 Vioxx cases filed throughout California and consolidated in Los Angeles Superior Court.

Acklin v. Lockheed Martin

Engstrom, Lipscomb & Lack served as co-lead counsel representing more than 800 residents of Redlands, California, against Aerospace giant Lockheed Martin for toxic pollution arising from Lockheed's dumping of TCE and Ammonium Perchlorate and contamination of the Redlands groundwater. Pollution occurred over 25 years as a result of classified rocket motor testing.

Adler v. Southern California Water Company

Engstrom, Lipscomb & Lack represented more than 300 residents of San Gabriel Valley, California, against approximately 100 corporate polluters and local water distributors for toxic pollution arising from dumping of solvents, ammonium perchlorate and other chemicals. The case has been accepted for review by the California Supreme Court.

Hanford Nuclear Reactor Litigation

Engstrom, Lipscomb & Lack represents over 600 “downwinders” living south and east of seven nuclear reactors in southeast Washington adjacent to the Columbia River. Victims were exposed for three decades to radionuclides which escaped during the production of plutonium used during the Cold War.

Aguayo v. PG&E

Engstrom, Lipscomb & Lack represents over 900 people from Hinkley and Kettleman, California, against Pacific Gas & Electric for exposure to hexavalent chromium in the air, water and soil. This case is a continuation of the case that was the subject of the hit movie Erin Brockovich starring Julia Roberts.

Houston Creosote Production Facility

Engstrom, Lipscomb & Lack represents, as co-lead counsel, 150 deceased or sick railway workers who injected under high temperature and pressure toxic creosote into railway ties used by Burlington Northern Railroad over a 25 year period.

Danbury Landfill Litigation

Engstrom, Lipscomb & Lack represents 344 residents of Bethel, Connecticut, against town of Danbury, Connecticut, for toxic pollution arising from their municipal landfill.

State of New Mexico v. General Electric, et al.

Engstrom, Lipscomb & Lack represents the State of New Mexico for damages in connection with contamination of the state's natural resources as a result of toxic pollution from multiple corporate polluters.

Smiley v. ICANN

Engstrom, Lipscomb & Lack acted as co-lead counsel on a case that involved a nationwide class in which a temporary restraining order was granted enjoining

defendants from conducting an illegal world-wide lottery. This case was certified as a nationwide class action and settled.

Soufrine v. The State Life Insurance Company

Engstrom, Lipscomb & Lack acted as lead counsel on a nationwide class action brought on behalf of insurance policyholders who were charged a premium by their insurance company for a period of time they did not receive corresponding life insurance coverage in return. This case settled on a nationwide basis.

Team Design v. Reliant Energy, Inc., et al.

Engstrom, Lipscomb & Lack acted as co-lead counsel on a California antitrust class action against Reliant Energy and its subsidiaries and others based on the allegation that Defendants illegally manipulated the California energy markets. The case settled with a majority of the Defendants for over \$100 million.

Wortman v. Air New Zealand

Engstrom, Lipscomb & Lack has participated in a Sherman Act antitrust price fixing action against every major airline servicing the West Coast on routes to Asia and the Far East. The action seeks treble damages for conspiring to illegally fix the airfares and fuel surcharges on passenger travel.

Attorneys Participating in the handling of Wortman v. Air New Zealand

WALTER J. LACK

Founding and Managing Partner

Areas of Practice

- Aviation Crash Litigation
- Class Actions
- Complex Business Litigation
- Environmental Litigation
- Insurance Bad Faith
- Mass Toxic Tort
- Professional Liability

Litigation Percentage

- 100% of Practice Devoted to Litigation

Bar Admissions

- California, 1973
- U.S. Court of Appeals 9th Circuit, 1979

- U.S. Supreme Court, 1981

Education

- Loyola Law School, Los Angeles, CA, 1973, J.D.
- Loyola Marymount University, Los Angeles, CA, 1970, B.A.

Notable Past Positions

- Deputy Attorney General, State of New Mexico

Honors and Awards

- Best Lawyers® Lawyer of The Year in Los Angeles, 2015
- Southern California Super Lawyer, 2004-2009, 2012-2015
- Best Lawyers in America 2009-2010
- Top 10 Southern California Super Lawyers, 2007-2009
- Top 100 Southern California Super Lawyers, 2005-2006
- Finalist, Consumer Attorneys of California Trial Lawyer of the Year, 2003-2004
- Daily Journal's Top 10 California Jury Verdicts, 1993-1994, 1996, 1999, 2004
- Los Angeles Business Journal Top 50 Litigators in Los Angeles, 1999-2004
- California Governor's Judicial Selection Committee, 1998-2003
- Los Angeles Business Journal Los Angeles 25 Most Powerful Attorneys, 2002
- Pat Summerall Success Story Aired on Fox News, 2002
- Finalist, Trial Lawyers for Public Justice Trial Lawyer of the Year, 1997

Speaking Engagements

- Frequent Lecturer, Trial Lawyer Groups throughout Country
- Guest Lecturer, California Judicial College, 1995-1997

Professional Associations

- Superior Court Arbitration Panel, 1976-Present
- Los Angeles County, 1979
- Chairperson, Bar Fee Dispute Committee
- The Standing Committee on Discipline for the Central District of California, 1997-2000, Member
- Governor's Los Angeles Judicial Selection Advisory Committee, 1999-2003
- American Arbitration Association, 1976-Present, Member, Panel of Arbitrators
- Los Angeles County and American Bar Association, Member
- State Bar of California, Member
- American Association for Justice, Leaders Forum Member
- Consumer Attorneys of California, 2001-Present, Board of Governors
- Consumer Attorneys of Los Angeles, Member
- Trial Lawyers for Public Justice, Member
- Fellow of the International Academy of Trial Lawyers, Member, Board of Directors
- American Board of Trial Advocates, Advocate

- American Board of Trial Advocates, 1998-2001, National Executive Committee Member
- Loyola-Marymount University, 1986-1989, Alumni Board of Directors
- Loyola-Marymount University, 1991-1994, Alumni Board of Directors
- Loyola Marymount University, 1999-Present, Board of Regents
- Supergen, Inc., Board of Directors

Biography

Walter J. Lack is a founding partner and the managing partner of Engstrom, Lipscomb & Lack. He received his J.D. from Loyola Law School in 1973. Mr. Lack was admitted to the State Bar of California in 1973, the U.S. Court of Appeals 9th Circuit, 1979 and the U.S. Supreme Court in 1981. His areas of specialty are aviation crashes, class action, complex business litigation, environmental litigation, insurance bad faith, mass toxic tort and professional liability. Mr. Lack was lead counsel for more than 1,500 residents of Hinckley and Kettleman, California (the “Erin Brockovich” case) and lead counsel in cases with an aggregate recovery in excess of \$10 billion. Mr. Lack has earned numerous awards and honors and is recognized by LawDragon Magazine as one of the 500 leading lawyers in the United States (2005-2015), by Southern California Super Lawyers 2004-present as a “Top Ten Super Lawyer” and a recipient of American Lawyer Magazine’s “Top 10 jury Awards” in the U.S. in five separate years. He is a fellow of the International Academy of Trial Lawyers, and an Advocate of the American Board of Trial Advocates. He is a lecturer to trial lawyer groups throughout the country on a variety of topics with the civil justice system.

ELIZABETH L. CROOKE

Member Since 1978

Areas of Practice

- Aviation Litigation
- Environmental and Toxic Tort Law
- Government Agency Liability
- Insurance Coverage Litigation
- Products Liability

Bar Admissions

- California, 1979
- U.S. District Court Eastern District of California
- U.S. District Court Central District of California
- U.S. District Court District of Hawaii
- U.S. District Court Southern District of Florida
- U.S. Court of Appeals 9th Circuit

Education

- Loyola Law School, Los Angeles, California, 1979, J.D. cum laude
- UCSB, Santa Barbara, CA, B.A, Major in Environmental Biology

Speaking Engagements

- Speaker, Continuing Legal Education Programs

Professional Associations

- Los Angeles County Bar Association, Member
- State Bar of California, Member
- Lawyer-Pilot Bar Association, Member
- Consumer Attorneys of California, Member

Biography

Elizabeth Lane Crooke has been a member of Engstrom, Lipscomb & Lack since 1979. She specializes in mass tort with an emphasis on aviation litigation, environmental and toxic tort law, pharmaceutical litigation, government agency liability, and products liability. She has been appointed by the Court as lead and liaison counsel in a mass aviation disaster litigation and in pharmaceutical litigation. She has served as trial counsel on a number of landmark cases, including cases of regional groundwater, soil and air contamination.

Ms. Crooke was admitted to California bar 1979, and is also admitted to the U.S. District Court, Central, Southern and Eastern Districts of California; District of Hawaii; Southern District of Florida; U.S. Court of Appeals, Ninth Circuit.

Ms. Crooke is a member of Engstrom, Lipscomb & Lack's aviation team, and holds a private pilot certificate and radiotelephone operator permit. She has also studied airframe and power plant maintenance. She has been a frequent speaker at industry seminars and continuing legal education programs and has authored a number of articles; including journal articles in Los Angeles Lawyer, the journal of the Los Angeles County Bar Association, where she has also served for a number of years on its Editorial Board. She earned her undergraduate degree in environmental biology at University of California, Santa Barbara (B.A.) and earned her law degree at Loyola Marymount University (J.D., cum laude 1979). She is a member of the Los Angeles County Bar Association, the State Bar of California and the Consumer Attorneys Association of Los Angeles.

RICHARD P. KINNAN

Member Since 1998

Areas of Practice

- Business Litigation
- Civil Trial and Appellate Practice

- Toxic Tort Litigation
- Product Liability
- Personal Injury

Litigation Percentage

- 100% of Practice Devoted to Litigation

Bar Admissions

- California, 1986
- U.S. District Court Central District of California

Education

- Loyola Law School, Los Angeles, CA, 1985 J.D.
- Ohio Wesleyan University, 1982, B.A. summa cum laude, Major in Politics / Government

Professional Associations

- State Bar of California, Member

Biography

Mr. Kinnan is a lawyer with nearly 30 years of civil litigation experience. He spent the first ten years of his practice on the defense side, and thereafter exclusively on the plaintiffs' side, thus giving him a balanced view of the cases he handles. His areas of practice include product liability, personal injury, toxic tort, and various business and employment related matters. Mr. Kinnan received his J.D. from Loyola Law School in 1985, and graduated summa cum laude and phi beta kappa from Ohio Wesleyan University in 1982. Mr. Kinnan is Martindale-Hubbell Rated—AV Preeminent. He is a frequent contributor of articles for various legal journals. He has also been an invited speaker at the Los Angeles County Bar Association's Annual Environmental Law Symposium. Mr. Kinnan's practice has included substantial appellate work, and he has several published appellate opinions, including a seminal case on legal cause in California, *Mitchell vs Gonzalez*, 54 Cal. 3d 1041 (1991). Many of the cases Mr. Kinnan has worked on have been successfully settled in the seven and eight figure range, including the Erin Brockovich case, and another hexavalent chromium contamination case affecting children at an elementary school in Los Angeles, California.

GREGORY P. WATERS

Member Since 2000

Areas of Practice

- Appeals
- General Civil Litigation

- Personal Injury
- Product Liability
- Complex Litigation
- Insurance Litigation

Education

- University of Southern California Law School, Los Angeles, CA, J.D.
— Hale Moot Court Honors
- University of California, Berkeley, CA, B.A. with highest honors

Professional Associations

- Consumer Attorneys Association of Los Angeles, Member
- Consumer Attorneys of California

Biography

Gregory Waters is an experienced trial attorney who practices all aspects of civil litigation, with an emphasis in product liability, insurance litigation, and complex litigation. After working in a variety of blue collar jobs after high school for several years, Mr. Waters received his B.A. in Legal Studies from the University of California, Berkeley with highest honors. Mr. Waters received his J.D. from the University of Southern California School of Law, where he received honors in the Hale Moot Court program.

Prior to joining Engstrom, Lipscomb & Lack Mr. Waters worked as a law clerk for a smaller size Plaintiff's firm that handled personal injury and employment law matters, as well as a substantial criminal practice. Since joining Engstrom, Lipscomb & Lack, first as a law clerk and then as an attorney, Mr. Waters has been integral to numerous seven and eight figure recoveries for clients, including being part of the teams for an aviation accident which resulted in a \$46 million verdict for four death cases, and a catastrophic freeway rollover accident which resulted in a \$14.1 million verdict.

Mr. Waters has published several articles in legal publications and is an active member of the Consumer Attorneys Association of Los Angeles, Consumer Attorneys of California, California Alumni Association, California Charter Hill Society, and the USC Law Alumni Association.

BRYAN C. PAYNE

Member Since 2007

Areas of Practice

- General Civil Litigation
- Products Liability
- Business Litigation
- Mass Tort Litigation
- Insurance Litigation

- Catastrophic Personal Injury

Education

- New York University School of Law, New York, NY, J.D.
- UC Berkeley, B.A., Major in Social Sciences / Economics

Professional Associations

- State Bar of California, Member
- Los Angeles County Bar Association, Member
- Association of Business Trial Lawyers, Member
- Consumer Attorneys Association of Los Angeles, Member
- The John M. Langston Bar Association, Member
- American Bar Association, Member
- Consumer Attorneys of California, Member

Biography

Bryan C. Payne is a trial attorney who specializes in products liability, catastrophic personal injury, tobacco litigation (representing clients with regard to lawsuits brought against various tobacco manufacturers, attempting to hold them responsible for wrongful death, injury, or medical expenses related to cigarette smoking and other tobacco use), and business and insurance matters. Mr. Payne has also successfully tried cases in the alternative dispute resolution field. Mr. Payne began his legal career with a defense-oriented international law firm, but now exclusively represents plaintiffs.

Prior to joining Engstrom, Lipscomb & Lack in 2007, Mr. Payne was an associate for two years in the Los Angeles office of Girardi & Keese representing clients in the areas of personal injury and products liability cases; he also worked for two years at the law offices of Cooley LLP (formerly Cooley, Woodward, Kronish LLP), a defense firm specializing in Intellectual Property Litigation. Mr. Payne also worked for William Morris Endeavor, one of the world's largest talent agencies, developing strategic investments for the agency.

Mr. Payne is a graduate of New York University Law School and obtained his undergraduate degree at the University of California at Berkeley.

He continues to be an active member of the Consumer Attorneys of California, Consumer Attorneys Association of Los Angeles, Association of Business Trial Lawyers, and The John M. Langston Bar Association. He is also a member of the State Bar of California, Los Angeles County Bar Association and the American Bar Association.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

[ENGSTROM, LIPSCOMB & LACK]

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Walter J. Lack (P)	15.70	\$950.00	\$14,915.00
Elizabeth Crooke (P)	11.70	\$850.00	\$9,945.00
Richard P. Kinnan (SA)	285.00	\$625.00	\$178,125.00
Gregory P. Waters (A)	24.00	\$500.00	\$12,000.00
Bryan C. Payne (A)	76.50	\$425.00	\$36,337.00
Edward Wolfe (A)	12.0	\$325.00	\$3,900.00
NON-ATTORNEYS			
Eric A. Greshler (SPL)	2.50	\$90.00	\$225.00
TOTAL:			\$255,447.50

(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

ENGSTROM, LIPSCOMB & LACK

Expenses Incurred

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$ 585.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 2,327.59
Document Production	\$ 0.00
Experts / Consultants	\$ 40,000.00
Messenger Delivery	\$12.50
Photocopies – In House	\$ 2,283.90
Photocopies – Outside	\$ 25.00
Postage	\$ 37.51
Service of Process	\$ 0.00
Overnight Delivery (Federal Express, etc.)	\$ 94.13
Telephone / Facsimile	\$ 93.50
Transcripts (Hearings, Depositions, etc.)	\$ 0.00
Travel (Airfare and Ground Travel)	\$ 1,056.65
Travel (Meals and Lodging)	\$ 0.00
TOTAL:	\$ 46,515.78

1 William H. London (*Pro Hac Vice*)
FREED KANNER LONDON & MILLEN LLC
2 2201 Waukegan Road, Suite 130
Bannockburn, Illinois 60015
3 Telephone: (224) 632-4504
Fax: (224) 632-4519
4 wlondon@fklmlaw.com

5 *Counsel for Plaintiffs*

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8
9
10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

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

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

**DECLARATION OF WILLIAM H.
LONDON IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

16
17 **This Document Relates to:**

18 **ALL ACTIONS**
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1 I, William H. London, declare and state as follows:

2 1. I am a Partner of the law firm of Freed Kanner London & Millen ("FKLM"). I submit
3 this 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 stated
6 herein.

7 2. My firm has served as counsel to Direct Purchaser Plaintiffs throughout the course of
8 this litigation. The background and experience of FKLM and its attorneys are summarized in the
9 *curriculum vitae* attached hereto as Exhibit 1.

10 3. FKLM has prosecuted this litigation solely on a contingent-fee basis, and has been at
11 risk that it would not receive any compensation for prosecuting claims against the Defendants.
12 While FKLM devoted its time and resources to this matter, it has foregone other legal work for
13 which it would have been compensated.

14 4. During the pendency of the litigation, FKLM performed the following work:

15 **INVESTIGATION AND RESEARCH**

16 Along with co-lead counsel, investigated the claims of Korean passengers prior to the
17 court's ruling on FTAIA issues.

18 **PLEADINGS AND MOTIONS**

19 Assisted lead counsel with preparation of consolidated amended complaint; prepared brief
20 in opposition to Malaysian Airlines' motion to dismiss; prepared letter brief relating to Malaysian
21 Airlines' failure to comply with class plaintiffs' discovery requests.

22 **DISCOVERY**

23 Drafted discovery requests served on Malaysian Airlines; participated in document review
24 project, including both analysis and coding of documents, as well as quality control of the
25 document review; assisted lead counsel with ESI search protocol; oversaw meet and confer
26 process with Malaysian Airlines regarding deficiencies with respect to its responses to class
27 plaintiffs' discovery requests; deposed several Qantas witnesses.

5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of hours spent by during this period of time was 2,877.1, with a corresponding lodestar of \$1,040,727.00. This summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the benefit of the Class.

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

7. My firm has expended a total of \$18,556.58 in unreimbursed costs and expenses in connection with the prosecution of this litigation. These costs and expenses are broken down in the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

8. FKLK has paid a total of \$125,000.00 in assessments for the joint prosecution of the litigation against the Defendants.

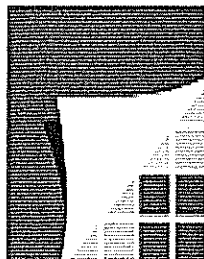
9. I have reviewed the time and expenses reported by my firm in this case which are included in this declaration, and I affirm that they are true and accurate.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 31st day of March, 2015 at Bannockburn, Illinois.

William H. London

WILLIAM H. LONDON

EXHIBIT 1



FREED KANNER LONDON & MILLEN LLC

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FREED KANNER LONDON & MILLEN LLC

Freed Kanner London & Millen LLC ("FKLM") is one of the nation's premier plaintiffs' class action practices. The firm's attorneys are among the pioneers and leaders in the class action field, having played leadership roles in major antitrust, consumer fraud, securities, unlawful business practices and insurance fraud cases for decades.

FKLM was founded on January 1, 2007. The founding partners of FKLM, formerly principals and partners of Much Shelist Freed Denenberg Ament & Rubenstein, P.C., have successfully prosecuted class action cases for over 30 years. Moreover, FKLM attorneys have served in leadership positions (as lead counsel, co-lead counsel, members of steering and executive committees) in some of the largest class action cases in the United States, including the following:

➤ ***In re Brand Name Prescription Drugs Antitrust Litigation*, MDL 997 (N.D. Ill.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing class action. Settlements totaling approximately \$715 million were recovered on behalf of the plaintiff class.

➤ ***In re Clozapine Antitrust Litigation*, MDL No. 874 (N.D. Ill.)**

FKLM acted as co-lead counsel in this antitrust class action against Caremark and Sandoz Pharmaceuticals alleging that the defendants entered into an illegal agreement to distribute a drug known as Clozaril by tying it to the purchase of a blood testing system, by fixing the price of the packaged sale, and by conspiring to monopolize the relevant market. More than \$20 million was recovered for the class.

➤ ***In re Hydrogen Peroxide Antitrust Litigation*, MDL 1682 (E.D. Pa.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing action against hydrogen peroxide producers. The case resulted in settlements of over \$97 million for the class. In approving the Plaintiffs' motion for an award of attorneys' fees and expenses, Judge Stewart Dalzell lauded co-lead counsel:

[t]he "skill and efficiency of the attorneys involved" is of a very high order indeed, and as we noted at the fairness hearing yesterday, we have been impressed that these attorneys have prosecuted this matter vigorously against seasoned opponents without needlessly distracting the Court with discovery disputes.

➤ ***In re High Fructose Corn Syrup Antitrust Litigation*, MDL 1087 (C.D. Ill.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing class action against major



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manufacturers of high fructose corn syrup. The case was settled for \$531 million for the class. At the close of the hearing where counsel fees were approved, Judge Michael M. Mihm stated:

I've said many times during this litigation that you and the attorneys who represent the defendants here are as good as it gets. Very professional. At least in my presence or in my contacts with you, you've always been civil. You've always been cutting to the chase and not wasting my time or each other's time or adding to the cost of the litigation.

➤ ***In re Linerboard Antitrust Litigation*, MDL 1261 (E.D. Pa.)**

FKLM attorneys served as co-lead counsel in this antitrust price-fixing case, which resulted in settlements of over \$200 million for the plaintiff class.

➤ ***In re Vitamins Antitrust Litigation*, MDL 1285 (D.D.C.)**

FKLM attorneys served as co-chairs of discovery in this antitrust price-fixing action, which resulted in over \$1.3 billion in settlements.

➤ ***In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, MDL 1486 (N.D. Cal.)**

FKLM attorneys served as co-chairs of discovery in this nationwide, antitrust price-fixing action, which resulted in settlements of over \$300 million for class members.

➤ ***In re Rubber Chemicals Antitrust Litigation*, MDL 1648 (N.D. Cal.)**

FKLM attorneys served on the executive committee in this nationwide, antitrust price-fixing action, which resulted in settlements of over \$300 million for class members.

➤ ***In re Ethylene Propylene Diene Monomer (EPDM) Antitrust Litigation*, MDL 1542 (D. Conn.)**

FKLM attorneys served as co-chairs of discovery in this nationwide antitrust price-fixing action, which has resulted in settlements of over \$87 million for class members.

➤ ***In re Static Random Access Memory (SRAM) Antitrust Litigation*, MDL 1819 (N.D. Cal.)**

FKLM was a member of the executive committee representing direct purchaser plaintiffs in this antitrust price-fixing case which resulted in settlements exceeding \$76 million.



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➤ ***Schagrin Gas Co. v. BP Products North America, et al.*, No. 1:06-cv-3621 (N.D. Ill.)**

FKLM was appointed co-lead counsel on behalf of direct purchaser plaintiffs in this nationwide class action involving monopolization claims under Section 2 of the Sherman Act. The case resulted in a settlement of over \$50 million.

➤ ***In re Urethane Chemicals Antitrust Litigation*, MDL 1616 (D. Kan.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing action. The case resulted in settlements of \$33 million for the class.

➤ ***In re Flat Glass Antitrust Litigation* (No. II), MDL 1942 (W.D. Pa.)**

FKLM served as co-lead counsel on behalf of direct purchaser plaintiffs of construction flat glass in this nationwide, antitrust price-fixing case. The case resulted in settlements exceeding \$22 million.

➤ ***In re Aftermarket Filters Antitrust Litigation*, MDL 1957 (N.D. Ill.)**

FKLM served as interim co-lead counsel on behalf of direct purchasers of replacement automobile air and oil filters in this nationwide, antitrust price-fixing case. The case resulted in settlements of nearly \$18 million.

➤ ***In re Methyl Methacrylate (MMA) Antitrust Litigation*, MDL 1768 (E.D. Pa.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing action against producers of methyl methacrylate and polymethyl methacrylate. The case resulted in a settlement of over \$15 million for the class.

➤ ***In re Waste Management, Inc. Securities Litigation*, Master File 97-CV-7709 (N.D. Ill.)**

FKLM attorneys were actively involved in litigating the case and served as liaison counsel. A settlement for the plaintiff class of \$220 million was obtained.

➤ ***In re Infant Formula Antitrust Litigation*, MDL 878 (N.D. Fla.)**

FKLM attorneys were appointed co-lead counsel in this antitrust price-fixing class action against the major manufacturers of infant formula. The case settled for over \$125 million.



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➤ ***In re Chubb Drought Insurance Litigation*, MDL 782 (S.D. Ohio)**

FKLM attorneys were co-lead counsel in this class action filed on behalf of farmers who purchased drought insurance that Chubb refused to honor. The settlement exceeded \$110 million and was achieved in less than 9 months. This sum, together with \$8 million recovered at trial against Chubb's general agent, resulted in complete recovery for the affected farmers.

➤ ***In re Ocean Shipping Antitrust Litigation*, MDL 395 (S.D.N.Y.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing class action, which resulted in a \$79 million recovery for thousands of U.S. and European shippers. Distributions were made to claimants in the United States and throughout a number of European countries.

➤ ***In re Isostatic Graphite Antitrust Litigation*, Master File 00-CV-1857 (E.D. Pa.)**

FKLM attorneys were appointed co-lead counsel in this antitrust price-fixing class action. The case resulted in combined settlements of over \$11 million for the class.

➤ ***Blinder Robinson Securities Litigation* (E.D. Pa.)**

FKLM attorneys were members of the Steering Committee in this securities fraud action in which an injunction was obtained preventing a transfer of assets; judgment of \$71 million was later entered.

➤ ***In re Carbon Dioxide Antitrust Litigation*, MDL 940 (M.D. Fla.)**

FKLM attorneys were co-lead counsel in this antitrust price-fixing class action in which the plaintiff class recovered \$53 million and achieved significant therapeutic relief for the class.

➤ ***In re Drill Bits Antitrust Litigation*, CA No. H-91-627 (S.D. Tex.)**

FKLM attorneys were members of the Steering Committee in this antitrust price-fixing class action and were instrumental in achieving a settlement for the class in excess of \$52 million.



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➤ ***In re Industrial Gas Antitrust Litigation*, CA No. 80 C. 3479 (N.D. Ill.)**

FKLM attorneys were members of the executive committee in this antitrust price-fixing class action, which ultimately recovered more than \$50 million dollars for the class. The settlement included assignable purchase certificates, which the court found increased the competitive value of the settlement.

➤ ***In re Morrison Knudson Securities Litigation*, CA No. 94-CV-3345 (D. Idaho)**

FKLM attorneys were co-lead counsel in this securities class action where the plaintiff class received \$43 million and approximately 3 million shares of Morrison Knudson common stock in settlement of their claims.

➤ ***In re M-L Lee Acquisition Fund Securities Litigation* (D. Del.)**

FKLM attorneys served as co-lead counsel in this securities class action case against a syndicate of partnerships and its general partners, involving Merrill Lynch and its affiliates, and a leveraged buy-out specialty firm overseen by Thomas H. Lee. The case resulted in a \$33 million settlement on behalf of the limited partners.

➤ ***In re Public Service Company of New Mexico* (S.D. Cal.)**

FKLM attorneys were lead counsel in this derivative action and obtained \$33 million dollars in a joint settlement with class plaintiffs in a related securities fraud class action. Judge Harry R. McCue, District Court Judge for the Southern District of California stated:

The petitioners in this case are members of respected law firms which specialize in class action litigation. These attorneys brought considerable legal talents together, and were able to achieve the successful completion of this litigation. They are entitled to fair and reasonable compensation.



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➤ ***Piggly Wiggly Antitrust Litigation*** (E.D. Tex.)

FKLM attorneys were co-lead counsel in this statewide (Texas) antitrust price-fixing action, which resulted in total settlements of approximately \$32 million for class members.

➤ ***In re Records and Tapes Antitrust Litigation*** (N.D. Ill.)

FKLM attorneys were members of the executive committee in this antitrust price-fixing class action. The class recovered \$26 million dollars in settlement in cash and assignable purchase certificates.

➤ ***Kaufman v. Motorola, Inc.*** (N.D. Ill.)

FKLM attorneys were actively involved in litigating the case and served as liaison counsel. A settlement of \$25 million was obtained for the plaintiff class.

➤ ***In re Unisys Securities Litigation***, CA No. 99-5333 (E.D. Pa.)

FKLM attorneys were members of the executive committee in this derivative action. Plaintiffs recovered \$20 million for corporation.

➤ ***Koch Gathering Systems, Inc. Oil Spill Litigation*** (Dist. Ct. of Nueces County, Tex.)

FKLM attorneys were co-lead counsel in this case concerning a marine oil spill in which a class consisting of commercial fisherman and shrimpers recovered over \$10 million.

CURRENT CASES

FKLM attorneys are presently involved in the following cases, which are in varying stages of litigation

➤ ***In re Lithium Ion Batteries Antitrust Litigation***, MDL No. 2420 (N.D. Cal.)

FKLM was appointed as a member of the Direct Purchaser Plaintiff Direct Purchaser Plaintiffs' Steering Committee in this case on behalf of direct purchasers of Lithium-Ion Battery products in this nationwide price fixing case.

➤ ***In re Automotive Parts Antitrust Litigation***, MDL 2311 (E.D. Mich.)



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FKLM is acting as interim co-lead counsel on behalf of direct purchasers of automotive parts in six concurrently active nationwide, antitrust price-fixing cases.

➤ ***Kleen Products, Inc. et al. v. International Paper, et al.*, 10-CV-5711 (N.D. Ill.)**

FKLM is acting as interim co-lead counsel on behalf of direct purchasers of containerboard and related products in this nationwide, antitrust price-fixing case.

➤ ***In re Rail Freight Fuel Surcharge Antitrust Litigation*, MDL 1869 (DC)**

FKLM is the co-chair of the Executive Committee in this case on behalf of direct purchasers of rail freight services who paid fuel surcharges in this nationwide, antitrust price-fixing case.

➤ ***Standard Iron Works v. ArcelorMittal et al.*, 08-CV-5214 (N.D. Ill.)**

FKLM was appointed as interim liaison counsel on behalf of direct purchasers of steel in this nationwide supply manipulation and price-fixing case.

➤ ***In re Blood Reagents Antitrust Litigation*, MDL 2081 (E.D. Pa.)**

FKLM is a member of the Executive Committee in this nationwide antitrust class action brought on behalf of direct purchasers of blood reagents.

➤ ***In re NCAA Student-Athlete Name & Likeness Licensing Litigation*, 4:09-CV-1967 (N.D. Cal.)**

FKLM attorneys are overseeing a variety of critical discovery matters in this antitrust case brought on behalf of former collegiate athletes.

➤ ***In re Fresh and Process Potatoes Antitrust Litigation*, MDL 2186 (D. Idaho)**

FKLM attorneys worked closely with lead counsel in drafting the consolidated complaint and successfully opposing a motion to dismiss in this nationwide antitrust class action brought on behalf of direct purchasers of fresh and process potatoes.

➤ ***In re Processed Egg Products Antitrust Litigation*, MDL 2002 (E.D. Pa.)**



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FKLM attorneys worked closely with lead counsel in drafting the original complaint and successfully opposing a motion to dismiss in this nationwide antitrust class action brought on behalf of direct purchasers of eggs and egg products.

➤ ***In re Cathode Ray Tube (CRT) Antitrust Litigation*, MDL 1917 (N.D. Cal.)**

FKLM serves as Chair of Discovery and has worked closely with lead counsel to manage a variety of top level matters, including negotiating ESI issues and taking key depositions in this nationwide price-fixing class action with over \$100 million in partial settlements.

➤ ***In re Optical Disk Drive (ODD) Antitrust Litigation*, MDL 2143 (N.D. Cal.)**

FKLM is one of several firms assisting lead counsel with discovery and briefing in this nationwide price-fixing class action brought on behalf of direct purchasers of optical disk drives.

➤ ***In re Municipal Derivatives Antitrust Litigation*, MDL 1940 (S.D.N.Y.)**

FKLM is overseeing discovery of a key defendant and working closely with lead counsel on a variety of other pre-trial matters in this nationwide class action brought on behalf of purchasers of municipal derivatives.

➤ ***In re American Express Anti-Steering Rules Antitrust Litigation (No. II)*, MDL 2221 (E.D.N.Y.)**

FKLM is overseeing discovery of independent merchant (opt-out) plaintiffs in this nationwide antitrust case.

➤ ***In re Pharmacy Benefit Managers Antitrust Litigation*, MDL No. 1782 (E.D. Pa.)**

FKLM serves as co-lead counsel in these consolidated class actions brought on behalf of retail pharmacies against prescription benefit managers for fixing at artificially low levels the prices paid to pharmacies for pharmaceuticals sold, and reimbursement for services rendered, to the members of plans created by the prescription benefit managers. The complaints allege that the prescription benefit managers illegally aggregate the purchases of their members in order to effectuate the underpayment.

➤ ***In re Air Cargo Shipping Services Antitrust Litigation*, MDL 1775 (E.D.N.Y.)**



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FKLM attorneys were selected as co-chairs of discovery in this antitrust class action involving claims under Section 1 of the Sherman Act. Settlements to date in this case total nearly \$600 million.

➤ ***In re Intel Corp. Microprocessor Antitrust Litigation*, MDL 1717 (D. Del.)**

FKLM attorneys are serving in a lead role in managing discovery from dozens of named plaintiffs in this pending nationwide antitrust action. Among other things, the firm has played a key role in overseeing document production and coordinating, managing and defending over 50 depositions of named plaintiffs.

* * *

Other large class action cases in which FKLM attorneys were involved in a leadership position include *In re Folding Cartons Antitrust Litigation*, *In re Plywood Antitrust Litigation*, *In re Standard Screws Antitrust Litigation*, *In re Cotton Yarn Antitrust Litigation*, *In re Glass Containers Antitrust Litigation*, *In re Aluminum Siding Antitrust Litigation*, *Rusty Jones Warranty Litigation*, *NPA Securities Litigation*, *In re Chlor-alkali and Caustic Soda Antitrust Litigation*, and *In re Potash Antitrust Litigation*.

In addition, FKLM frequently serves as local counsel for a variety of cases, working closely with law firms located outside of Illinois. Recent examples include *North Miami General Employees Retirement Fund et al. v. Parkinson et al.*, Case No. 1:10-cv-06514 (N.D. Ill.) (pending), *Marvin H. Maurras Revocable Trust v. Bronfman Jr. et al.*, Case No. 1:12-cv-03395 (N.D. Ill.) (pending), and *St. Lucie County Fire District Firefighters' Pension Trust Fund v. Motorola, Inc. et al.*, Case No. 1:10-cv-00427 (N.D. Ill.) (settled), all securities fraud actions where FKLM was appointed as liaison counsel.

ATTORNEY PROFILES

Michael J. Freed

After leaving the Department of Justice Antitrust Division, Mr. Freed has engaged in private antitrust class action litigation for 50 years. He has served as co-lead counsel in many prominent antitrust and securities fraud class action cases. Presently, Mr. Freed is serving as co-lead counsel in *In re Containerboard Antitrust Litigation*. Prior antitrust class actions in which Mr. Freed served as co-lead counsel include *In re*



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Aftermarket Filters Antitrust Litigation, In re Brand Name Prescription Drugs Antitrust Litigation, In re High Fructose Corn Syrup Antitrust Litigation, In re Linerboard Antitrust Litigation, In re Carbon Dioxide Antitrust Litigation, In re Infant Formula Antitrust Litigation, and In re Ocean Shipping Antitrust Litigation. More than \$2 billion has been recovered for the plaintiff classes in cases in which Mr. Freed has served as co-lead counsel. Mr. Freed has been named an Illinois Super Lawyer by Chicago Magazine, an Illinois Leading Lawyer by the Leading Lawyer's Network, and one of the top plaintiffs' antitrust lawyers in Illinois by Chambers and Partners. In addition, he was honored in March 2007 by the Chicago Appleseed Fund for Justice for his exceptional pro bono efforts. Mr. Freed was formerly a trial and appellate attorney with the United States Department of Justice, Antitrust Division (Honors Program). He is a graduate of the University of Pennsylvania (B.S., 1959) and University of Chicago Law School (J.D., 1962).

Steven A. Kanner

Mr. Kanner has over 30 years' experience in complex antitrust litigation and previously led the class action practice at Much Shelist Freed. His experience includes investigation, discovery, trial and appeal of antitrust, securities and other complex cases. Mr. Kanner has been designated an Illinois Super Lawyer by *Chicago Magazine* for the past 5 years and is a frequent lecturer both domestically and internationally on antitrust and trade regulation. With respect to antitrust matters, Mr. Kanner has been involved in a leadership capacity in many of the cases described above. Cases in which Mr. Kanner is currently serving as co-lead counsel or interim co-lead counsel include *In re Automotive Parts Antitrust Litigation*, MDL 2311 (E.D. Mich.), (an international price fixing conspiracy of historic proportions which currently includes individual cases for Wire Harnesses, Instrument Panel Clusters, Fuel Senders, Heater Control Panels, Occupant Safety Systems, Ball Bearings, Air Conditioning Systems, Windshield Wiper Systems, Starters, Alternators, Windshield Washer Systems) , *In re Containerboard Antitrust Litigation* 2010-CV-5711 (N.D. IL), *In re Vehicle Carrier Antitrust Litigation*, MDL 2471 N.D. NJ) (Mr. Kanner is also Co-Chair of the Executive Committee in *In re Rail Freight Fuel Surcharge Antitrust Litigation* MDL 1869 (DC). A 1979 graduate of DePaul University Law School, Mr.



FREED KANNER LONDON & MILLEN LLP

Kanner is admitted to the Bars of Illinois, the Northern District of Illinois (member of the trial bar), the United States Court of Appeals (Second, Third, Fourth, Fifth, Seventh and Tenth Circuits) and the United States Supreme Court. He is also a member of the Chicago Bar Association (Committees on Litigation and Antitrust Law), the Illinois State Association (Sections on Antitrust Law and Litigation), the American Bar Association (Sections on Antitrust Law and Litigation), the Illinois Trial Lawyers Association, and the Decalogue Society where he previously served on the Editorial Board of the Society's Law Journal. Prior to entering private practice, Mr. Kanner was employed by the Federal Trade Commission as a consumer affairs specialist.

William H. London

Mr. London has been litigating class action cases for over 25 years. He served as trial counsel for the plaintiff class in *In re High Pressure Laminates Antitrust Litigation*, a case that was tried before a jury in the Southern District of New York. He was actively involved in several cases in which FKLM was serving in a leadership capacity, including *In re Flat Glass Antitrust Litigation (No. II)*, MDL No. 1942 (W.D. Pa.); *In re Static Random Access Memory (SRAM) Antitrust Litigation*, MDL No. 1819 (N.D. Cal.); and *In re Hydrogen Peroxide Antitrust Litigation*, MDL 1682 (E.D. Pa.). Mr. London presently has significant involvement in *In re Automotive Parts Antitrust Litigation*, MDL 2311 (E.D. Mich.) and *In re Optical Disk Drive Products Antitrust Litigation*, No. 3:10-md-2143 (N.D. Cal.).

Mr. London graduated *Magna Cum Laude* from Syracuse University in 1984 and received his law degree in 1987 from IIT Chicago-Kent College of Law. In 1987, he was admitted to the Illinois Bar and the Federal Bar; and in 1988, he was admitted to practice before the United States Court of Appeals for the Seventh Circuit. Mr. London is a member of the American Bar Association and is a past-Chairman of the Chicago Bar Association Class Litigation Committee. He was formerly an Assistant Attorney General for the State of Illinois, during which time he argued cases in the United States Court of Appeals for the Seventh Circuit and the Illinois Supreme Court. Since 1990, Mr. London has concentrated on complex and commercial litigation, with an emphasis on class action litigation involving antitrust claims. Mr. London practiced with Much



FREED KANNER LONDON & MILLEN LLP

Shelist Freed from March 1993 through December 31, 2006.

Douglas A. Millen

Mr. Millen devotes his practice to prosecuting direct purchaser, price-fixing class actions and has played a key role in many of the most successful price-fixing cases in the United States. Most recently in the Northern District of California, Judge Yvonne Gonzalez Rogers appointed Mr. Millen to the Direct Purchaser Plaintiffs' Steering Committee in *In re Lithium Ion Batteries Antitrust Litigation*, MDL No. 2420 (N.D. Cal.). He has extensive experience litigating complex commercial matters, with an emphasis on cases involving antitrust, consumer protection, securities and contract law claims. Mr. Millen also has substantial experience in electronic discovery matters and the leveraging of technology to achieve effective and efficient client advocacy. He formerly chaired the Technology Committee at Much Shelist Freed and has handled many complicated electronic discovery issues. Mr. Millen has played a prominent role in many of the largest antitrust cases in recent history – including *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, MDL 1486 (N.D. Cal.), *In re Vitamins Antitrust Litigation*, MDL 1285 (D.D.C.), and *In re Rubber Chemicals Antitrust Litigation*, MDL 1648 (N.D. Cal.) – and his efforts have assisted in the recovery of billions of dollars for class members. Among other cases, Mr. Millen is presently involved in *In re Cathode Ray Tube (CRT) Antitrust Litigation*, MDL 1917 (N.D. Cal.), *In re American Express Anti-Steering Rules Antitrust Litigation (No. II)*, MDL 2221 (E.D.N.Y.), and *In re Rail Freight Fuel Surcharge Antitrust Litigation*, MDL 1869 (D.D.C.) He has also provided antitrust compliance consultation for large, multi-national companies. Mr. Millen is a graduate of the University of Michigan (B.G.S., 1991) and University of Illinois College of Law (J.D. *magna cum laude*, 1994). In 1994, he was admitted to the New York and Connecticut State Bars; and in 1995 he was admitted to the Illinois State Bar. He is also admitted to practice in the Northern and Southern Districts of Illinois. Mr. Millen is a member of the American Bar Association, Antitrust Section and the Chicago Bar Association. Prior to founding FKLM, Mr. Millen was a partner at Much Shelist Freed, where he practiced with the class action group from November 1995 through December 31, 2006.



FREED KANNER LONDON & MILLEN LLC

Michael E. Moskowitz

Michael E. Moskowitz is a partner at Freed Kanner London & Millen LLC and has been involved in trial and appellate litigation for more than 15 years. Since 2000, he has concentrated on complex commercial litigation, with a primary emphasis on class action litigation involving antitrust, securities fraud, and consumer fraud claims. Mr. Moskowitz previously played a key role in the class action practice of Much Shelist Freed. He is significantly involved in several pending antitrust class actions, *In re Automotive Parts Antitrust Litigation*, MDL 2311 (E.D. Mich.), and *In re Vehicle Carrier Services Antitrust Litigation*, MDL No. 2471. Mr. Moskowitz is also a member of The Sedona Conference's Working Group 1 (Electronic Document Retention and Production) and has spoken at The Sedona Conference's Midyear meeting and has co-written papers published by The Sedona Conference. Mr. Moskowitz is a graduate of Indiana University (B.A., 1993) and New York University School of Law (J.D., 1996).

Robert J. Wozniak

Robert J. Wozniak is a partner at Freed Kanner London & Millen LLC. Since 2001, Mr. Wozniak has been involved in complex commercial litigation, with a primary emphasis on antitrust and consumer class action cases. Prior to engaging in private law practice, Mr. Wozniak worked as a trial attorney for the United States Department of Justice, Antitrust Division (Honors Program). Mr. Wozniak was then employed by Cohen Milstein Hausfeld & Toll, a Washington, D.C. class action firm, before joining Much Shelist Freed in 2004. The complex antitrust class actions in which Mr. Wozniak has had significant involvement include: *Kleen Products, et al. v. International Paper, et al.* (N.D. Ill.); *In re NCAA Student-Athlete Names & Likeness Licensing Litigation* (N.D. Cal.); *In re Municipal Derivatives Antitrust Litigation* (S.D.N.Y.); *In re Flat Glass Antitrust Litigation (II)* (W.D. Pa.); *In re TFT-LCD (Flat Panel) Antitrust Litigation* (N.D. Cal.); *In re Static Random Access Memory (SRAM) Antitrust Litigation* (N.D. Cal.); *In re Hydrogen Peroxide Antitrust Litigation* (E.D. Pa.); *In re Intel Corp. Microprocessor Antitrust Litigation* (D. Del.); *In re Dynamic Random Access Memory (DRAM) Litigation* (N.D. Cal.); *In re Buspirone Antitrust Litigation* (S.D.N.Y.); and *In re Terazosin Hydrochloride Antitrust Litigation* (S.D.



FREED KANNER LONDON & MILLEN LLC

Fla.). Mr. Wozniak is a graduate of the University of Michigan (B.A., 1988), University of Minnesota (M.A., 1994), and Wayne State University Law School (J.D., 2000, *cum laude*, Order of the Coif). He has been admitted to practice law in Illinois, Michigan and the District of Columbia.

Donald L. Sawyer

Donald L. Sawyer is an associate attorney at Freed Kanner London & Millen LLC. He is a graduate of Emory University's Goizueta Business School, from which he received a Bachelor of Business Administration degree, concentrating his studies in Finance. In 2006, Mr. Sawyer graduated from The John Marshall Law School in Chicago, where he received his J.D. degree. While attending law school, Mr. Sawyer was a board member of The Corporate Law Association. He was admitted to the Illinois State Bar and U.S. District Court, Northern District of Illinois, in 2006. Mr. Sawyer has been involved in complex commercial litigation since 2007, with a primary emphasis on antitrust class action cases involving territorial division, price fixing, and other anticompetitive practices. In addition to antitrust cases, Mr. Sawyer is actively involved in shareholder derivative litigation. Additionally, he has significant involvement in complex electronic discovery matters. Mr. Sawyer has had significant involvement in the following cases: *Kleen Products, et al. v. International Paper, et al.* (N.D. Ill.); *In re Lithium Ion Batteries Antitrust Litigation*, MDL No. 2420 (N.D. Cal.); *In re Cathode Ray Tube (CRT) Antitrust Litigation* (N.D. Cal.), *In re Static Random Access Memory (SRAM) Antitrust Litigation* (N.D. Cal.); and *In re Hydrogen Peroxide Antitrust Litigation* (E.D. Pa.).

Heather M. Bessinger

Heather M. Bessinger is an associate attorney at Freed Kanner London & Millen LLC. Ms. Bessinger received her Bachelor of Science degree from DePaul University, where she majored in Finance, and she received a Master in Business Administration degree from the University of Chicago Booth School of Business, concentrating in Finance, Economics, and Statistics. Ms. Bessinger graduated from Loyola University Chicago School of Law in 2009. While in law school, Ms. Bessinger was a judicial extern for the Honorable Blanche M.



FREED KANNER LONDON & MILLEN LLP

Manning of the District Court for the Northern District of Illinois, and she was a Teaching Assistant for both Legal Writing and Contracts. Ms. Bessinger is admitted to the Illinois and Wisconsin State Bars, U.S. District Courts for the Eastern and Western Districts of Wisconsin, and the Seventh Circuit Court of Appeals. After graduating law school, Ms. Bessinger worked for several years as an associate attorney at a large Milwaukee-based law firm, focusing her practice on commercial litigation. Ms. Bessinger concentrates her practice on complex and commercial litigation, with a primary emphasis in antitrust class action litigation involving price fixing and other anticompetitive practices.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

Freed Kanner London & Millen LLC

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Michael J. Freed (P)	.20	\$770	\$154.00
Steven A. Kanner (P)	26.40	\$590	\$15,576.00
Steven A. Kanner (P)	55.40	\$615	\$34,071.00
Steven A. Kanner (P)	5.00	\$625	\$3,125.00
William H. London (P)	4.50	\$545	\$2,452.50
William H. London (P)	61.30	\$605	\$37,086.50
William H. London (P)	31.00	\$615	\$19,065.00
William H. London (P)	.60	\$625	\$375.00
William H. London (P)	7.60	\$635	\$4,826.00
William H. London (P)	17.10	\$645	\$11,029.50
William H. London (P)	100.50	\$660	\$66,330.00
William H. London (P)	3.50	\$680	\$2,380.00
William H. London (P)	1.90	\$690	\$1,311.00
Douglas A. Millen (P)	35.30	\$510	\$18,003.00
Douglas A. Millen (P)	60.10	\$530	\$31,853.00
Douglas A. Millen (P)	3.30	\$540	\$1,782.00
Douglas A. Millen (P)	3.20	\$565	\$1,808.00
Douglas A. Millen (P)	2.60	\$590	\$1,534.00
Douglas A. Millen (P)	2.30	\$615	\$1,414.50
Michael E. Moskovitz (P)	1.20	\$490	\$588.00
Michael E. Moskovitz (P)	37.40	\$500	\$18,700.00
Michael E. Moskovitz (P)	.20	\$515	\$103.00
Michael E. Moskovitz (P)	74.50	\$560	\$41,720.00
Michael E. Moskovitz (P)	11.60	\$570	\$6,612.00
Robert J. Wozniak (P)	50.00	\$455	\$22,750.00
Robert J. Wozniak (P)	5.10	\$515	\$2,626.50
Donald L. Sawyer (A)	9.30	\$310	\$2,883.00
Donald L. Sawyer (A)	1.90	\$325	\$617.50
Donald L. Sawyer (A)	21.50	\$360	\$7,740.00
Donald L. Sawyer (A)	68.60	\$370	\$25,382.00
Michael L. Silverman (A)	67.70	\$375	\$25,387.50
Gary Saposnik (OC)	1234.60	\$300	\$370,380.00
Robert Taylor-Manning (OC)	475.00	\$300	\$142,500.00

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
Deborah Weiss (OC)	392.50	\$300	\$117,750.00
NON-ATTORNEYS			
Marlene S. Khamoo (PL)	.50	\$190	\$95.00
Marlene S. Khamoo (PL)	2.70	\$195	\$526.50
Shari Wiginton (PL)	1.00	\$190	\$190
TOTAL:			\$1,040,727.00

(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

Freed Kanner London & Millen LLC

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$420.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$1,355.58
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$512.19
Photocopies – Outside	\$
Postage	\$307.44
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$864.50
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$8,675.06
Travel (Meals and Lodging)	\$6,421.81
TOTAL:	\$18,556.58

1 Daniel C. Girard (CA Bar No. 114826)
2 Dena C. Sharp (CA Bar No. 245869)
3 Adam E. Polk (CA Bar No. 273000)

GIRARD GIBBS LLP

4 601 California Street, 14th Floor
5 San Francisco, California 94108
6 Telephone: (415) 981-4800
7 Facsimile: (415) 981-4846
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9 Email: chc@girardgibbs.com

10 *Counsel for Plaintiffs*

11
12 **UNITED STATES DISTRICT COURT**
13
14 **NORTHERN DISTRICT OF CALIFORNIA**
15 **SAN FRANCISCO DIVISION**

16 **IN RE TRANSPACIFIC PASSENGER AIR**
17 **TRANSPORTATION ANTITRUST**
18 **LITIGATION**

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

DECLARATION OF DENA C. SHARP IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

19
20 **This Document Relates to:**

21 **ALL ACTIONS**
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1 I, DENA C. SHARP declare and state as follows:

2 1. I am an attorney licensed to practice in the Northern District of California and am a
3 partner at the law firm of Girard Gibbs LLP. I submit this declaration in support of Plaintiffs'
4 application for an award of attorneys' fees in connection with the services rendered in this
5 litigation. I make this declaration based on my own personal knowledge, and if called as a witness,
6 I could and would competently testify to the matters stated herein.

7 2. My firm has served as counsel to Plaintiffs throughout the course of this litigation. The
8 background and experience of Girard Gibbs LLP and its attorneys are summarized in the
9 *curriculum vitae* attached hereto as Exhibit 1.

10 3. Girard Gibbs LLP 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 Girard Gibbs LLP devoted its time and resources to this matter, it has
13 foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Girard Gibbs LLP performed the following work:

15 **INVESTIGATION AND RESEARCH**

- 16 • Investigated Plaintiffs' claims through preparation of client questionnaire, interviews and
17 document review.
- 18 • Researched the passenger air industry, Defendants' backgrounds and business practices.
- 19 • Researched and prepared memoranda regarding Plaintiffs' claims, Defendants' defenses,
20 and various legal issues presented by motions in the case.

21 **PLEADINGS AND MOTIONS**

- 22 • Researched and prepared Plaintiff Mark Foy's initial class action complaint, which was
23 filed on December 7, 2007 in the Northern District of California.
 - 24 • Reviewed and analyzed Defendants' motions to dismiss, and assisted in research and
25 preparation of oppositions to motions to dismiss.
 - 26 • Assisted in the research and preparation of a motion to compel regarding deposition
27 locations for Defendants' Federal Rule of Civil procedure 30(b)(6) designees.
- 28

DISCOVERY

- Conducted the meet and confer effort with Defendant China Airlines, including negotiation of offensive and defensive written discovery and depositions of China Airlines' witnesses; researched and prepared responses to multiple arguments for limiting the scope of Plaintiffs' discovery raised by China Airlines, including negotiations over the scope of documents covered in its privilege log.
- Negotiated protocol for production of documents and electronically stored information with China Airlines, including document preservation, the identity of custodians and appropriate search terms.
- Reviewed Defendants' document production; prepared memoranda regarding relevant documents for circulation to Plaintiffs' counsel.
- Negotiated, prepared, and amended Federal Rule of Civil Procedure 30(b)(6) deposition notice for China Airlines; prepared for and conducted depositions of the multiple designees China Airlines produced in Taiwan; prepared deposition summaries.
- Prepared for and conducted deposition of China Airlines' summary judgment declarant.
- Prepared master "liability memorandum" for China Airlines including key evidence developed in written discovery and through depositions.

EXPERT WORK

- Consulted with expert to prepare for Rule 30(b)(6) deposition of the witness China Airlines designated to testify to interpretation of transactional data .
- Reviewed Defendants' document production and identified documents for expert review.

5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of hours spent by Girard Gibbs LLP during this period of time was **3,685.20** with a corresponding lodestar of **\$1,318,861.25**. This summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2

1 is for work assigned by Co-Lead Counsel, and was performed by professional staff at my law
2 firm for the benefit of the Class.

3 6. The hourly rates for the attorneys and professional support staff in my firm included in
4 Exhibit 2 are the usual and customary hourly rates charged by Girard Gibbs LLP during that time
5 frame.

6 7. My firm has expended a total of \$112,517.96 in unreimbursed costs and expenses in
7 connection with the prosecution of this litigation. These costs and expenses are broken down in
8 the chart attached hereto as Exhibit 3. They were incurred on behalf of Plaintiffs by my firm on a
9 contingent basis, and have not been reimbursed. The expenses incurred in this action are reflected
10 on the books and records of my firm. These books and records are prepared from expense
11 vouchers, check records and other source materials and represent an accurate recordation of the
12 expenses incurred.

13 8. Girard Gibbs LLP has paid a total of \$95,000.00 in assessments for the joint prosecution
14 of the litigation against the Defendants.

15 9. I have reviewed the time and expenses reported by my firm in this case which are
16 included in this declaration, and I affirm that they are true and accurate to the best of my
17 knowledge.

18 I declare under penalty of perjury under the laws of the United States of America that the
19 foregoing is true and correct. Executed on this 2nd day of April, 2015 at San Francisco, CA.

21 _____
/s/ Dena C. Sharp

22 Dena C. Sharp
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EXHIBIT 1



FIRM RESUME

Girard Gibbs LLP specializes in class action and complex business litigation. Founded in 1995, the firm represents clients throughout the United States in securities, antitrust, product liability, employment and consumer protection actions. Girard Gibbs has represented the Kansas Public Employees Retirement System (KPERS) in several securities actions and currently serves as outside counsel to KPERS with respect to all securities litigation. Girard Gibbs has also served as outside counsel to the California Public Employees Retirement System (CalPERS), the California State Teachers' Retirement System (CalSTRS), the State of Wisconsin Investment Board, the Louisiana Teachers' Retirement System, the Louisiana State Employees' Retirement System, the Los Angeles County Employees Retirement Association, Allianz of America, Inc., Fireman's Fund Insurance Company, Jefferson Life Insurance Company, Preferred Life Insurance Company, AGF Asset Management, Cornhill Life Insurance Company and Merchant Investors Insurance Company Ltd.

The firm's partners are experienced in all aspects of class action practice and complex securities and business litigation. Girard Gibbs seeks to apply its experience as plaintiffs' attorneys to manage and resolve civil litigation effectively and efficiently on behalf of all the firm's clients. The firm also provides consulting and preventive counseling services to corporate clients and professionals on a variety of legal issues.

Girard Gibbs was distinguished as a Tier 1 law firm for plaintiffs' mass tort and class-action litigation in the 2014 "Best Law Firms" list, an annual survey published in the U.S. News & World Report's Money Issue. *The National Law Journal* named Girard Gibbs to its elite "Plaintiffs' Hot List" for 2012, a selection of top U.S. plaintiffs' firms recognized for wins in high-profile cases.

PARTNERS

Daniel C. Girard serves as the firm's managing partner and coordinates the prosecution of various securities, antitrust and consumer legal matters handled by the firm.

He has successfully represented investors and consumers in a series of precedent-setting cases. Some of the cases in which Mr. Girard served as lead counsel include Billitteri v. Securities America, Inc., (\$150 million settlement), In re American Express Financial Advisors Securities Litigation, (\$100 million settlement), In re Prison Realty Securities Litigation, (\$104 million settlement), In re i2 Technologies Securities Litigation, (\$88 million settlement), and In re MCI Non-Subscriber Rates Litigation, (\$90 million). He served as a member of the executive committee charged with managing In re Lehman Brothers Holdings Securities and ERISA Litigation, multidistrict proceedings arising out of the collapse of Lehman Brothers Holdings, Inc., the largest bankruptcy in United States history. The Lehman litigation resulted in recoveries of over \$735 million. Mr. Girard served as lead counsel in related litigation on behalf of Lehman noteholders.

He served as a member of the Executive Committee in the Natural Gas Antitrust Cases I, II, III and IV antitrust litigation against numerous natural gas companies for manipulating the market for natural gas in California. The Natural Gas litigation resulted in total settlements of nearly \$160 million. Mr. Girard served as lead counsel in the In re H&R Block Express IRA Litigation, which resulted in a \$19.5 million settlement for low-income consumers. Mr. Girard also represented the California State Teachers Retirement System in litigation in a non-class securities action against Qwest Communications, Inc. and outside auditor Arthur Andersen, resulting in a recovery of \$45 million for CalSTRS.

Mr. Girard currently serves as co-lead counsel in In re Wal-Mart Stores Derivative Litigation, representing CalSTRS in derivative litigation arising out of alleged violations of the Foreign Corrupt Practices Act. He also serves as co-lead counsel in In re Peregrine PFG Best Customer Accounts Litigation, representing customers of a failed futures commission merchant. He is co-lead counsel for indirect purchasers in the Lidoderm Antitrust Litigation, a multi-district proceeding alleging “pay-for-delay” agreements between pharmaceutical manufacturers. He also serves in leadership roles in several privacy and data breach matters, including the Target Corporation Customer Data Security Breach Litigation, the Home Depot Inc., Customer Data Security Breach Litigation and the Sony Pictures Entertainment case. He also serves as lead counsel in class action proceedings in the Territory of Guam and in Superior Court for the state of Alaska.

Mr. Girard was appointed by the late Chief Justice Rehnquist to serve on the United States Judicial Conference Committee on Civil Rules in 2004, and was reappointed by Chief Justice John Roberts to a second three-year term on the Committee in 2007. As a member of the Civil Rules Advisory Committee’s Discovery Subcommittee, he participated in the Committee’s drafting of amendments governing electronic discovery, summary judgment and expert discovery. He is also a member of the American Law Institute, and serves on the Advisory Board of the Institute for the Advancement of the American Legal System, a national, non-partisan organization dedicated to improving the process and culture of the civil justice system.

Mr. Girard is the co-author of *Limiting Evasive Discovery: A Proposal for Three Cost-Saving Amendments to the Federal Rules*, 87 DENV. U. L. REV. 473 (2010) and *Managez efficacement vos litiges d’affaires*, Extrait du magazine, Décideurs N°121, November 2010. Other published articles include: *Stop Judicial Bailouts*, The National Law Journal, December 1, 2008, and *Billions to Answer For*, Legal Times, September 15, 2008. He is a frequent speaker on issues of electronic discovery, class actions and financial fraud, and his speaking engagements include the following presentations: *Recent Developments in U.S. Arbitration Law*, Conference on Business Law in Africa, Abidjan, Côte d’Ivoire, October 2012; *Bringing and Trying a Securities Class Action Case*, American Association for Justice 2012 Annual Convention, July 2012; *Panel on Class Actions*, U.S. Judicial Conference Standing Committee on Rules of Practice and Procedure, Phoenix, January 2012; *Panel on Paths to (Mass) Justice*, Conference on Globalization of Class Actions and Mass Litigation, The Hague, December 2011; *Contentieux et Arbitrage International: les bons réflexes à acquérir (Litigation and International Arbitration: acquiring the right reflexes)*, Paris, France, March 2011; *Panel on Proposals for Rule Amendments and Preservation Obligations*, United States Judicial Conference Advisory Committee on Rules of Practice and Procedure, San Francisco, January 2011; *Panel on Dispositive Motions*, 2010 United States Judicial Conference Advisory Committee on Civil Rules, Litigation Conference, Duke Law

School, May, 2010; *Iqbal/Twombly Fallout: Are General Federal Rules Passé?*, ABA, Section of Litigation Annual Conference, April 22, 2010; *Opportunities for Cooperation between Plaintiffs' Counsel in Global Financial Frauds*, Financial Fraud-Background and Litigation Panel, Global Justice Forum, October 16, 2009; *Les tendances des contentieux Américains issus de la crise financière*, Paris, France, May 12, 2009; *Ethical Issues in E-Discovery*, Electronic Discovery and Records Retention Conference, Thomson Reuters, December 10, 2008; *How the Economic Crisis Is Affecting U.S. Class Actions*, Asset Managers Working Group on U.S. Class Actions, Paris, France, October 14, 2008; *Auction Rate Securities: The Real Story*, NERA's Eleventh Annual Finance, Law and Economics Securities Seminar, July 2008; *Electronic Discovery and the Amended Rules After a Year...What's New? What's Next?*, Emerging Ethics Issues in E-Discovery, West LegalWorks, February 26, 2008; *The Subprime Loan Crisis - Strategies for Pension Fund Counsel*, 2008 NAPPA Investment Roundtable, February 7, 2008; *Class Action Litigation in the United States*, Presentation for Japanese Fact-Finding Mission on Class Actions in the United States, June 13, 2007.

Mr. Girard is a member of the Business Law Section of the American Bar Association and currently serves as the Section's representative on the Task Force on Federal Preemption. He is past Chair of the Business Law Section's Subcommittee on Class Actions, Co-Chair of the Business and Corporate Litigation Committee's Task Force on Litigation Reform and Rule Revision, and Vice-Chair of the Business and Corporate Litigation Committee. He has served as a guest lecturer on class actions and complex litigation at the UC Davis School of Law, UC Berkeley (Boalt Hall), UC Hastings College of the Law, and Stanford Law School.

Best Lawyers selected Mr. Girard for inclusion in *The Best Lawyers in America* (2012-14) for his work in class action and securities litigation, and also named him the 2013 "Lawyer of the Year" in San Francisco for Mass Tort Litigation/Class Actions - Plaintiffs. Mr. Girard has been consistently honored as a Northern California Super Lawyer (2007-2013), and has also earned the distinction of being included in the "Top 100 Super Lawyers" in Northern California. He has been named among the highest class of attorneys for professional ethics and legal skills with an *AV-Preeminent* rating by Martindale Hubbell, and was featured in the 2012 edition of San Francisco's Top AV-Preeminent Rated Lawyers.

He served as a member of the Board of Trustees of St. Matthew's Episcopal Day School in San Mateo, California from 2003-2008, including three years as board chair from 2005-2008. He served as a volunteer conservation easement monitor for the Peninsula Open Space Trust from 1991 to 2010.

Mr. Girard is a 1984 graduate of the School of Law, University of California at Davis, where he served as an editor of the Law Review. He received his undergraduate degree from Cornell University in 1979. Mr. Girard is a member of the California Bar.

Eric H. Gibbs specializes in the prosecution of consumer and employment class actions. Mr. Gibbs has served as court-appointed lead counsel, class counsel and liaison counsel in numerous class actions throughout the United States.

He has successfully prosecuted more than 75 class action matters, including cases involving defective products, telecommunications, credit cards, unfair competition, false

advertising, truth-in-lending, product liability, credit repair, employment misclassification and wage and hour under both state and federal law. Some of the recent cases in which Mr. Gibbs served as court appointed class counsel and achieved favorable results for class members include Smith vs. The Regents of the University of California (negotiated a material change in UCSF's privacy practices on behalf of a certified class of current and former patients of the UCSF medical center for unlawful disclosure of confidential medical information); In Re: Pre-Filled Propane Tank Marketing and Sales Practices Litigation (negotiated cash reimbursements of up to \$75 per class member for the purchase of allegedly under-filled propane tanks- Court approval pending), Browne et al. v. American Honda Motor Co., Inc. (negotiated class settlement providing for cash reimbursements of up to \$150 for rear brake pad replacement expenses in certain Honda and Acura vehicles), Collado v. Toyota Motor Sales, U.S.A., Inc. (negotiated a class settlement providing for a free warranty extension and cash reimbursements for many Prius owners who paid for headlight repairs), In Re Mercedes-Benz Tele Aid Contract Litigation (negotiated a class settlement providing for cash reimbursements of \$650, or new vehicle credits for up to \$1,300), Parkinson v. Hyundai Motor America (achieved nationwide class certification and settlement providing for cash reimbursements for certain flywheel / clutch parts repairs in 2003 Hyundai Tiburons), Refuerzo v. Spansion LLC, (negotiated more than \$8.5 million in cash settlements on behalf of a certified class of former employees in a class action for violations of the WARN Act), In Re General Motors Dex-Cool Cases (negotiated cash reimbursements from \$50 to \$800 per class member vehicle repair), Bacca v. BMW of North America (negotiated reimbursement for sub-frame repair expenses and Nationwide Sub-frame Inspection and Repair Program), and Piercy v. NetZero (achieved nationwide class settlement providing cash reimbursements, and changes in billing and account practices). He conducted a two-week arbitration resulting in a liability and damages award on behalf of a certified class of current and former account representatives of Masco Retail Cabinet Group who alleged they were misclassified under the Fair Labor Standards Act.

Mr. Gibbs was appointed as interim class counsel on the Plaintiffs' Executive Committee in In re Chase Bank U.S.A., N.A. "Check Loan" Contract Litigation, multidistrict litigation alleging that Chase Bank wronged consumers by offering them long-term fixed-rate loans, and then attempting to deny them the benefit of their bargain by more-than-doubling their loan payments. He led recent settlement negotiations in the case, which resulted in a \$100 million settlement with Chase eight weeks prior to trial. He serves as interim class counsel in Milano v. Interstate Battery System of America, Inc., representing purchasers of automobile batteries in a breach of warranty action.

Other significant consumer class actions in which Mr. Gibbs acted in a leadership role include Mitchell v. American Fair Credit Association and Mitchell v. Bankfirst, N.A., which generated one of the largest settlements in the United States under the credit services laws (over \$40 million); Providian Credit Card Cases, which resulted in one of the largest class action recoveries in the United States arising out of consumer credit card litigation (\$105 million); In Re iPod Cases (achieved settlement in California state-court class action alleging material misrepresentations with respect to iPods' battery life, and obtained warranty extensions, battery replacements, cash payments, and store credits for those class members who experienced an iPod battery failure), Roy v. Hyundai Motor America (negotiated nationwide class settlement providing for the repair of allegedly defective passenger-side airbags, reimbursement for transportation related expenses, and an alternative dispute resolution program allowing for trade-ins and buy-backs), Paul v. HCI Direct (achieved nationwide class certification and settlement on behalf of consumers charged for merchandise they allegedly did not knowingly order), Kim v.

BMW of North America (negotiated nationwide class settlement providing for notification program and free vehicle repair related to defective passenger-side airbags), In re LookSmart Litigation, a nationwide class action settlement providing for cash and benefits valued at approximately \$20 million; and Fantauzzo v. Razor, where plaintiffs alleged that defendant marketed and sold electric scooters with defective stopping mechanisms, and the court approved a nationwide class action settlement providing for, among other remedies, a recall of the potentially defective electric scooters.

Mr. Gibbs has lectured on consumer class actions, including as a featured speaker addressing *Strategic Considerations Under CAFA following Supreme Court's Rulings in Shady Grove and Purdue* at the Bridgeport 9th Annual Class Action Litigation Conference; *Current Issues Arising in Attorney Fee Negotiations, Including Best Practices* at the 2010 AAJ Annual Convention; *Dealing With Objectors* at the Consumer Attorneys of California 3rd Annual Class Action Seminar; *What is a Class Action?* at the CAOC Annual Ski Seminar; *After the Class Action Fairness Act* at CAOC's 1st Annual Class Action Seminar; *Class Certification In Consumer Cases* for the Litigation Section of the Barristers Club of the San Francisco Bar Association; and *Successfully Obtaining Attorneys' Fees Under Fee-Shifting Statutes* for the Consumer Rights Section of the Barristers Club of the San Francisco Bar Association. Mr. Gibbs is the co-author of *Consumer Class Actions in the Wake of Daugherty v. American Honda Motor Company*, CAOC's Forum Magazine, January/February 2009.

Mr. Gibbs was recently selected by his peers for inclusion in *The Best Lawyers in America* (2012-2013) for his work in Mass Tort Litigation/Class Actions, and was honored as a Northern California Super Lawyer (2010-2013). He also earned the distinction of being included among the "Top 100 Super Lawyers" in Northern California. With an *AV-Preeminent* rating from Martindale-Hubbell, Mr. Gibbs has been named among the highest class of attorneys for professional ethics and legal skills, and was featured in the 2012 edition of San Francisco's *Top AV-Preeminent Rated Lawyers*.

Mr. Gibbs is the co-chair and editor of the Quarterly Newsletter for the Class Action Litigation Group of the American Association for Justice, and is a member of the Board of Governors of the Consumer Attorneys of California. He is a member of Public Justice, serving on the Class Action Preservation Project Committee. He is also a member of the American Bar Association, the National Association of Consumer Advocates, the Alameda County Bar Association, and the San Francisco Trial Lawyers Association.

Mr. Gibbs is a 1995 graduate of the Seattle University School of Law. He received his undergraduate degree from San Francisco State University in 1991. Before joining Girard Gibbs, he worked for two years as a law clerk for the Consumer Protection Division of the Washington Attorney General's Office. He is a member of the California Bar.

A. J. De Bartolomeo has more than twenty years of experience in complex litigation, including the prosecution and defense of class actions arising under the securities, communications, consumer protection and copyright laws. Her experience extends to the prosecution of pharmaceutical and medical device litigation as well as the collection of class action recoveries and claims administration in bankruptcy proceedings. She has served as court-appointed lead counsel and class counsel in several class actions throughout the United States, and presently serves as a member of the Plaintiffs' Steering Committee in three MDL mass tort actions.

Ms. De Bartolomeo served as Lead Counsel in Telstar v. MCI, Inc. (S.D.N.Y.) (achieved settlement for over \$2.8 million in cash on behalf of class of commercial subscribers alleging FCA violations), Lehman v. Blue Shield (Cal. Super. Ct. San Francisco County) (parties negotiated a settlement for over \$6.5 million in cash on behalf of class of subscribers overpaying insurance premiums), Powers Law Offices v. Cable & Wireless, USA (D. Mass.) (Bankr. D. Del.) (achieved settlement for over \$2.2 million in cash after Chapter 7 filing on behalf of Rule 23(b)(3) certified class of commercial customers alleging FCA violations), and In re Cosmo Store Services, (Bankr. C.D. Cal.) (achieved settlement for \$1 million in cash after Chapter 11 filing on behalf of class of unsecured creditor employees). Ms. De Bartolomeo has also held a leadership position in In re American Express Advisors Securities Litigation (S.D.N.Y.), CALSTRS v. Quest Communications, et al. (Cal. Super. Ct. San Francisco County), Cromwell v. Sprint Communications (D. Kan), and Brennan v. AT&T Corp. (S.D. Ill.). Ms. De Bartolomeo served as second chair in In re MCI Non-Subscriber Rates Litigation (MDL, S.D. Ill.) (\$88 million settlement). From 2005 to 2008, A. J. De Bartolomeo served on the Discovery and Law Committees in the In Re Medtronic, Inc. Implantable Defibrillators Product Liability Litigation, MDL No. 05-1726 (JMR/AJB) (D.Minn.).

Ms. De Bartolomeo is currently court-appointed to the Plaintiffs' Steering Committee in the *Yaz & Yasmin* birth control litigation (MDL 2100) and she also serves as Co-Chair of the Law and Briefing Committee. She is also court-appointed to the Steering Committee in the *Pradaxa* blood thinner personal injury and product liability lawsuits (MDL 2385), coordinated in federal court in East St. Louis, as well as *Actos* diabetes drug personal injury and product liability lawsuits (MDL 2299), coordinated in the Western District of Louisiana.

Ms. De Bartolomeo has been named among the highest class of attorneys for professional ethics and legal skills with an AV-Preeminent rating by *Martindale Hubbel*, and was honored as a *Northern California Super Lawyer* (2013). She is a member of the American Bar Association Sections on Litigation, Business Law and Communications, the American Bankruptcy Institute, Consumer Attorneys of California and the American Association for Justice. In July 2012, she was elected as an officer of the Women's Trial Lawyer Caucus of the American Association of Justice, and she currently serves as Second Vice-Chair. She also is also a former member of the National Association of Public Pension Attorneys, where she was an active participant in the Task Force on Securities Litigation and Damage Calculation, as well as a member of the Council of Institutional Investors.

Ms. De Bartolomeo has been invited to speak on consumer and securities class actions, mass tort actions, as well as the settlement approval process before plaintiff and defense law firms, institutional investors and government committees; most recently, for Bridgeport Continuing Education, the Women's Leadership Summit at the AAJ Annual Convention and the Fact-finding Mission to Class Actions in the United States, sponsored by the Japan Federation of Bar Associations and Kyoto Bar Association. She is the author of "*Facilitating the Class Action Approval Process*," AAJ's Women Trial Lawyers Caucus Newsletter, summer 2010.

Ms. De Bartolomeo is a 1988 graduate of the University of California, Hastings College of the Law. She received her undergraduate degree from Fairfield University in 1982, and a General Course degree in Economics from the University of London, London School of Economics and Political Science (1981). Before joining Girard Gibbs, Ms. De Bartolomeo was

an associate with Robins Kaplan Miller & Ciresi and a Staff Attorney with the Securities and Exchange Commission (Enforcement Division). She is admitted to the California Bar. She also is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the First and Ninth Circuits, and the United States District Courts for the District of Michigan, the Southern District of Texas, the Eastern District of Wisconsin, and the Northern, Eastern, Central and Southern Districts of California.

Amanda M. Steiner has more than fifteen years of experience in class action and complex civil litigation. She represents plaintiffs in high-profile and complex securities, antitrust and consumer class actions in federal and state courts throughout the United States. She has been instrumental in achieving recoveries on behalf of class members in Billitteri v. Securities America, Inc., (\$150 million settlement on behalf Provident Royalties and Medical Capital investors) and In re Lehman Brothers Equity/Debt Securities Litigation (\$120 million settlement on behalf of retail investors in Lehman structured products sold by UBS Financial Services, Inc.). She specializes in legal writing at the trial court and appellate levels, and has served as the lead brief writer for many of the firm's successful securities and consumer cases, including Billitteri, Lehman, In re SLM Corporation Securities Litigation, Smith v. The Regents of the University of California, and In re H&R Block Express IRA Litigation.

Ms. Steiner was selected for inclusion in Northern California Super Lawyers in 2012 and 2013, and was named to the Top 50 Women Lawyers of Northern California in 2013. She is a member of the Legal Writing Institute and the American Bar Association's Appellate Practice Committee, and is a Fellow of the American Bar Foundation.

Before joining Girard Gibbs, Ms. Steiner handled a variety of class action and complex litigation matters, including cases involving defective products, employment disputes, real estate development, construction and environmental issues, commercial and residential real estate contracts, and lender-related disputes. She served as an extern for U.S. District Court Judge Marilyn Hall Patel, and worked as a law clerk for the Criminal Division of the U.S. Attorney's Office, the Alameda County District Attorney, and the Hopi Appellate Court Clinic and Tribal Law Project.

Ms. Steiner is a 1997 graduate of the University of California, Berkeley, School of Law (Boalt Hall), where she served as an Associate Editor for the Berkeley Journal of Employment and Labor Law and Articles Editor for the Berkeley Women's Law Journal. She received her undergraduate degree, cum laude, from Carleton College in 1991. She is admitted to practice in California, New York and Washington.

Dylan Hughes specializes in the prosecution of consumer and employment class actions. He represents consumers in cases involving defective products, telecommunications, credit cards, product liability, credit repair, employment misclassification and wage and hour under state and federal laws. Mr. Hughes has extensive experience prosecuting complex automobile-defect cases and helped achieve recoveries on behalf of class members in the In Re General Motors Dex-Cool Cases (settlement of \$50 to \$800 cash reimbursements per class member vehicle repair) and In Re General Motors Cases, a certified California state court class action against General Motors alleging violations of California's "Secret Warranty" law, California Civil Code § 1794.90 *et seq.* Mr. Hughes was also involved in the Parkinson v. Hyundai Motor America lawsuit, a class action against Hyundai for engaging in unfair and deceptive practices

by selling vehicles with defective flywheel systems, which resulted in a favorable settlement on behalf of the class.

Mr. Hughes was selected for inclusion in Northern California Super Lawyers in 2012 and 2013. He is a 2000 graduate of the University of California, Hastings College of Law. He received his undergraduate degree from the University of California at Berkeley in 1995. Mr. Hughes was a spring 2000 extern for the Honorable Charles A. Legge of the United States District Court, Northern District of California.

Before joining Girard Gibbs, Mr. Hughes was a law clerk for the Honorable Paul A. Mapes, Administrative Law Judge of the Office of Administrative Law Judges, United States Department of Labor. Mr. Hughes is a member of the American Bar Association, Consumer Attorneys of California, the Class Action Litigation Group of the American Association for Justice and the Consumer Rights Section of the Barristers Club. He is admitted to the California Bar and is admitted to practice before the United States Court of Appeals for the Ninth Circuit as well as the United States District Courts for the Northern and Central Districts of California.

Geoffrey Munroe represents plaintiffs in high-profile class action and mass tort cases in both federal and state courts throughout the United States. He was selected as a Rising Star by Northern California Super Lawyers (2010-2013), recognizing him as one of the best young attorneys practicing in Northern California. He is the co-author of "*Consumer Class Actions in the Wake of Daugherty v. American Honda Motor Company*," CAOC's Forum Magazine, January/February 2009, and a frequent contributor to the Class Action Litigation Group Newsletter of the American Association for Justice.

Mr. Munroe is a 2003 graduate of the University of California at Berkeley School of Law (Boalt Hall), where he was the recipient of the American Jurisprudence Award in Torts, Business Law & Policy and Computer Law. He received his undergraduate degree in chemistry from the University of California at Berkeley in 2000. Mr. Munroe is a member of the Public Justice Class Action Preservation Project Committee, the Class Action Litigation Group of the American Association for Justice and the Consumer Attorneys of California. He is a member of the California Bar and is admitted to practice before the United States Court of Appeals for the Ninth Circuit, as well as the United States District Courts for the Northern, Central and Southern Districts of California.

Dena Sharp has dedicated her practice to representing plaintiffs in complex litigation throughout the United States. She specializes in the day-to-day case management of multifaceted, high-profile cases, and has developed expertise directing complex electronic discovery projects in lawsuits including In re Lehman Brothers Holdings Securities and ERISA Litigation, In re SLM Corporation Securities Litigation, Billitteri v. Securities America, Inc., In re Oppenheimer Rochester Funds Group Securities Litigation, and In re Nexium Antitrust Litigation.

Ms. Sharp is an active member of The Sedona Conference Working Group on Electronic Document Retention and Production, the leading think tank on e-discovery. She has contributed to the federal rule-making process by assisting in drafting proposed revisions to the Federal Rules of Civil Procedure, which have been presented to the United States Judicial Conference Advisory Committee on Civil Rules. Ms. Sharp is also a member of the American Bar Association, where she has served as Vice-Chair of the Young Lawyers Division Litigation

Committee, and the Federal Bar Association.

Ms. Sharp has been selected every year since 2009 as a Rising Star by Northern California Super Lawyers, recognizing her as one of the best young attorneys practicing in Northern California. She speaks frequently on discovery issues around the country and has served on the faculty of The Sedona Conference Institute, a continuing legal education program featuring federal and state court judges, seasoned litigators, and in-house counsel. She is the co-author of "*Four Views of Consumer Fraud*," CAOC's Forum Magazine, May/June 2012, among other articles.

Ms. Sharp is a 2006 graduate, *cum laude*, of the University of California, Hastings College of Law, where she was a member of the Thurston Society and was the recipient of the Best Oral Advocate Award. She was also the recipient of the Witkin award in her Legal Writing and Criminal Law courses. She received her undergraduate degree in history, *magna cum laude*, from Brown University in 1997. Ms. Sharp was a summer 2005 extern for the Honorable Phyllis J. Hamilton of the United States District Court, Northern District of California. Ms. Sharp also served as a spring 2005 extern for the Honorable John E. Munter, San Francisco Superior Court. She is fluent in Spanish and German, and is admitted to the California Bar. She is also admitted to practice before the United States District Courts for the Northern, Central, Eastern and Southern Districts of California and the District of Colorado.

David Stein is a 2007 graduate of the Emory University School of Law, where he was the Executive Notes & Comments Editor for the *Emory Bankruptcy Developments Journal* and authored *Wrong Problem, Wrong Solution: How Congress Failed the American Consumer*, 23 Emory Bankr. Dev. J. 619 (2007). He received his undergraduate degree in philosophy from the University of California at Santa Barbara in 2003. Before joining Girard Gibbs, Mr. Stein served as a judicial law clerk to the Honorable Keith Starrett, United States District Court for the Southern District of Mississippi and to Magistrate Judge Karen L. Hayes, United States District Court for the Western District of Louisiana. He was selected as a Rising Star by Northern California Super Lawyers (2013), recognizing him as one of the best young attorneys practicing in Northern California. Mr. Stein is admitted to the California Bar.

ASSOCIATES

Scott Grzenczyk is a 2011 graduate of the University of California, Davis, School of Law, where he was the Chair of the Moot Court Board and the Executive Editor of the *UC Davis Journal of International Law and Policy*. He was the recipient of the Witkin Award for Legal Research and Writing, Best Brief and Best Advocate awards in his moot court class, and numerous awards at national moot court competitions. He was also a member of the Law School's national mock trial team and the law school faculty named him as a member of the Order of the Barristers. Mr. Grzenczyk received his undergraduate degree in political science and certificate in political theory from Princeton University in 2006. He was selected as a Rising Star by Northern California Super Lawyers (2013), recognizing him as one of the best young attorneys practicing in Northern California. Mr. Grzenczyk is admitted to the California Bar.

Elizabeth Kramer is a 2013 graduate of the University of San Francisco School of Law. As a member of the Investor Justice Clinic, Ms. Kramer represented individuals before FINRA and in settlement negotiations to resolve alleged wrongdoing by securities firms. She was also on the board of the Women's Law Association as chair of community outreach. Ms. Kramer

graduated with honors from the University of California at Santa Cruz with a degree in Psychology.

Phyra McCandless is a graduate of the University of San Francisco School of Law, where she was a member of Law Review and was selected to deliver her class commencement speech. As part of Law Review, she wrote and published “*The Fallacy of Mandating Contraceptive Equity: Why Laws That Protect Women with Health Insurance Deepen Institutional Discrimination*,” 42 U.S.F. L. Rev. 1115 (2008). She received her undergraduate degree in psychology from Harvard College and earned a Master of Public Health from the Johns Hopkins Bloomberg School of Public Health.

Prior to joining Girard Gibbs, Ms. McCandless represented plaintiffs in asbestos and tobacco litigation at Brayton Purcell LLP. Previously, she was a postdoctoral fellow with the Center for Tobacco Control Research and Education at the University of California, San Francisco where she researched and co-authored “*Quid Pro Quo: Tobacco Companies and the Black Press*” in the *American Journal of Public Health*, as well as co-authored commissioned white papers on menthol for the Food and Drug Administration. Ms. McCandless has also served as an Equal Justice Works AmeriCorps Legal Fellow, coordinating the local law student pro bono project at the Public Interest Clearinghouse (now OneJustice). She is a member of the American Public Health Association, the Consumer Attorneys of California, the San Francisco Bar Association, and holds leadership positions in the American Bar Association Tort Trial and Insurance Practice Section. Ms. McCandless is admitted to the California Bar and to practice before the United States Court of Appeals for the Ninth Circuit and the United States District Court for the Northern District of California.

Adam Polk is a 2010 graduate of the University of California, Hastings College of the Law. While at Hastings, Mr. Polk externed for Judges Sandra Brown Armstrong and Claudia Wilken of the Northern District of California. Mr. Polk was also active in moot court, chairing the team and winning multiple awards for both oral and written advocacy. He received his undergraduate degree in English and Philosophy from UCLA.

Prior to joining Girard Gibbs, Mr. Polk spent three years at the McNamara law firm, one of the largest firms in the East Bay, where he defended and prosecuted a wide variety of civil litigation matters ranging from catastrophic injury and wrongful death to commercial liability. Mr. Polk has extensive deposition, law and motion, ADR and trial experience. In 2013, Mr. Polk was selected by his peers as a Rising Star by Northern California Super Lawyers. He is admitted to the California Bar.

Ashley Tveit is a 2010 graduate of the University of San Francisco School of Law, where she was a member of the Investor Justice Clinic and served as a summer law clerk to the California Attorney General’s Civil Antitrust division. She earned a graduate degree in international relations from Humboldt University in Berlin, Germany, and an undergraduate degree in Political Science and History from the University of California, Santa Barbara. She has previously worked for Senator Dianne Feinstein and provides pro bono services through the San Francisco Volunteer Legal Services Program. Ms. Tveit is admitted to the California bar.

Linh Vuong is a 2012 graduate of the University of San Francisco, School of Law, where she served as Executive Editor of the *USF Law Review* and a member of the Internet and

Intellectual Property Justice Clinic. She was the recipient of the CALI Award for Excellence in her Legal Ethics course, Best Oral Argument award in her moot court class, and the Intellectual Property & Technology Law Certificate with honors. Ms. Vuong was also a spring 2012 extern and post-bar volunteer law clerk for the Honorable Sandra Brown Armstrong of the United States District Court, Northern District of California in Oakland. She received her undergraduate degree in Psychology and Asian American Studies from UCLA in 2006 and was on the Winter 2004 and Winter 2006 Dean's Honor List. Ms. Vuong is admitted to the California Bar.

Amy Zeman is a 2010 graduate, *magna cum laude*, of the University of California, Hastings College of Law, where she was a member of the Thurston Society and served on the *Hastings Law Journal*. She received her undergraduate degrees in German and Art History and Archaeology, *summa cum laude*, from the University of Missouri in 1998. Ms. Zeman was a spring 2010 extern for the Honorable Marilyn Hall Patel of the United States District Court, Northern District of California. She was selected as a Rising Star by Northern California Super Lawyers (2013), recognizing him as one of the best young attorneys practicing in Northern California. Ms. Zeman is admitted to the California Bar.

OF COUNSEL

Michael S. Danko is a renowned trial lawyer with more than 25 years of legal experience. He represents individuals who have suffered catastrophic personal injuries, as well as families of wrongful death victims in cases involving product defects, defective medications and medical devices, airplane and helicopter accidents, and dangerous structures. He has tried cases in state and federal courts throughout the country, and has won numerous eight-figure verdicts on behalf of his clients.

Mr. Danko represents dozens of victims of a Pacific Gas & Electric gas explosion and serves on the Plaintiffs' Steering Committee in a California state coordinated proceeding San Bruno Fire Cases, JCCP No. 4648. He also serves on the Science Committee for Plaintiffs in In Re Yasmin and Yaz (Drospirenone) Marketing, Sales Practices and Products Liability Litigation, MDL No. 2100.

In 2009, he won a \$15 million jury verdict for a client injured by a defective aircraft part, which earned him a nomination for 2009 California Trial Lawyer of the Year by the Consumer Attorneys of California.

Mr. Danko's trial advocacy has helped bring about significant reforms and changes to corporate policies. As lead counsel in In Re Deep Vein Thrombosis Litigation, MDL No. 04-1606 (N.D. Cal.), he represented more than one hundred air travelers who suffered strokes, pulmonary emboli, or heart attacks as a result of airline-induced blood clots. He developed theories of liability and proof regarding the cause of his clients' injuries that led to virtually every major air carrier warning air travelers about the risks of deep vein thrombosis and measures to mitigate those risks. Mr. Danko also represented parents of children who were injured or killed by a popular candy made by a foreign manufacturer. His work in proving that the candy's unusual ingredients and consistency made it a choking hazard resulted in the candy being removed from Costco and Albertson's stores nationwide, and helped lead the FDA to ban the candy from further import into the United States.

He has been named a Northern California Super Lawyer each year since the award's inception in 2004. He is a *Lawdragon 500* finalist. In 2010, he was named one of the Best Lawyers in America. He is a member of the American Association for Justice, the Lawyer Pilots Bar Association and the Consumer Attorneys of California, where he serves on the board of governors. Mr. Danko received his AB degree from Dartmouth College, *magna cum laude*, in 1980, and earned his JD from the University of Virginia School of Law in 1983.

Kristine Keala Meredith is a trial attorney specializing in product liability litigation. She served as co-lead counsel with Mr. Danko representing more than one hundred air travelers who suffered strokes, pulmonary emboli, or heart attacks as a result of airline-induced blood clots in In Re Deep Vein Thrombosis Litigation, MDL No. 1606.

Ms. Meredith served on the Law and Motion committee in In Re Yasmin and Yaz (Drospirenone) Marketing, Sales Practices and Products Liability Litigation, MDL No. 2100, where she assisted in the successful opposition to 15 *Daubert* motions in fewer than three weeks.

Before devoting her practice to representing plaintiffs, Ms. Meredith worked on the national defense counsel teams for medical device manufacturers in multi-district litigation including In re Silicone Gel Breast Implants Product Liability Litigation, MDL No. 926, and In re Orthopedic Bone Screw Product Liability Litigation, MDL No. 1014. She also represented doctors and hospitals in defense of medical malpractice actions, where she worked with some of the world's leading medical experts.

In 2010, Ms. Meredith was named a Northern California Super Lawyer. She is currently an officer of the American Association for Justice and the San Mateo County Trial Lawyers Association. She is also a member of the San Francisco Trial Lawyers Association and the Consumer Attorneys of California. She is a former chair of the Minority Issues Committee of the San Francisco Bar Association Barrister Club.

She obtained her B.S. with honors from the University of California at Davis and was awarded a scholarship to attend Brigham Young University's J. Reuben Clark Law School. While in law school, she was awarded the Distinguished Student Service Award and spent a semester at Howard University Law School in Washington, D.C., as a member of the faculty/student diversity exchange.

SIGNIFICANT RECOVERIES

Some of the cases in which the firm has had a leadership role are described below:

In re Lehman Brothers Equity/Debt Securities Litigation, Case No. 08-Civ-5523 (S.D.N.Y. 2008). Daniel Girard served on the plaintiffs' executive committee charged with managing multidistrict proceedings arising out of the collapse of Lehman Brothers Holdings, Inc., the largest bankruptcy in United States history. Girard Gibbs was appointed class counsel for a certified class of retail investors in Lehman-issued structured products sold by UBS Financial Services, Inc. The plaintiffs alleged that UBS violated federal securities laws by selling the structured products pursuant to offering documents that misrepresented Lehman's financial condition and failed to disclose that the "principal protection" feature of many of the notes depended upon Lehman's solvency. Girard Gibbs negotiated a \$120 million settlement to resolve the claims.

In re Chase Bank USA, N.A. "Check Loan" Contract Litigation, Case No. 09-2032 (N.D. Calif., 2009). Girard Gibbs served on the plaintiffs' executive committee in this nationwide class action lawsuit brought against Chase Bank USA, N.A. after the credit card issuer more than doubled minimum monthly payments and imposed an "Account Service Charge" on customers who had accepted its fixed-rate balance transfer offers. On November 19, 2012, U.S. District Judge Maxine M. Chesney granted final approval of a \$100 million settlement with JPMorgan Chase & Co. on behalf of Chase cardholders.

In re SLM Corp. Securities Litigation, Case No. 08-Civ-1029 (WHP). Girard Gibbs served as lead counsel representing investors of SLM Corporation ("Sallie Mae") in litigation alleging that Sallie Mae, the leading provider of student loans in the U.S., misled the public about its financial performance in order to inflate the company's stock price. After achieving nationwide class certification, Girard Gibbs negotiated a settlement that established a \$35 million fund to resolve investors' claims.

Wixon v. Wyndham Resort Development Corp., Case No. C-07-02361 JSW (BZ) (N.D. Cal. 2007). Girard Gibbs served as class and derivative counsel in this litigation brought against a timeshare developer and the directors of a timeshare corporation for violations of California state law. Plaintiffs alleged that the defendants violated their fiduciary duties as directors by taking actions for the financial benefit of the timeshare developer to the detriment of the owners of timeshare interests. On September 14, 2010, Judge White granted approval of a settlement of the plaintiffs' derivative claims.

Berrien, et al. v. New Raintree Resorts, LLC, et al., Case No. CV-10-03125 CW (N.D. Cal.). Girard Gibbs filed this class action on behalf of timeshare owners, challenging the imposition of unauthorized Special Assessment fees. On November 15, 2011, the Parties reached a proposed settlement of the claims asserted by the Plaintiffs on behalf of all class members who were charged the Special Assessment. On March 13, 2012, the Court issued its Final Class Action Settlement Approval Order and Judgment, approving the proposed settlement.

Benedict, et al. v. Diamond Resorts Corporation, et al., Case No. CV 12-00183 DAE BMK (D. Hawaii). Girard Gibbs filed this class action on behalf of timeshare owners, challenging the imposition of an unauthorized Special Assessment fee. On November 6, 2012, the Parties reached a proposed settlement of the claims asserted by the Plaintiffs on behalf of all class members who were charged the Special Assessment. On June 6, 2013, the Court issued its Final Class Action Settlement Approval Order and Judgment, approving the proposed settlement.

Browne v. Am. Honda Motor Co., Inc., Case No. CV 09-06750 (C.D. Cal.). Girard Gibbs and co-counsel served as class counsel in this class action, representing r, plaintiffs who alleged that about 750,000 Honda Accord and Acura TSX vehicles were sold with a defective braking system, causing the rear brake pads to wear out prematurely. Girard Gibbs negotiated a settlement in which improved brake pads were made available and class members who had them installed could be reimbursed in full, up to \$150. The settlement also provided reimbursements to those who replaced their brake pads before the new pads became available. The settlement received final court approval in July 2010.

Sugarman v. Ducati North America, Inc. Case No. 5:10-cv-05246-JF (N.D. Cal.). Girard Gibbs served as class counsel on behalf of a nationwide class of Ducati motorcycle

owners. Plaintiffs alleged that the plastic fuel tanks on certain Ducati motorcycles were defective because they degraded and deformed due to an incompatibility with the motorcycles' fuel. On January 12, 2012, the Court fully approved a settlement that provided an extended warranty and repairs for fuel tank expansion issues, and improved parts on behalf of a class of 39,000 owners of 2003-2011 Ducati motorcycles with plastic fuel tanks.

Collado v. Toyota Motor Sales, U.S.A., Inc., Case No. 2:10-cv-3113-R (C.D. Cal.). Girard Gibbs served as lead counsel in this product liability class action alleging a material defect in the HID Headlight System in certain Prius models. The class settlement provided for a free warranty extension and cash reimbursements for many class members who paid for headlight repairs.

Parkinson v. Hyundai Motor America, Case No. CV 8:06-0345 (C.D. Cal.). Girard Gibbs served as class counsel in this class action featuring allegations that the flywheel and clutch system in certain 2003 Hyundai Tiburons were defective. The complaint alleged that though Hyundai knew of the defect, it sold the vehicles without telling its customers about the problem and did not cover the repairs under warranty. After achieving nationwide class certification, Girard Gibbs negotiated a settlement that provided for reimbursements to class members for their repairs, depending on their vehicle's mileage at time of repair, from 50% to 100% reimbursement. The settlement also provided full reimbursement for rental vehicle expenses for class members who rented a vehicle while flywheel or clutch repairs were being performed.

In re Sony BMG CD Technologies Litigation, Case No. 1:05-cv-09575-NRB (S.D.N.Y.). Girard Gibbs served as co-lead counsel in this class action for violation of the Computer Fraud and Abuse Act, 18 U.S.C. § 1030, *et seq.* on behalf of millions of consumers who purchased SONY BMG music compact discs encoded with digital rights management ("DRM") software which limited CD functionality and acted as spyware on the users' computers. Judge Naomi Reice Buchwald granted approval to a settlement that provided for a nationwide recall of certain CDs, the dissemination of software utilities to remove the offending DRM, cash and other compensation for consumers, and injunctive relief governing SONY BMG's use of DRM.

In re iPod Cases, JCCP No. 4355 (Cal. Super. Ct. San Mateo County). Girard Gibbs, as court appointed co-lead counsel, negotiated a settlement conservatively valued at approximately \$15 million, which provided warranty extensions, battery replacements, cash payments, and store credits for those class members who experienced a battery failure. In granting final approval of the settlement, the Hon. Beth L. Freeman said that the class was represented by "extremely well qualified" counsel who negotiated a "significant and substantial benefit" for the class members.

In re PayPal Litigation, Case No. C-02-1227-JF (PVT) (N.D. Cal., S.J. Div. 2002). Girard Gibbs served as co-lead counsel in this nationwide class action brought against PayPal alleging violations of the Electronic Funds Transfer Act ("EFTA") and California consumer protection statutes. The plaintiffs alleged that PayPal did not comply with the EFTA when restricting access to consumers' PayPal accounts, initiating certain electronic funds transfers, or initiating its error resolution processes. On September 24, 2004, Judge Fogel granted final approval to a settlement valued at \$14.35 million in cash and returned funds, plus injunctive relief to ensure compliance with the EFTA.

In re America Online, Inc. Version 5.0 Software Litigation, MDL Docket No. 1341 (S.D. Fla.). Girard Gibbs served as co-lead counsel in this MDL proceeding, which centralized 45 class actions. The action involved alleged violations of the Computer Fraud and Abuse Act, 18 U.S.C. §§ 1030 *et seq.*, federal antitrust laws and state consumer protection statutes based on AOL's distribution of its Version 5.0 software upgrade. The Honorable Alan S. Gold granted final approval to a \$15.5 million cash settlement on August 1, 2002.

In Re General Motors Dex-Cool Cases. Case No. HG03093843 (Cal. Super Ct. Alameda County). In these class action lawsuits filed throughout the country, plaintiffs alleged that General Motors' Dex-Cool engine coolant caused damage to certain vehicles' engines, and that in certain other vehicles, Dex-Cool formed a rusty sludge, which caused the vehicles' cooling systems to overheat. After successfully certifying consumer classes in both Missouri and California, General Motors agreed to pay cash reimbursements to class members ranging from \$50 to \$800 per vehicle. On October 27, 2008 the California court granted final approval to the cash settlement.

In re Providian Credit Card Cases, J.C.C.P. No. 4085 (Cal. Super. Ct. San Francisco County). Girard Gibbs served as court-appointed co-lead counsel in this nationwide class action suit brought on behalf of Providian credit card holders. The lawsuit alleged that Providian engaged in unlawful, unfair and fraudulent business practices by charging its customers unauthorized fees and charges. The Honorable Stuart Pollack approved a \$105 million settlement, plus injunctive relief, which is one of the largest class action recoveries in the United States arising out of consumer credit card litigation.

In re Hyundai and Kia Horsepower Litigation, Case No. 02CC00287 (Cal. Super. Ct. Orange County). Girard Gibbs served as lead counsel in this coordinated nationwide class action against Hyundai for selling more than 1 million vehicles with overstated horsepower ratings over a ten year period. The case was aggressively litigated on both sides over several years. In all, over 850,000 Hyundai owners received notice of the settlement, resulting in over 165,000 claims for up to \$225 in cash and \$325 in services, and a total payout of approximately \$30 million.

In re America Online Spin-Off Accounts Litigation, MDL No. 04-1581-RSWL (C.D. Cal.). Girard Gibbs served as court-appointed co-lead counsel in this nationwide class action suit brought on behalf of America Online subscribers who were billed for a second account without their knowledge, authorization or consent. The litigation settled for \$25 million and certain changes in AOL's billing and account practices.

Lehman v. Blue Shield of California, Case No. CGC-03-419349 (Cal. Super. Ct. San Francisco County). In this class action lawsuit alleging that Blue Shield engaged in unlawful, unfair and fraudulent business practices when it modified the risk tier structure of its individual and family health care plans, a \$6.5 million settlement was negotiated on behalf of former and current Blue Shield subscribers residing in California. The Honorable James L. Warren granted final approval of the settlement in March 2006.

Roy v. Hyundai Motor America, Case No. SACV 05-483-AHS (C.D. Cal.). Girard Gibbs served as court appointed co-lead counsel in this nationwide class action suit brought on behalf of Hyundai Elantra owners and lessees, based on allegations that the passenger air bag system installed on the Elantras was defective. A settlement was negotiated whereby Hyundai agreed to repair the air bag systems, provide reimbursement for transportation related expenses

and an alternative dispute resolution program allowing for trade-ins and buy-backs. In approving the settlement negotiated by Girard Gibbs, the Honorable Alicemarie H. Stotler presiding, described the settlement as “pragmatic” and a “win-win” for all involved.

Telestar v. MCI, Inc., Case No. C-05-Civ-10672-JGK (S.D.N.Y). This class action was brought on behalf of MCI commercial subscribers who were charged both interstate and intrastate fees for the same frame relay on prorate line service during the same billing period. On April 17, 2008, the Honorable John G. Koeltl granted final approval of a settlement for over \$2.8 million in cash.

Powers Law Offices, P.C. v. Cable & Wireless USA, Inc., Case No. 99 CV 12007 (EFH) (D. Mass 1999). Class action brought on behalf of all Cable & Wireless subscribers who were overcharged for recurring and incorrect fees on lines that were not presubscribed to C&W at the time. Girard Gibbs prosecuted the case from 1999 through 2005, and on October 27, 2005, Judge Harrington granted final approval of the \$8 million settlement and the Bankruptcy Judge approved the 30% distribution from the unsecured creditors’ fund of the bankruptcy liquidation proceeds.

Allen Lund Co., Inc. v. AT&T Corp., Case No. C 98-1500-DDP (AJW) (C.D. Cal.). This class action lawsuit was brought on behalf of small businesses whose long-distance service was switched to Business Discount Plan, Inc. Girard Gibbs was appointed class counsel by the Honorable Dean D. Pregerson. The settlement, providing for full cash refunds and free long-distance telephone service, was approved in December 1999.

In re MCI Non-Subscriber Telephone Rates Litigation, MDL Docket No. 1275 (S.D. Ill.). This class action lawsuit was brought on behalf of all MCI subscribers who were charged MCI’s non-subscriber or “casual caller” rates and surcharges instead of the lower rates MCI advertised, and which subscribers expected to be charged. Ten cases were consolidated for pretrial proceedings before the Honorable David R. Herndon, U.S. District Judge for the Southern District of Illinois. Judge Herndon appointed Girard Gibbs as co-lead counsel for the consolidated actions. On March 29, 2001, Judge Herndon granted final approval of a settlement for over \$90 million in cash.

Mitchell v. American Fair Credit Association, Case No. 785811-2 (Cal. Super. Ct. Alameda County); ***Mitchell v. Bankfirst, N.A.***, Case No. C-97-1421-MMC (N.D. Cal.). This class action lawsuit was brought on behalf of California residents who became members of the American Fair Credit Association (“AFCA”). Plaintiffs alleged that AFCA operated an illegal credit repair scheme. The Honorable James Richman certified the class and appointed the firm as class counsel on April 12, 1999. In February 2003, Judge Ronald Sabraw of the Alameda County Superior Court and Judge Maxine Chesney of the U.S. District Court for the Northern District of California granted final approval to settlements valued at over \$40 million. *See Mitchell, et al., v. American Fair Credit Association, Inc., et al.*, 99 Cal. App. 4th 1345 (2002) (first reported decision under the California Credit Services Act of 1984).

In re LookSmart Litigation, Case No. 02-407778 (Cal. Super. Ct. San Francisco County). This nationwide class action suit was brought against LookSmart, Ltd. on behalf of LookSmart’s customers who paid an advertised “one time payment” to have their web sites listed in LookSmart’s directory, only to be later charged additional payments to continue service. The action involved claims for breach of contract and violation of California’s consumer protection

laws, among other things. On October 31, 2003, the Honorable Ronald M. Quidachay granted final approval of a nationwide class action settlement providing cash and benefits valued at approximately \$20 million.

Steff v. United Online, Inc., Case No. BC265953, (Los Angeles Super. Ct.). This nationwide class action suit was brought against NetZero, Inc. and its parent, United Online, Inc., by former NetZero customers. The Plaintiffs alleged that Defendants falsely advertised their internet service as unlimited and guaranteed for a specific period of time when it was not, in violation of Consumers Legal Remedies Act, Civil Code §§ 17500 *et seq.* and the Unfair Competition Law, Business And Professions Code §§ 17200 *et seq.* The Honorable Victoria G. Chaney of the Los Angeles Superior Court granted final approval of a settlement that provides full refunds to customers whose services were cancelled and additional cash compensation. The settlement also placed restrictions on Defendants' advertising.

Mackouse v. The Good Guys - California, Inc., Case No. 2002-049656, (Alameda County Super. Ct.). This nationwide class action lawsuit was brought against The Good Guys and its affiliates alleging violations of the Song-Beverley Warranty Act and other California consumer statutes. The Plaintiff alleged that The Good Guys failed to honor its service contracts, which were offered for sale to customers and designed to protect a customer's purchase after the manufacturer's warranty expired. In May 9, 2003, the Honorable Ronald M. Sabraw granted final approval of a settlement that provides cash refunds or services at the customer's election.

Stoddard v. Advanta Corp., Case No. 97C-08-206-VAB (Del. Superior Ct.). This nationwide class action lawsuit was brought on behalf of cardholders who were promised a fixed APR for life in connection with balance transfers, whose APR was then raised pursuant to a notice of change in terms. The Honorable Vincent A. Bifferato approved a \$7.25 million settlement and appointed firm as co-lead counsel for the settlement class.

Mager v. First Bank of Marin, CV-S-00-1524-PMP (D. Nev.). This nationwide class action was brought on behalf of people who were enrolled in First Bank of Marin's credit card program. In May 2002, the Judge Pro of the U.S. District Court for the District of Nevada approved a settlement providing for cash and non-cash benefits to class members.

In Re Medtronic, Inc. Implantable Defibrillators Product Liability Litigation, MDL No. 05-1726 (JMR/AJB) (D.Minn.). Girard Gibbs served on the Discovery and Law Committees and provided legal, discovery and investigative support in this lawsuit, following a February 2005 recall of certain models of Medtronic implantable cardioverter defibrillator ("ICD") devices. Approximately 2,000 individual cases were filed around the country and consolidated in an MDL proceeding in District Court in Minnesota. The approximate 2,000 cases were settled in 2007 for \$75 Million.

Billiteri v. Securities America, Inc., Case No. 3:09-cv-01568-F (N.D. Tex.). Girard Gibbs served as lead counsel in an action against broker-dealer Securities America, Inc. and its corporate parent, Ameriprise, Inc. in connection with sales of investments in the Provident Royalties and Medical Capital investment schemes. Mr. Girard coordinated negotiations resulting in a \$150 million settlement, with \$80 million allocated to class plaintiffs represented by Girard Gibbs and \$70 million allocated to individual investors who had initiated arbitration proceedings. The settlements returned over 40% of investment losses.

In re American Express Financial Advisors Securities Litigation, Case No. 04-cv-01773-DAB (S.D.N.Y.). Girard Gibbs served as co-lead counsel in this class action, brought on behalf of individuals who bought financial plans and invested in mutual funds from American Express Financial Advisors. The case alleged that American Express steered its clients into underperforming “shelf space funds” to reap kickbacks and other financial benefits. On July 13, 2007, the Court granted final approval to a cash settlement of \$100 million in addition to other relief.

Scheiner v. i2 Technologies, Inc., et al., Case No. 3:01-CV-418-H (N.D. Tex.). Girard Gibbs represented lead plaintiff, the Kansas Public Employees Retirement System, and served as co-lead counsel in this securities fraud class action on behalf of investors in i2 Technologies. The Honorable Barefoot Sanders approved cash settlements for \$88 million from the company, its officers and its former auditor, Arthur Andersen LLP. As part of the settlement, i2 agreed to institute significant corporate governance reforms.

CalSTRS v. Qwest Communications, et al., Case No. 415546 (Cal. Super. Ct. San Francisco County). Girard Gibbs represented the California State Teachers Retirement System in this opt-out securities fraud case against Qwest Communications, Inc. and certain of its officers and directors, as well as its outside auditor Arthur Andersen. The case resulted in a precedent-setting \$45 million settlement for California school teachers.

In re Winstar Communications Securities Litigation, Case No. 01 Civ. 11522 (S.D.N.Y). Girard Gibbs represented Allianz of America, Inc., Fireman’s Fund and other large private institutional investors in federal securities litigation against Grant Thornton and other defendants arising out of plaintiffs’ investments in Winstar Communications, Inc. The firm achieved a private settlement on the eve of trial that provided a recovery rate more than 30 times higher than what class members received in the related class action. The recovery (after attorneys’ fees) returned a remarkable 78.5% of the losses plaintiffs likely would have been able to recover at trial.

In re Prison Realty Securities Litigation, Case No. 3:99-0452 (M.D. Tenn.). Girard Gibbs served as co-lead counsel in this securities class action brought on behalf of investors against a real estate investment trust and its officers and directors, following defendants’ alleged false statements made in the context of a merger between Corrections Corporation of America and CCA Prison Realty Trust and subsequent operation of the merged entity. On February 13, 2001, the Court granted final approval to a settlement for over \$120 million in cash and stock.

In re Digex, Inc. Shareholder Litigation, Consol. Case No. 18336 (Del. Ch. Ct. 2000). Girard Gibbs represented the Kansas Public Employees Retirement System, one of two institutional lead plaintiffs in this lawsuit whereby minority shareholders of Digex, Inc. sued to enjoin MCI WorldCom’s planned acquisition of a controlling interest in Digex through a merger with Intermedia Communications, Inc., the majority shareholder. In a settlement approved by Delaware Chancery Court on April 6, 2000, a fund consisting of \$165 million in MCI WorldCom stock and \$15 million in cash was secured for Digex shareholders, as well as non-cash benefits valued at \$450 million.

In re Oxford Tax Exempt Fund Securities Litigation, Case No. WMN-95-3643 (D. Md.). Girard Gibbs served as co-lead counsel in this class and derivative litigation brought on behalf of a real estate limited partnership with assets of over \$200 million. Settlement providing

for exempt issuance of securities under section 3(a)(10) of Securities Act of 1933, public listing of units, and additional settlement benefits valued at over \$10 million approved January 31, 1997.

Calliott v. HFS, Inc., Case No. 3:97-CV-0924-L (N.D. Tex.). Girard Gibbs intervened on behalf of an institutional client in this securities class action arising out of bankruptcy of Amre, Inc., a seller of home remodeling and repair services. Girard Gibbs was designated lead plaintiff's counsel under the Private Securities Litigation Reform Act. Settlements for \$7.3 million were approved August 1999 and December 2000.

In re Total Renal Care Securities Litigation, Case No. 99-01750 (C.D. Cal.). This securities fraud action arose out of restatement of earnings by a healthcare provider, brought under the PSLRA by the Louisiana Teachers' Retirement System and the Louisiana School Employees' Retirement System. The case settled for \$25 million and issuer's commitment to adopt comprehensive corporate governance reforms. Girard Gibbs served as liaison counsel.

In re Towers Financial Corporation Noteholders Litigation, MDL No. 994 (S.D.N.Y.). This securities and RICO class action was brought against promoters and professionals associated with failed investment scheme described by United States Securities and Exchange Commission at the time as the "largest Ponzi scheme in U.S. history." The case resulted in \$6 million in partial settlements, and a \$250 million judgment entered against four senior Towers executives. Girard Gibbs served as liaison counsel and as a plaintiffs' executive committee member. See Dinsmore v. Squadron, Ellenoff, Plesent, Sheinfeld & Sorkin, 945 F. Supp. 84 (S.D.N.Y.1996), rev'd, No. 97-7011, 1998 U.S. App. LEXIS 1448 (2d Cir. Jan. 28, 1998); In re Towers Financial Corporation Noteholders Litigation, 177 F.R.D. 167 (S.D.N.Y. 1997) ("class counsel—particularly Plaintiffs' Liaison counsel, Daniel Girard—has represented the plaintiffs diligently and ably in the several years that this litigation has been before me").

In re TFT-LCD (Flat Panel) Antitrust Litigation, MDL 1827 (N.D. Cal.). Girard Gibbs serves as liaison counsel in this multi-district antitrust litigation against numerous TFT-LCD (Flat Panel) manufacturers alleging a conspiracy to fix prices, which has achieved settlements of more than \$400 million to date.

In re Natural Gas Antitrust Cases I, II, III and IV, J.C.C.P. No. 4221 (Cal. Super. Ct. San Diego County). Girard Gibbs served in a leadership capacity in this coordinated antitrust litigation against numerous natural gas companies for manipulating the California natural gas market, which has achieved settlements of nearly \$160 million to date.

Ho v. San Francisco Unified School District, Case No. C-94-2418-WHO (N.D. Cal.). This civil rights action was brought on behalf of a certified class of San Francisco public school students of Chinese descent to terminate racial and ethnic quotas imposed under 1983 desegregation consent decree. See Ho v. San Francisco Unified Sch. Dist., 965 F. Supp. 1316 (N.D. Cal. 1997), aff'd 147 F.3d 854 (9th Cir. 1998); see also 143 Cong. Rec. S6097, 6099 (1997) (statement of United States Senator Hatch referring to testimony of class representative before Senate Judiciary Committee).

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

Girard Gibbs LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Daniel C. Girard (P)	35.30	\$ 845.00	\$ 29,828.50
Daniel C. Girard (P)	0.40	\$ 300.00	\$ 120.00
Elizabeth C. Pritzker (P)	177.85	\$ 610.00	\$ 108,488.50
Elizabeth C. Pritzker (P)	7.40	\$ 300.00	\$ 2,220.00
Amanda M. Steiner (P)	23.55	\$ 595.00	\$ 14,012.25
Dena C. Sharp (P)	295.30	\$ 565.00	\$ 166,844.50
Dena C. Sharp (P)	0.50	\$ 300.00	\$ 150.00
Janice S. Yi (A)	10.70	\$ 390.00	\$ 4,173.00
Janice S. Yi (A)	1,331.30	\$ 300.00	\$ 399,390.00
Adam E. Polk (A)	610.70	\$ 385.00	\$ 235,119.50
Adam E. Polk (A)	143.70	\$ 300.00	\$ 43,110.00
Jonathan T. Taylor (A)	17.10	\$ 350.00	\$ 5,985.00
Jonathan T. Taylor (A)	975.70	\$ 300.00	\$ 292,710.00
Ashley Tveit (A)	55.70	\$ 300.00	\$ 16,710.00
NON-ATTORNEYS			
			\$0.00
TOTAL:			\$ 1,318,861.25

(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

Girard Gibbs LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$ 0.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 5,666.80
Document Production	\$ 0.00
Experts / Consultants	\$ 0.00
Litigation Fund	\$ 95,000.00
Messenger Delivery	\$ 0.00
Photocopies – In House	\$ 3688.60
Photocopies – Outside	\$ 160.80
Postage	\$ 1.60
Service of Process	\$ 0.00
Overnight Delivery (Federal Express, etc.)	\$ 366.40
Telephone / Facsimile	\$ 450.65
Transcripts (Hearings, Depositions, etc.)	\$ 6.30
Travel (Airfare and Ground Travel)	\$ 2,466.64
Travel (Meals and Lodging)	\$ 4,710.17
TOTAL:	\$ 112,517.96

GIRARDI | KEESE
THOMAS V. GIRARDI, SBN 36603
1126 Wilshire Boulevard
Los Angeles, California 90017
Telephone: (213) 977-0211
Facsimile: (213) 481-1554

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

**DECLARATION OF THOMAS V.
GIRARDI IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, THOMAS V. GIRARDI, declare and state as follows:

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

6 2. My firm has served as counsel to Plaintiff Andrew Barton throughout the course of
7 this litigation. The background and experience of Girardi|Keese and its attorneys are summarized
8 in the *curriculum vitae* attached hereto as Exhibit 1.

9 3. Girardi|Keese has prosecuted this litigation solely on a contingent-fee basis, and
10 has been at risk that it would not receive any compensation for prosecuting claims against the
11 Defendants. While Girardi|Keese devoted its time and resources to this matter, it has foregone
12 other legal work for which it would have been compensated.

13 4. During the pendency of the litigation, Girardi|Keese performed the following work:

14 **INVESTIGATION AND RESEARCH**

15 Meeting with co-counsel.

16 **DISCOVERY**

17 Document review, client and witness deposition and deposition preparation.
18

19 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
20 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
21 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
22 hours spent by Girardi|Keese during this period of time was 52, with a corresponding lodestar of
23 \$38,450. This summary was prepared from contemporaneous, daily time records regularly
24 prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work
25 assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the
26 benefit of the Class.
27
28

EXHIBIT 1

Girardi Keese

Class Actions

Since we opened our doors in 1965, Girardi | Keese lawyers have fought for the rights of individuals and small businesses. We do not represent large companies, but they know who we are — a law firm that will not back down and a law firm with the resources and experience to coordinate massive amounts of technical, scientific and legal data.

- In the "hot fuel" case, we led the lawsuit against companies that failed to temperature-adjust their gas pumps, a practice that cheats consumers who buy gas in hot weather.
- Instead of charging homeowners a deductible on the value of a claim, an insurance company required a deductible on the full value of the policy. That meant homeowners could not be reimbursed for most claims. We fought against that insurance company.
- A health insurance company we battled looked for every loophole it could find to deny claims even on policies that were several years old. Called "post-claims underwriting," the practice left people without the health insurance they thought they had when they needed it most.
- We were the first law firm to file a lawsuit to stop the use of Vioxx, a drug that is now off the market. We are leading the fight against other dangerous, defective prescription drugs, including Avandia, Byetta, Yaz, Yasmin, Fosamax, Ortho Evra, Hormone Replacement Therapy and Gadolinium.

EXHIBIT 2

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

EXHIBIT 2

GIRARDI KEESE

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Thomas V. Girardi (P)	11.5	\$1,000	\$11,500
Graham LippSmith (P)	20	\$800	\$16,000
Neyleen S. Beljajev (SA)	16	\$600	\$9,600
Neyleen S. Beljajev (SA)	3.5	\$300 (doc review)	\$1,050
Amanda H. Marz (SA)	1	\$300	\$300
TOTAL:			\$38,450

(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

GIRARDI AND KEESE

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$1,444.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$128.50
Photocopies – Outside	\$
Postage	\$73.79
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$
Transcripts (Hearings, Depositions, etc.)	\$507.00
Travel (Airfare and Ground Travel)	\$2,255.39
Travel (Meals and Lodging)	\$
TOTAL:	\$4,408.68

Susan G. Kupfer (CBO #141724)
GLANCY BINKOW & GOLDBERG LLP
1808 Sixth Street
Berkeley, CA 94710
(415) 972-8160
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Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

**DECLARATION OF SUSAN G. KUPFER
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, Susan G. Kupfer, declare and state as follows:

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

7 2. My firm has served as counsel to plaintiff Rufus Browning throughout the course of this
8 litigation. The background and experience of the Glancy firm and its attorneys are summarized in
9 the *curriculum vitae* attached as Exhibit 1.

10 3. Glancy Binkow & Goldberg 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 the Glancy firm devoted its time and resources to this matter, it has
13 foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Glancy Binkow & Goldberg performed the
15 following work:

16 **INVESTIGATION AND RESEARCH**

17 Investigated the underlying factual and legal allegations of complaint, specifically relating
18 to IATA meetings and defendants' implementation of fuel surcharges;

19 **PLEADINGS AND MOTIONS**

20 Worked on drafting the amended complaint and worked with co- lead counsel on
21 oppositions to motions to dismiss;

22 **DISCOVERY**

23 Researched legal and factual background for letters rogatory; drafted third party discovery
24 and worked with Co-Lead counsel on implementation of the discovery plan;

25 **EXPERT WORK**

26 Worked with Co-lead Counsel on selection of economic expert and theories of damages.
27
28

7. My firm has expended a total of \$707.82 in unreimbursed costs and expenses in connection with the prosecution of this litigation. These costs and expenses are broken down in the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

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

Susan Y Kupfer

Declaration in Support of Motion for Attorney Fees and Reimbursement of Expenses
Case No. 07-cv-05634-CRB

EXHIBIT 1

GLANCY BINKOW & GOLDBERG LLP

ATTORNEYS AT LAW

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FACSIMILE (415) 972-8166

FIRM RESUME

Glancy Binkow & Goldberg LLP has represented investors, consumers and employees in federal and state courts throughout the United States for twenty years. Based in Los Angeles, California and with offices in New York, New York and Berkeley, California, Glancy Binkow & Goldberg has developed expertise prosecuting securities fraud, antitrust and complex commercial litigation. As Lead Counsel or as a member of Plaintiffs= Counsel Executive Committees, Glancy Binkow & Goldberg has recovered in excess of \$1 billion for parties wronged by corporate fraud and malfeasance. The firm=s efforts on behalf of individual investors have been the subject of articles in such publications as *The Wall Street Journal*, *The New York Times* and *The Los Angeles Times*.

Appointed as Lead or Co-Lead Counsel by federal judges throughout the United States, Glancy Binkow & Goldberg has achieved significant recoveries for class members, including:

In re Mercury Interactive Corporation Securities Litigation, USDC Northern District of California, Case No. 05-3395, in which Glancy Binkow & Goldberg served as Co-Lead Counsel and achieved a settlement valued at over \$117 million.

In re Real Estate Associates Limited Partnership Litigation, USDC Central District of California, Case No. 98-7035 DDP, in which the firm served as local counsel and plaintiffs achieved a \$184 million jury verdict after a complex six week trial in Los Angeles, California and later settled the case for \$83 million.

In re Lumenis, Ltd. Securities Litigation, USDC Southern District of New York, Case No.02-CV-1989, in which Glancy Binkow & Goldberg served as Co-Lead Counsel and achieved a settlement valued at over \$20 million.

In re Heritage Bond Litigation, USDC Central District of California, Case No. 02-ML-1475-DT, where as Co-Lead Counsel, Glancy Binkow & Goldberg recovered in excess of \$28 million for defrauded investors and continues to pursue additional defendants.

In re ECI Telecom Ltd. Securities Litigation, USDC Eastern District of Virginia, Case No. 01-913-A, in which Glancy Binkow & Goldberg served as sole Lead Counsel and recovered almost \$22 million for defrauded ECI investors.

Jenson v. First Trust Corporation, USDC Central District of California, Case No. 05-cv-3124-ABC, in which the firm was appointed sole lead counsel and achieved an \$8.5 million settlement in a very difficult case involving a trustee's potential liability for losses incurred by investors in a Ponzi scheme. Kevin Ruf of the firm also successfully defended in the 9th Circuit Court of Appeals the trial court's granting of class certification in this case.

Yaldo v. Airtouch Communications, State of Michigan, Wayne County, Case No. 99-909694-CP, in which Glancy Binkow & Goldberg served as Co-Lead Counsel and achieved a settlement valued at over \$32 million for defrauded consumers.

In re Infonet Services Corporation Securities Litigation, USDC Central District of California, Case No. CV 01-10456 NM, in which as Co-Lead Counsel, Glancy Binkow & Goldberg achieved a settlement of \$18 million.

In re Musicmaker.com Securities Litigation, USDC Central District of California, Case No. 00-02018, a securities fraud class action in which Glancy Binkow & Goldberg was sole Lead Counsel for the Class and recovered in excess of \$13 million.

In re ESC Medical Systems, Ltd. Securities Litigation, USDC Southern District of New York, Case No. 98 Civ. 7530, a securities fraud class action in which Glancy Binkow & Goldberg served as sole Lead Counsel for the Class and achieved a settlement valued in excess of \$17 million.

In re Lason, Inc. Securities Litigation, USDC Eastern District of Michigan, Case No. 99 76079, in which Glancy Binkow & Goldberg was Co-Lead Counsel and recovered almost \$13 million for defrauded Lason stockholders.

In re Inso Corp. Securities Litigation, USDC District of Massachusetts, Case No. 99 10193, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement valued in excess of \$12 million.

In re National TechTeam Securities Litigation USDC Eastern District of Michigan, Case No. 97-74587, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement valued in excess of \$11 million.

In re Ramp Networks, Inc. Securities Litigation, USDC Northern District of California, Case No. C-00-3645 JCS, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of nearly \$7 million.

In re Gilat Satellite Networks, Ltd. Securities Litigation, USDC Eastern District of New York, Case No. 02-1510 CPS, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of \$20 million.

Taft v. Ackermans (KPNQwest Securities Litigation), USDC Southern District of New York, Case No. 02-CV-07951, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement worth \$11 million.

THE FIRM'S PARTNERS

LIONEL Z. GLANCY, a graduate of the University of Michigan Law School, is the founding partner of the firm. After serving as a law clerk for United States District Judge Howard McKibben, he began his career as an associate at Patterson Belknap Webb & Tyler LLP, concentrating in securities litigation. Thereafter, he started a boutique law firm specializing in securities litigation, and other complex litigation, from the Plaintiff=s perspective. Mr. Glancy has established a distinguished career in the field of securities litigation over the last fifteen years, appearing as lead counsel on behalf of aggrieved investors in securities class action cases throughout the country. He has appeared and argued before dozens of district courts and several appellate courts, and has recovered billions of dollars in settlement proceeds for large classes of shareholders. Well known in securities law, he has lectured on its developments and practice at CLE seminars and law schools.

PETER A. BINKOW, a partner in Glancy Binkow & Goldberg, was born in Detroit, Michigan on August 16, 1965. Mr. Binkow earned his degree in English Literature from the University of Michigan in 1988 and attended law school at the University of Southern California (J.D., 1994). Mr. Binkow joined the Law Offices of Lionel Z. Glancy upon graduation and became a partner in 2002.

Mr. Binkow has prosecuted lawsuits on behalf of consumers and investors in state and federal courts throughout the United States. He has served as Lead or Co-Lead Counsel in many class action cases, including In re Mercury Interactive Corp Securities Litigation (\$117.5 million recovery), In re Lumenis Ltd Securities Litigation (\$20.1 million recovery), In re Heritage Bond Litigation (\$28 million recovery), In re National Techteam Securities Litigation (\$11 million recovery), In re Credit Acceptance Corporation Securities Litigation (\$2.5 million recovery), In re Lason Inc. Securities Litigation (\$12.68 million recovery), In re ESC Medical Systems, Ltd. Securities Litigation (\$17 million recovery) In re GT Interactive Securities Litigation (\$3 million recovery) and many others.

Mr. Binkow has prepared and/or argued appeals before the Ninth Circuit, Sixth Circuit and Second Circuit Courts of Appeals.

Mr. Binkow is admitted to practice before the state of California, the United States District Courts for the Central, Northern and Southern Districts of California, the United States District Court for the Eastern District of Michigan and the Ninth Circuit Court of Appeals. He is a member of the Los Angeles County Bar Association and the American Bar Association.

MICHAEL GOLDBERG, a partner in Glancy Binkow & Goldberg, specializes in federal securities, federal and state antitrust, and consumer fraud class action lawsuits. He has successfully litigated numerous cases which resulted in multi-million dollar recoveries for investors, consumers and businesses

Mr. Goldberg was born in New York on April 27, 1966. He earned his B.A. degree in 1989 from Pitzer College - The Claremont Colleges, and his J.D. degree in 1996 from Thomas M. Cooley Law School. After graduation from law school, Mr. Goldberg joined the Law Offices of Lionel Z. Glancy and became a partner of Glancy Binkow & Goldberg in 2003. He was admitted to both the California and Florida bars in 1997 and is admitted to practice in numerous courts.

SUSAN G. KUPFER, a partner of Glancy Binkow & Goldberg LLP, joined the firm in 2003, where she established its antitrust practice in its San Francisco Bay Area office. She is a native of New York City and received her A.B. degree from Mount Holyoke College in 1969 and her J.D. from Boston University School of Law in 1973. She did graduate work at Harvard Law School. In 1977, she was named Assistant Dean and Director of Clinical Programs at Harvard, where she supervised that program of legal practice and taught its related academic components: Introduction to Advocacy (a NITA-style workshop), Lawyering Process and Professional Responsibility.

For much of her legal career, Ms. Kupfer has been a professor of law. She subsequently taught at Hastings College of the Law, Boston University School of Law, Golden Gate University School of Law and Northeastern University School of Law. From 1991 to 2002, she was a lecturer on law at University of California, Berkeley, Boalt Hall, teaching Civil Procedure and Conflict of Laws. Her areas of academic expertise are Civil Procedure, Federal Courts, Conflict of Laws, Constitutional Law, Legal Ethics and Jurisprudence. Her publications include articles on federal civil rights litigation, legal ethics and jurisprudence. She has also taught various aspects of practical legal and ethical training, including trial advocacy, negotiation and legal ethics, to both law students and practicing attorneys.

Ms. Kupfer previously served as corporate counsel to The Architects Collaborative in Cambridge and San Francisco and was the executive director of the Massachusetts Commission on Judicial

Conduct. She returned to the practice of law in San Francisco with Morgenstein & Jubelirer and Berman DeValerio Pease Tabacco Burt & Pucillo before joining the Glancy Firm. Her practice is concentrated in antitrust, securities and consumer complex litigation. She has been a member of the lead counsel team which achieved significant settlements in the following cases: In re Sorbates Antitrust Litigation (\$96.5 million settlement), In re Pillar Point Partners Antitrust Litigation (\$50 million settlement), In re Critical Path Securities Litigation (\$17.5 million settlement).

Ms. Kupfer is a member of the Massachusetts and California State Bars and the United States District Courts for the Northern, Central and Southern districts of California, the District of Massachusetts, the First and Ninth Circuits Courts of Appeal and the U.S. Supreme Court. She was named one of Northern California's Super Lawyers of the Year in 2004, 2005, and 2006 in antitrust litigation.

Ms. Kupfer is currently serving in leadership positions in the following:

In re: Fresh and Process Potatoes Antitrust Litigation, U.S.D.C., District of Idaho, MDL 2186, No. 4:10 md 2186, Interim Co-Lead Counsel for Indirect Purchasers.

Ms. Kupfer has been appointed to leadership in the following cases which have concluded:

In re: Photochromic Lens Antitrust Litigation, U.S.D.C., Middle District of Florida, MDL2173, No. 8-10-CV-1158, et. al, Interim Co-Lead Counsel for Indirect Purchasers.

In re: Korean Air Lines Co., Ltd. Antitrust Litigation, U.S.D.C., Central District of California, MDL 1891, No. 07-5107, Co-Lead Counsel for Direct Purchasers (\$86 million settlement.)

In re: Urethane Antitrust Litigation, U.S.D.C., District of Kansas, No. 2:04-md-01616, Co-Lead Counsel for Direct Purchasers (\$33 million settlement.)

In re: Western States Wholesale Natural Gas Antitrust Litigation, U.S.D.C., District of Nevada, No. 2:03-cv-01431, Co-Lead Counsel for Direct Purchasers (\$28 million settlement.)

Sullivan et al v. DB Investments, Inc., et al., U.S.D.C, District of New Jersey, No. 3:04-cv-02819, Counsel for Indirect Purchaser Reseller Subclass (\$295 million settlement.).

KEVIN F. RUF, a partner in Glancy Binkow & Goldberg LLP, was born in Wilmington, Delaware on December 7, 1961. Mr. Ruf graduated from the University of California at Berkeley in 1984 with a B.A. in Economics and earned his J.D. from the University of Michigan in 1987. Mr. Ruf was admitted to the State Bar of California in 1988. Mr. Ruf was an associate at the Los Angeles firm Manatt Phelps and Phillips from 1988 until 1992, where he specialized in commercial litigation and

was a leading trial lawyer among the associates there. In 1993 he joined the firm Corbin & Fitzgerald in order to gain experience in criminal law. There he specialized in white collar criminal defense work, including matters related to National Medical Enterprises, Cynergy Film Productions and the Estate of Doris Duke. Mr. Ruf joined Glancy Binkow & Goldberg in 2001 and has taken a lead trial lawyer role in many of the firm's cases. In 2006, Mr. Ruf argued before the California Supreme Court in the case *Smith v. L'Oreal* and achieved a unanimous reversal of the lower court rulings; the case established a fundamental right of all California workers to immediate payment of all earnings at the conclusion of employment. In 2007, Mr. Ruf took an important case before the Ninth Circuit Court of Appeals, convincing the Court to affirm the lower court's certification of a class action in a fraud case (fraud cases have traditionally faced difficulty as class actions because of the requirement of individual reliance). Mr. Ruf has extensive trial experience, including jury trials, and considers his courtroom and oral advocacy skills to be his strongest asset as a litigator. Mr. Ruf currently acts as the Head of the Firm's Labor and Consumer Practice, and has extensive experience in Securities cases as well. Mr. Ruf also has experience in real estate law and has been a Licensed California Real Estate Broker since 1999.

ROBIN BRONZAFT HOWALD, a native of Brooklyn, New York, returned home in 2001 to open the firm's New York City office. Ms. Howald graduated *magna cum laude* from Barnard College in 1980, with a B.A. in psychology. In 1983, she received her J.D. from Stanford Law School, where she served as an Articles Editor for the Stanford Law Review. In addition to her current focus on securities fraud and consumer class action matters, during her 20-year career Ms. Howald has handled cases in many different practice areas, including commercial disputes, professional malpractice, wrongful termination, bankruptcy, patent and construction matters. As outside counsel for the City of Torrance, California, she also handled a number of civil rights and land use matters, as well as a ground-breaking environmental action concerning Mobil Oil's Torrance refinery. Ms. Howald has experience in pre-trial and trial procedure and has successfully prosecuted post-trial motions and appeals.

Mrs. Howald is a member of the bar of both California (1983) and New York (1995), and is admitted to practice in all federal judicial districts in California, the Southern and Eastern Districts of New York, and the United States Supreme Court. She co-authored *A Potential Tort Liability in Business Takeovers* (*California Lawyer*, September 1986), was a speaker and contributing author at the Eighth Annual Current Environmental and Natural Resources Issues Seminar at the University of Kentucky College of Law (April 1991), and served as a Judge Pro Tem for the Los Angeles County Small Claims Court (1996-1997). Married in 1985, Mrs. Howald and her husband have two sons. An avid runner, Mrs. Howald has completed six marathons.

MARC L. GODINO has extensive experience successfully litigating complex, class action lawsuits as a plaintiffs' lawyer. Mr. Godino has played a primary role in cases resulting in settlements of more than \$100 million. He has prosecuted securities, derivative, ERISA, and consumer cases

throughout the country in both State and Federal court as well as represented defrauded investors at NASD arbitrations.

While an associate with Stull Stull & Brody, Mr. Godino was one of the two primary attorneys involved in Small v. Fritz Co., 30 Cal. 4th 167 (April 7, 2003) in which the California Supreme Court created new law in the state of California for shareholders that held shares in detrimental reliance on false statements made by corporate officers. The decision was widely covered by national media including *The National Law Journal*, *Los Angeles Times*, *New York Times*, and the *New York Law Journal*, among others and was heralded as a significant victory for shareholders.

Other published decisions include: In re 2TheMart.com Securities Litigation, 114 F.Supp 2d 955 (C.D. Cal. 2002); In re Irvine Sensors Securities Litigation, 2003 U.S. Dist. LEXIS 18397 (C.D. Cal. 2003); Brown v. Computerized Thermal Imaging Inc., 2002 WL 31109563 (D. Or. 2002).

Mr. Godino received his undergraduate degree from Susquehanna University with a bachelor of science degree in Business Management. He received his J.D. from Whittier Law School in 1995.

Mr. Godino is admitted to practice before the state of California, the United States District Courts for the Central, Northern and Southern Districts of California, the District of Colorado, and the Ninth Circuit Court of Appeals.

ROBERT V. PRONGAY is a partner in the Firm's Los Angeles office, where he focuses on the investigation, initiation, and litigation, of complex securities cases brought on behalf of institutional and individual investors.

Mr. Prongay earned his Bachelor of Arts degree in Economics from the University of Southern California in 2005 and earned his Juris Doctor degree from Seton Hall University School of Law in 2008. While attending law school, Mr. Prongay worked as a summer associate at the Firm, and interned for a federal magistrate judge for the United States District Court for the District of New Jersey. Mr. Prongay is admitted to the State Bar of California, as well as the United States District Courts for the Central, Northern and Southern Districts of California, and the District of Colorado.

EXHIBIT 2

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

EXHIBIT 2

GLANCY BINKOW & GOLDBERG LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Susan G. Kupfer (P)	62.75	\$725	\$45,493.75
			\$
			\$
Joseph M. Barton (OC)	51.50	\$475	\$24,462.50
Sylvie K. Kern (OC))	9.40	\$525	\$4,935.00
Kathleen S. Rogers)	52.45	\$450	\$23,602.50
			\$
Brian S. Umpierre (A)	34.75	\$350	\$12,162.50
			\$
			\$
TOTAL	211.35		\$
NON-ATTORNEYS			
Sasha Ernest (PL)	6.00	\$180	\$1,080.00
TOTAL:			\$111,736.25

(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

GLANCY BINKOW & GOLDBERG LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$30.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$161.22
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$30.66
Photocopies – In House	\$
Photocopies – Outside	\$
Postage	\$
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$
Transcripts (Hearings, Depositions, etc.)	\$437.80
Travel (Airfare and Ground Travel)	\$
Travel (Meals and Lodging)	\$48.17
TOTAL:	\$707.82

1 Robert G. Eisler
GRANT & EISENHOFER P.A.
2 485 Lexington Avenue, 29th Floor
New York, NY 10017
3 Tel: 646-722-8500
Fax: 646-722-8501
4 reisler@gelaw.com

5 *Counsel for Plaintiff, Rachel Diller*

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8
9
10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

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

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

**DECLARATION OF ROBERT G. EISLER
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

16
17 **This Document Relates to:**

18 **ALL ACTIONS**
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1 I, Robert G. Eisler, declare and state as follows:

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

6 2. My firm has served as counsel to Rachel Diller (Plaintiff Class) throughout the course
7 of this litigation. The background and experience of Grant & Eisenhofer and its attorneys are
8 summarized in the *curriculum vitae* attached hereto as Exhibit 1.

9 3. Grant & Eisenhofer has prosecuted this litigation solely on a contingent-fee basis, and
10 has been at risk that it would not receive any compensation for prosecuting claims against the
11 Defendants. While Grant & Eisenhofer devoted its time and resources to this matter, it has
12 foregone other legal work for which it would have been compensated.

13 4. During the pendency of the litigation, Grant & Eisenhofer performed the following
14 work:

15 **PLEADINGS AND MOTIONS**

16 At the direction of co-lead counsel, Grant & Eisenhofer performed legal research and
17 drafted portions of responses to motions to dismiss, performed legal research and drafted motions
18 to compel.

19 **DISCOVERY**

20 At the direction of co-lead counsel, Grant & Eisenhofer led the discovery effort against
21 defendant Qantas, conducted meet and confers regarding document requests, reviewed Qantas'
22 document production and conducted numerous depositions of Qantas witnesses. In addition,
23 Grant & Eisenhofer attorneys reviewed the documents produced by other defendants, including
24 the review and translation of documents produced in Japanese and Chinese.

25 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
26 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
27 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
28 hours spent by Grant & Eisenhofer during this period of time was 6887.60 with a corresponding

1 lodestar of \$2,720,140.50. This summary was prepared from contemporaneous, daily time
2 records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2
3 is for work assigned by Co-Lead Counsel, and was performed by professional staff at my law
4 firm for the benefit of the Class.

5 6. The hourly rates for the attorneys and professional support staff in my firm included in
6 Exhibit 2 are the usual and customary hourly rates charged by Grant & Eisenhofer during that
7 time frame.

8 7. My firm has expended a total of \$20,991.72 in unreimbursed costs and expenses in
9 connection with the prosecution of this litigation. These costs and expenses are broken down in
10 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
11 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
12 in this action are reflected on the books and records of my firm. These books and records are
13 prepared from expense vouchers, check records and other source materials and represent an
14 accurate recordation of the expenses incurred.

15 8. Grant & Eisenhofer has paid a total of \$42,500.00 in assessments for the joint
16 prosecution of the litigation against the Defendants.

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

19 I declare under penalty of perjury under the laws of the United States of America that the
20 foregoing is true and correct. Executed on this 1st day of April, 2015 in New York, NY.

21
22 /s/ Robert G. Eisler

23 ROBERT G. EISLER
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EXHIBIT 1

**GRANT & EISENHOFER P.A.
FIRM BIOGRAPHY**

Grant & Eisenhofer P.A. ("G&E") is a national litigation boutique with over 65 attorneys that concentrates on federal securities and corporate governance litigation and other complex class litigation. G&E primarily represents domestic and foreign institutional investors, both public and private, who have been damaged by corporate fraud, greed and mismanagement. The Firm was named to *The National Law Journal's* "Plaintiffs' Hot List" for the last ten years and is listed as one of America's Leading Business Law Firms by Chambers & Partners, who reported that G&E "commanded respect for its representation of institutional investors in shareholder and derivative actions, and in federal securities fraud litigation." Based in Delaware, New York, Chicago, and Washington, D.C., G&E routinely represents clients in federal and state courts throughout the country. G&E's clients include the California Public Employees' Retirement System, New York State Common Retirement Fund, Ohio Public Employees' Retirement System, State of Wisconsin Investment Board, Teachers' Retirement System of Louisiana, PIMCO, Trust Company of the West, The Capital Guardian Group and many other public and private domestic and foreign institutions.

G&E was founded in 1997 by Jay W. Eisenhofer and Stuart M. Grant, former litigators in the Wilmington office of the nationally prominent firm of Skadden, Arps, Slate, Meagher & Flom LLP. Over the years, the Firm's directors have gained national reputations in securities and corporate litigation. In fact, G&E was the first law firm in the country to argue the provisions of the Private Securities Litigation Reform Act ("PSLRA") allowing an institutional investor to be appointed as lead plaintiff in a securities class action. The Firm has gone on to build a national and international reputation as a leader in securities litigation. In both class action and "opt-out" cases, G&E has attracted widespread recognition for protecting investors' rights and recovering their damages. The Firm has recovered over \$28 billion for its clients in the last ten years, and RiskMetrics Group has twice recognized G&E for winning the highest average investor recovery in securities class actions.

G&E has served as lead counsel in many of the largest securities class action recoveries in U.S. history, including:

- \$3.2 billion settlement from Tyco International Ltd. and related defendants
- \$922 million from UnitedHealth Group
- \$450 million Pan-European settlement from Royal Dutch Shell
- \$448 million settlement in Global Crossing Ltd. securities litigation
- \$422 million total class recovery for investors in the stock and bonds of Refco
- \$400 million recovery from Marsh & McLennan
- \$325 million from Delphi Corp.
- \$303 million settlement from General Motors
- \$300 million settlement from DaimlerChrysler Corporation
- \$300 million recovery from Oxford Health Plans
- \$276 million judgment & settlement for Safety-Kleen bond investors

G&E has also achieved landmark results in corporate governance litigation, including:

In re UnitedHealth Group Inc. Shareholder Derivative Litigation: G&E represented the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Connecticut Retirement Plans and Trust Funds as lead plaintiffs in a derivative and class action suit in which G&E successfully challenged \$1.2 billion in back-dated options granted to William McGuire, then-CEO of health care provider UnitedHealth Group (“UHG”). This was among the first – and most egregious – examples of options backdating. As previously stated, G&E’s case against UHG produced a settlement of \$922 million, the largest settlement in the history of derivative litigation in any jurisdiction.

In re Digex, Inc. Shareholders Litigation – G&E initiated litigation alleging that the directors and majority stockholder of Digex, Inc. breached fiduciary duties to the company and its public shareholders by permitting the majority shareholder to usurp a corporate opportunity that belonged to Digex. G&E’s efforts in this litigation resulted in an unprecedented settlement of \$420 million, the largest settlement in the history of the Delaware Chancery Court.

Caremark / CVS Merger - G&E represented two institutional shareholders in this derivative litigation challenging the conduct of the board of directors of Caremark Rx Inc. in connection with the negotiation and execution of a merger agreement with CVS, Inc., as well as the board’s decision to reject a competing proposal from a different suitor. Through the litigation, Caremark’s board was forced to renegotiate the terms of the merger agreement with CVS. The settlement ensured statutory rights of Caremark shareholders, providing an additional \$3.19 billion in cash consideration.

Teachers’ Retirement System of Louisiana v. Greenberg, et al. and American International Group, Inc.: In what was, at the time, the largest settlement of shareholder derivative litigation in the history of the Delaware Chancery Court, G&E reached a \$115 million settlement in a lawsuit against former executives of AIG for breach of fiduciary duty. The case challenged hundreds of millions of dollars in commissions paid by AIG to C.V. Starr & Co., a privately held affiliate controlled by former AIG Chairman Maurice “Hank” Greenberg and other AIG directors. The suit alleged that AIG could have done the work for which it paid Starr, and that the commissions were simply a mechanism for Greenberg and other Starr directors to line their pockets.

AFSCME v. AIG – This historic federal appeals court ruling in favor of G&E’s client established the right, under the then-existing proxy rules, for shareholders to place the names of director candidates nominated by shareholders on corporate proxy materials – reversing over 20 years of adverse rulings from the SEC’s Division of Corporate Finance and

achieving what had long been considered the “holy grail” for investor activists. Although the SEC took nearly immediate action to reverse the decision, the ruling renewed and intensified the dialogue regarding proxy access before the SEC, ultimately resulting in a new rule currently being considered by the SEC that, if implemented, will make proxy access mandatory for every publicly traded corporation.

Unisuper Ltd. v. News Corp., et al. – G&E forced News Corp. to rescind the extension of its poison pill on the grounds that it was obtained without proper shareholder approval.

Teachers’ Retirement System of Louisiana v. HealthSouth – G&E negotiated a settlement which ousted holdover board members loyal to indicted CEO Richard Scrushy and created mechanisms whereby shareholders would nominate their replacements.

Carmody v. Toll Brothers – This action initiated by G&E resulted in the seminal ruling that “dead-hand” poison pills are illegal.

In re Refco Inc. Securities Litigation – G&E represented Pacific Investment Management Company LLC (“PIMCO”) as co-lead plaintiff in a securities class action alleging that certain officers and directors of Refco Inc., as well as other defendants including the company’s auditor, its private equity sponsor, and the underwriters of Refco’s securities, violated the federal securities laws in connection with investors’ purchases of Refco stock and bonds. Recoveries for the class exceeded \$400 million, including \$140 million from the company’s private equity sponsor, over \$50 million from the underwriters, and \$25 million from the auditor.

In addition, the Firm’s lawyers are often called upon to testify on behalf of institutional investors before the SEC and various judicial commissions, and they frequently write and speak on securities and corporate governance issues. G&E managing director Jay Eisenhofer and director Michael Barry are co-authors of the *Shareholder Activism Handbook*, and in 2008, Jay Eisenhofer was named one of the 100 most influential people in the field of corporate governance.

G&E is proud of its success in fighting for institutional investors in courts and other forums across the country and throughout the world.

G&E's Attorneys

Jay W. Eisenhofer

Jay Eisenhofer, co-founder and managing director of Grant & Eisenhofer P.A., has been counsel in more multi-hundred million dollar cases than any other securities litigator, including the \$3.2 billion settlement in the Tyco case, the \$922 million UnitedHealth Group settlement, the \$450 million settlement in the Global Crossing case, the historic \$450 million pan-European settlement in the Shell case, as well as a \$400 million settlement with Marsh & McLennan, a \$303 million settlement with General Motors and a \$300 million settlement with DaimlerChrysler. Mr. Eisenhofer was also the lead attorney in the seminal cases of *American Federation of State, County & Municipal Employees, Employees Pension Plan v. American International Group, Inc.*, where the U.S. Court of Appeals required shareholder proxy access reversing years of SEC no-action letters, and *Carmody v. Toll Brothers*, wherein the Delaware Court of Chancery first ruled that so-called "dead-hand" poison pills violated Delaware law.

Mr. Eisenhofer has served as litigation counsel to many public and private institutional investors, including, among others, Amalgamated Bank, APG Asset Management, California Public Employees Retirement System, California State Teachers Retirement System, Colorado Public Employees Retirement Association, the Florida State Board of Administration, John Hancock, Louisiana State Employees Retirement System, New York City Retirement Funds, Inc., and Service Employees International Union.

Mr. Eisenhofer is consistently ranked as a leading securities and corporate governance litigator and he has been named by Lawdragon to its annual list of the top 500 lawyers in America each year since 2006. He is also recognized by Benchmark Litigation as one of the Top 100 Trial Lawyers. *The National Law Journal* has selected Grant & Eisenhofer as one of the top plaintiffs' law firms in the country for the last ten years in the annual "Plaintiffs' Hot List," earning the firm a place in *The National Law Journal's* "Plaintiffs' Hot List Hall Of Fame" in 2008. The firm has been selected as a "Most Feared Plaintiffs Firm" by Law360 and "one of the most high-profile shareholder and whistleblower advocates in the country, securing record-high cash settlements." *U.S. News & World Report* has also repeatedly named Grant & Eisenhofer to its list of "Best Law Firms" in the fields of Securities Litigation, Commercial Litigation, and Corporate Law.

Mr. Eisenhofer has written and lectured widely on securities fraud and insurance coverage litigation, business and employment torts, directors' and officers' liability coverage, and the Delaware law of shareholder rights and directorial responsibilities. Among the publications he has authored: "The Shareholders Activism Handbook" Aspen Publishers; "Proxy Access Takes Center Stage – The Second Circuit's Decision in *AFSCME Employees Pension Plan v. American International Group, Inc.*" *Bloomberg Law Reports*, Vol. 1, No. 5; "Investor Litigation in the U.S. - The System is Working" *Securities Reform Act Litigation Reporter*, Vol. 22, #5; "*In re Walt Disney Co. Deriv. Litig.* and the Duty of Good Faith Under Delaware Corporate Law" *Bank & Corporate Governance Law Reporter*, Vol. 37, #1; "Institutional Investors As Trend-Setters In Post-PSLRA Securities Litigation" *Practising Law Institute*, July, 2006; "*In re Cox Communications, Inc.*: A Suggested Step in the Wrong Direction," *Bank and Corporate Governance Law Reporter*, Vol. 35, #1; "Does Corporate Governance Matter to Investment Returns?" *Corporate Accountability Report*, Vol. 3, No. 37; "Loss Causation in Light of *Dura*: Who is Getting it Wrong?" *Securities Reform Act Litigation Reporter*, Vol. 20, #1; "Giving

Substance to the Right to Vote: An Initiative to Amend Delaware Law to Require a Majority Vote in Director Elections,” *Corporate Governance Advisor*, Vol. 13, #1; “An Invaluable Tool in Corporate Reform: Pension Fund Leadership Improves Securities Litigation Process,” *Pensions & Investments*, Nov. 29, 2004; and “Securities Fraud, Stock Price Valuation, and Loss Causation: Toward a Corporate Finance-Based Theory of Loss Causation,” *Business Lawyer*, Aug. 2004. Mr. Eisenhofer has also authored a number of articles on illiquid and rouge hedge funds, including “Time for Hedge Funds to Become Accountable to Fiduciary Investors,” *Pensions & Investments*, April 30, 2012; and “Hedge Funds of the Living Dead,” *New York Times Dealbook*, June 4, 2012.

Mr. Eisenhofer serves as a member of the NYU Law School Advisory Board for the Center on Civil Justice, and as co-chair for the Securities Litigation Committee of the American Association for Justice. He is a graduate of the University of Pittsburgh, and a 1986 *magna cum laude* graduate of Villanova University School of Law, Order of the Coif. He was a law clerk to the Honorable Vincent A. Cirillo, President Judge of the Pennsylvania Superior Court and thereafter joined the Wilmington office of Skadden Arps Slate Meagher & Flom. Mr. Eisenhofer was a partner in the Wilmington office of Blank Rome Comisky & McCauley until forming Grant & Eisenhofer P.A. in 1997.

Stuart M. Grant

Stuart M. Grant, co-founder and managing director of Grant & Eisenhofer P.A., is internationally recognized for his extensive knowledge in the areas of Delaware corporate law, fiduciary responsibility, securities and investments, private equity and fixed income, appraisal remedies, valuation, proxy contests and other matters related to protecting and promoting the rights of institutional investors. He serves as litigation counsel to many of the largest public and private institutional investors in the world.

Mr. Grant was the first attorney to argue the provisions of the PSLRA allowing an institutional investor to be appointed as sole lead plaintiff and has served as lead counsel in seven of the ten largest settlements in the history of Delaware Chancery Court.

Among his many accolades, Mr. Grant is consistently ranked in Band 1 of *Chambers USA* as a leading litigator for his work in Delaware Chancery and securities, regulatory and corporate governance litigation. For the past several years, he has been named to Best Lawyers, ranked as a leading lawyer by Legal 500, and selected for inclusion in *Super Lawyers*. Mr. Grant, who has also been recognized as one of the Top 500 Leading Lawyers in America by Lawdragon, is rated AV by Martindale-Hubbell, and is recognized by Benchmark Litigation as one of the Top 100 Trial Lawyers. Additionally, *The National Law Journal* has selected Grant & Eisenhofer to its 2014 inaugural list of “Elite Trial Lawyers: The 50 Leading Plaintiffs Firms in America.”

Mr. Grant has successfully argued on behalf of institutional investors in many groundbreaking corporate governance cases including:

In re Del Monte Foods Company Shareholders Litigation, which resulted in an unprecedented and immediate change in lending policy practices among major investment banks regarding the way the banks approach financing transactions in which they represent the seller;

In re Digex Stockholders Litigation, the largest settlement in Delaware Chancery Court history, which led to the establishment of lead plaintiff provisions in Delaware;

Teachers' Retirement System of Louisiana v. Aidinoff, et al. and American International Group, Inc., one of the largest derivative shareholder litigation settlements in the history of Delaware Chancery Court; *UniSuper Ltd., et al. v. News Corporation, et al.*, a landmark case in which the Delaware Chancery Court ruled that shareholders may limit board authority without amending the corporation's charter;

In re Tyson Foods, Inc., which resulted in historic rulings from the Delaware Court of Chancery clarifying the fiduciary duties of corporate directors in connection with the administration of stock option plans;

Teachers' Retirement Systems of Louisiana v. Richard M. Scrushy, et. al., which ousted holdover board members loyal to indicted CEO Richard Scrushy and created mechanisms whereby shareholders would nominate their replacements;

In re Cablevision Systems Corp. Options Backdating Litigation and *In re Electronics for Imaging, Inc. Shareholder Litigation*, both of which held directors and officers of their respective companies accountable for improperly granting backdated options and, most importantly, required the individual defendants to reach into their own pockets to cover a significant portion of the settlement.

Included among Mr. Grant's more notable securities class action representations are: *Gluck, et al. v. Cellstar*, the first allowing an institutional investor to be appointed as lead plaintiff in a securities class action under the Private Securities Litigation Reform Act (PSLRA) and widely considered the landmark on the standards applicable to lead plaintiff/lead counsel practice under the PSLRA; *In re Refco Inc. Securities Litigation*, which resulted in a recovery exceeding \$400 million; *In re Safety-Kleen Securities Corporation Bondholders Litigation*, which, after a six-week securities class action jury trial, resulted in judgments holding the company's CEO and CFO jointly and severally liable for nearly \$200 million and settlements with the remaining defendants for \$84 million; and *In re Parmalat Securities Litigation*, which resulted in a settlement of approximately \$100 million in what the SEC described as "one of the largest and most brazen financial frauds in history."

Mr. Grant serves as Vice-Chairperson of the Delaware Judicial Nominating Commission, as a member of the Board of Trustees for the University of Delaware, and on the Advisory Board for the Weinberg Center for Corporate Governance at the University of Delaware. Mr. Grant was an Adjunct Professor of Law at the Widener University School of Law from 1994-2009, where he taught securities litigation, and is a past trustee of the Delaware Art Museum.

Mr. Grant has authored a number of articles which have been cited with approval by the U.S. Supreme Court, U.S. Court of Appeals for the 2nd and 5th Circuits and numerous U.S. District Courts. His articles include, among others, "The Devil is in the Details: Application of the PSLRA's Proportionate Liability Provisions is so Fraught With Uncertainty That They May be Void for Vagueness"; "Class Certification and Section 18 of the Exchange Act"; "*Unisuper v. News Corporation*: Affirmation that Shareholders, Not Directors, Are the Ultimate Holders of Corporate Power"; "Executive Compensation: Bridging the Gap Between What Companies Are Required to Disclose and What Stockholders Really Need to Know"; and a number of annual PLI updates under the heading of "Appointment of Lead Plaintiff Under the Private Securities Litigation Reform Act."

Mr. Grant was graduated in 1982 *cum laude* from Brandeis University with a B.A. in economics and received his J.D. from New York University School of Law in 1986. He served as Law Clerk to the Honorable Naomi Reice Buchwald in the U.S. District Court for the Southern District of New York. Mr. Grant was an associate at Skadden, Arps, Slate, Meagher & Flom (1987-94), and a partner in the Wilmington office of Blank Rome Comisky & McCauley from 1994 until forming Grant & Eisenhofer P.A. in 1997.

Jeff A. Almeida

Jeff Almeida is a director at Grant & Eisenhofer practicing in the areas of corporate, securities and complex commercial litigation. Mr. Almeida has represented domestic and foreign institutional investors in prominent securities fraud actions including, *In re Qwest Communications International Securities Litigation*; *In re Alstom SA Securities Litigation*; *In re Refco Inc. Securities Litigation*; *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation*; *In re Pfizer Inc. Securities Litigation*; and *In re Global Cash Access Holdings Securities Litigation*. Mr. Almeida has also been actively engaged in derivative and class litigation in the Delaware Court of Chancery, including the matters *In re Tyson Foods, Inc.*, which resulted in historic rulings clarifying the fiduciary duties of corporate directors in connection with the administration of stock option plans; *Louisiana Police Employees Retirement System v. Crawford* ("Caremark"), a well-publicized derivative action challenging the terms of the Caremark and CVS merger that resulted in a \$3.2 billion settlement; and *In re Genentech Inc. Shareholder Litigation*, where he successfully represented Genentech minority stockholders against Roche's heavy-handed attempt to squeeze out the minority to seize control of Genentech. In recent years, Mr. Almeida has also represented prominent hedge fund clients in complex commercial litigation involving claims of short-squeeze market manipulation and the marketing and sale of abusive tax shelters.

Prior to joining Grant & Eisenhofer in August 2004, Mr. Almeida was affiliated for seven years as an attorney with a major Philadelphia defense firm, where he practiced in the areas of complex commercial litigation, with a focus on consumer class actions, commercial contract disputes, and insurance coverage and bad faith defense.

Mr. Almeida is a 1994 graduate of Trinity College in Hartford, Connecticut, where he captained the varsity basketball team and achieved election to Phi Beta Kappa, and a 1997 graduate of William and Mary Law School in Williamsburg, Virginia. Mr. Almeida is admitted to practice in Delaware, Pennsylvania, and New Jersey, along with several federal district courts.

Michael J. Barry

Michael Barry is a director at Grant & Eisenhofer focusing on corporate governance and securities litigation. For over thirteen years, he has represented institutional investors in litigation relating to securities fraud, corporate fiduciary responsibilities, shareholder proposals under SEC Rule 14a-8, and corporate governance generally. As a foremost practitioner in these areas, Mr. Barry has been significantly involved in groundbreaking class action recoveries, corporate governance reforms and shareholders rights litigation.

He has been instrumental in landmark corporate governance cases, including *AFSCME v. AIG*, which recognized shareholders' right to introduce proxy access proposals; *Bebchuk v. CA, Inc.*,

which allowed shareholders to introduce proposals restricting a board's ability to enact poison pills; and *CA, Inc. v. AFSCME*, a historic decision of the Delaware Supreme Court regarding the authority of shareholders to adopt corporate bylaws. His casework includes the Genentech Shareholder Litigation, resulting in an increase of \$3 billion in value for shareholders arising from a corporate merger; a \$922 million settlement in the UnitedHealth Group derivative litigation, resolving one of the most egregious examples of options backdating; and an \$89.4 million recovery for stockholders of Del Monte Foods Co. in a case that exposed significant conflicts of interest in staple financing in corporate mergers.

Mr. Barry has spoken widely on corporate governance and related matters. In addition to serving as a frequent guest lecturer at Harvard Law School, he speaks at numerous conferences each year. Mr. Barry has authored several published writings, including the *Shareholder Activism Handbook*, a comprehensive guide for shareholders regarding their legal rights as owners of corporations, which he co-authored. In 2015, Mr. Barry was selected to the Markets Advisory Council for the Council of Institutional Investors.

Prior to joining Grant & Eisenhofer, Mr. Barry practiced at a large Philadelphia-based firm, where he defended the Supreme Court of Pennsylvania, the Pennsylvania Senate and Pennsylvania state court judges in a variety of trial and appellate matters. He is a 1990 graduate of Carnegie Mellon University and graduated *summa cum laude* in 1993 from the University of Pittsburgh School of Law, where he was an Executive Editor of the *University of Pittsburgh Law Review* and a member of the Order of the Coif.

Daniel L. Berger

Daniel Berger is a director at Grant & Eisenhofer. Prior to joining the firm, Mr. Berger was a partner at two major plaintiffs' class action firms in New York, including Bernstein Litowitz Berger & Grossmann (BLBG), where he had litigated complex securities and discrimination class actions for twenty two years.

Mr. Berger's experience includes trying three 10b-5 securities class actions to jury verdicts, which are among very few such cases ever tried. He also served as principal lead counsel in many of the largest securities litigation cases in history, achieving successful recoveries for classes of investors in cases including *In re Merck Vytarin/Zetia Securities Litigation* (\$215 million); *In re Cendant Corp. Securities Litigation* (\$3.3 billion); *In re Lucent Technologies, Inc. Securities Litigation* (\$675 million); *In re Bristol-Myers Squibb Securities Litigation* (\$300 million); *In re Daimler Chrysler A.G. Securities Litigation* (\$300 million); *In re Conseco, Inc. Securities Litigation* (\$120 million); *In re Symbol Technologies Securities Litigation* (\$139 million); and *In re OM Group Securities Litigation* (\$92 million).

Mr. Berger has successfully argued several appeals that made new law favorable to investors, including *In re Suprema Specialties, Inc. Securities Litigation*, 438 F.3d 256 (3d Cir. 2005); *McCall v. Scott*, 250 F.3d 997 (6th Cir. 2001) and *Fine v. American Solar King Corp.*, 919 F.2d 290 (5th Cir. 1990.) In addition, Mr. Berger was lead class counsel in many important discrimination class actions, in particular *Roberts v. Texaco, Inc.*, where he represented African-American employees of Texaco and achieved the then largest settlement (\$175 million) of a race discrimination class action.

Mr. Berger currently serves on the Board of Visitors of Columbia University Law School. Previously, Mr. Berger was a member of the Board of Managers of Haverford College from 2000-2003. He also now serves as the Co-Chair of the Board of GO Project, a not-for profit organization that provides academic support for New York City public school students, and also serves as a Member of the Board of Grace Church School in New York. He also served on the Board of in Motion, Inc., a non-profit organization providing legal services to victims of domestic violence, for six years.

Mr. Berger is a 1976 graduate from Haverford College, and graduated in 1979 from Columbia University School of Law.

Cynthia A. Calder

Cynthia Calder is a director at Grant & Eisenhofer. She concentrates her practice in the areas of corporate governance and securities litigation. She has represented shareholders in such seminal cases in the Delaware Court of Chancery as *UniSuper Ltd. v. News Corp.*, vindicating the shareholders' right to vote; *Carmody v. Toll Brothers*, finding the dead-hand poison pill defensive measure was illegal under Delaware law, *Jackson National Life Insurance Co. v. Kennedy*, breaking new ground in the interpretation of fiduciary duties owed to preferred shareholders; *Haft v. Dart Group Corp.*, resolving a contest for control of a significant public corporation; and *Paramount Communications Inc. v. QVC Network*, obtaining an injunction preventing the closing of a merger to force the board of directors to appropriately consider a competing bid for the corporation. More recently, Ms. Calder prosecuted a derivative suit on behalf of American International Group, Inc. shareholders against the company's former CEO, Maurice Greenberg, and other former AIG executives. The action was concluded for a settlement of \$115 million – the largest such settlement in the history of the Delaware Court of Chancery. Ms. Calder was also the Court-appointed representative on the shareholder counsel's committee in the UnitedHealth Group derivative litigation, which was settled for more than \$900 million – the largest known derivative settlement in any court system. Ms. Calder also recently prosecuted a shareholder class action, *In re ACS Shareholder Litigation*, which resulted in one of the largest class recoveries in the history of the Court of Chancery.

Ms. Calder has co-authored numerous articles on corporate governance and securities litigation, including "Options Backdating from the Shareholders' Perspective" *Wall Street Lawyer*, Vol. 11, No. 3; "Securities Litigation Against Third Parties: Pre-Central Bank Aiders and Abettors Become Targeted Primary Defendants" *Securities Reform Act Litigation Reporter*, Vol. 16, No. 2; and "Pleading Scienter After Enron: Has the World Really Changed?" *Securities Regulation & Law*, Vol. 35, No. 45.

Ms. Calder graduated *cum laude* from the University of Delaware in 1987 and graduated from the Villanova University School of Law in 1991. Upon graduating from law school, Ms. Calder served as a Judicial Law Clerk in the Delaware Court of Chancery to the Honorable Maurice A. Hartnett, III. Prior to joining Grant & Eisenhofer, Ms. Calder was an associate at Blank, Rome, Comisky & McCauley.

Charles T. Caliendo

Charles Caliendo is a director at Grant & Eisenhofer. He represents institutional investors in class action securities, opt-out and shareholder derivative litigation. Prior to joining Grant & Eisenhofer, he served as an Assistant Attorney General in the Investment Protection Bureau of the New York State Attorney General's Office where he prosecuted cases and led investigations related to mutual fund market timing and late trading. Mr. Caliendo practiced at a Manhattan-based law firm in the areas of class action securities, mergers and acquisitions, corporate governance and other commercial litigation.

Mr. Caliendo has written and spoken on issues relating to regulatory enforcement, corporate internal investigations and securities and shareholder litigation. In November 2004 and June 2006, Mr. Caliendo was a speaker at financial services industry seminars sponsored by The Association of the Bar of the City of New York for which he authored articles entitled "The Investment Protection Bureau: An Overview of Financial Markets Regulation and Enforcement in New York" and "Thompson Memo Under A Microscope." In June 2005, Mr. Caliendo spoke before a delegation of Chinese mutual fund CEOs participating in the Penn-China Mutual Fund CEO Leadership Program, University of Pennsylvania Graduate School of Education. Mr. Caliendo co-authored "Who Says The Business Judgment Rule Does Not Apply To Directors Of New York Banks?" 118 *Banking Law Journal* 493 (June 2001) and "Board of Directors' 'Revlon Duties' Come Into Focus," *New York Law Journal*, vol. 222, no. 86, col. 1 (Nov. 1, 1999).

Mr. Caliendo received his B.S. from Cornell University and J.D. from St. John's University School of Law where he was an editor of the *St. John's Law Review* and a Saint Thomas More Scholar.

Nathan A. Cook

Nathan Cook is a director at Grant & Eisenhofer, focusing on corporate governance, class action and derivative litigation.

Previously, Mr. Cook worked as an associate at the law firm of Abrams & Bayliss LLP (formerly Abrams & Laster LLP) in Wilmington, Delaware. He has obtained substantial experience litigating before the Delaware Court of Chancery and the Delaware Supreme Court and providing corporate advisory services on a variety of matters relating to Delaware law. Mr. Cook also participated in a successful, highly-expedited arbitration involving complex transactional issues.

Mr. Cook co-authored *Frequently Asked Questions, Answers and More Questions about the Business Strategy Immunity*, 856 PLI/Lit 503 (2011), and *The Delaware Supreme Court Weighs in on Fiduciary Duties to Creditors*, Insights (June 2007).

Mr. Cook is a member of the Richard S. Rodney Inn of Court, the American Bar Association (Business Law Section), the Delaware State Bar Association, and the New York State Bar Association.

Mr. Cook received his J.D. from the University of Virginia in 2005, where he served on the Editorial Board for the Virginia Environmental Law Journal. Following graduation from law

school, Mr. Cook served as a law clerk to the Honorable John W. Noble of the Delaware Court of Chancery. Mr. Cook received a B.A., with distinction, from the University of Virginia in 2002, where he majored in economics and history and was a Jefferson Scholar and an Echols Scholar.

Robert G. Eisler

Robert Eisler is a director in Grant & Eisenhofer's antitrust practice. Mr. Eisler has been involved in many significant antitrust class action cases in recent years. He is experienced in numerous industries, including pharmaceuticals, paper products, construction materials, industrial chemicals, processed foods, municipal securities, and consumer goods.

Mr. Eisler has served as lead or co-lead counsel in many of the largest antitrust cases litigated, including, *In re Buspirone Antitrust Litigation*, (which led to a \$90 million settlement and in which presiding Judge Koeltl stated that the plaintiffs' attorneys had done "a stupendous job"), *In re Ciprofloxacin Hydrochloride Antitrust Litigation*, *In re Flat Glass Antitrust Litigation*, *In re Municipal Derivatives Antitrust Litigation*, and *In re Chocolate Confectionary Antitrust Litigation*.

Mr. Eisler has played major roles in a number of other significant antitrust cases, including *In re Linerboard Antitrust Litigation*, *In re Aftermarket Filters Antitrust Litigation*, and *In re Publication Paper Antitrust Litigation*.

Mr. Eisler also has extensive experience in securities, derivative, complex commercial and class action litigation at the trial and appellate levels. He has been involved in numerous securities and derivative litigation matters on behalf of public pension funds, municipalities, mutual fund companies and individual investors in state and federal courts.

In addition, Mr. Eisler has significant experience litigating antitrust matters in the U.K., including cases concerning cartels in a number of industries, such as: air cargo services, air passenger services, automotive glass, and pharmaceuticals, among others. With respect to foreign discovery in London in particular, he has taken numerous depositions of European defendants and witnesses in London in many antitrust cases, as well as in other types of matters.

Mr. Eisler graduated from LaSalle University in 1986, and in 1989 from Villanova University School of Law.

Elizabeth (Beth) Graham

Elizabeth ("Beth") Graham is a director at Grant & Eisenhofer, leading the firm's complex pharmaceutical and device litigation practice. Since 1989, she has dedicated her practice to complex mass tort and class action litigation.

Ms. Graham's expertise spans the practice areas of mass tort, consumer fraud, product liability, environmental, and employment. She has served as Lead Class Counsel in multi-million dollar cases, has acted as a member of various Plaintiffs' Executive Committees in complex actions, and has prior experience as national defense coordination counsel in product liability litigation.

Notably, Ms. Graham has served as lead counsel in high profile class actions such as *Borman Automotive v. American Honda Motor Corp.* (MDL No. 1069), which resulted in a \$435 million settlement; and litigation against Chrysler based on its Minivan Doorlatch failures and ABS brake defects. Ms. Graham served on the Plaintiffs' Steering Committee and represented dozens of victims in the *In re Sulzer Hip Prosthesis and Knee Prosthesis Liability Litigation* (MDL No. 1410). She has also represented over one hundred families injured by environmental contaminants, including radon, arsenic and rocket fuel, resulting in confidential settlements in excess of \$25 million. Ms. Graham also has vast experience as a consultant to other mass tort firms that seek her advice in structuring their cases.

Currently, Ms. Graham serves on the Plaintiffs' Steering Committee in the Stryker Hip litigation, and is Co-Chair of the Law & Briefing Committee for *In re Xarelto Products Liability Litigation*. She is also actively representing injured victims in cases against major pharmaceutical companies and medical device manufacturers.

Prior to her representation of injured individuals and victims of consumer fraud, Ms. Graham worked for large product liability defense firms as national defense counsel in cases such as *In re Silicone Breast Implant Litigation*.

Before joining G&E, Ms. Graham was a partner at several San Francisco area law firms, as well as the President and Co-Founder of RG2 Claims Administration, LLC and a partner at Heffler Claims Group.

Reuben A. Guttman

Reuben Guttman is a director at Grant & Eisenhofer, where he heads the firm's Washington, D.C. office. His practice involves complex litigation and class actions. He has represented clients in claims brought under the Federal False Claims Act, securities laws, the Price Anderson Act, Department of Energy (DOE) statutes and regulations, the Worker Adjustment and Retraining Notification Act (WARN), Racketeer Influenced and Corrupt Organizations Act (RICO) and various employment discrimination, labor and environmental statutes. He has also tried and/or litigated claims involving fraud, breach of fiduciary duty, antitrust, business interference and other common law torts.

The *International Business Times* has called Mr. Guttman "one of the world's most prominent whistleblower attorneys," and he has been recognized as a 2013 Washingtonian Top Lawyer by *Washingtonian Magazine*. He has served as counsel in some of the largest recoveries under the False Claims Act. In 2013, Mr. Guttman was lead counsel in an intervened case by the United States Department of Justice against Pfizer, Inc. involving the kidney-transplant drug Rapamune. On July 30, 2013, The U.S. Department of Justice announced that Pfizer had agreed to pay \$491 million to settle criminal and civil charges stemming from the illegal marketing of Rapamune by Wyeth Pharmaceuticals, which was acquired by Pfizer in 2009. Mr. Guttman represented two whistleblowers--sales representative Marlene Sandler and pharmacist Scott Paris--who brought the initial action in the case, *United States ex rel. Sandler et al. v. Wyeth Pharmaceuticals, Inc.* Also in 2013, Mr. Guttman was lead counsel in *U.S. ex rel. Kurnik v. Amgen, Inc. et al.*, resulting in the recovery of \$24.9 million from Amgen. That case exposed kickbacks designed to increase sales of the drug Aranesp.

In 2012, he served as lead counsel for the lead whistleblower, Meredith McCoyd, in *U.S. ex rel. McCoyd v. Abbott Labs*, which resulted in a \$1.6 billion recovery for the government. In 2012, he also represented one of the whistleblowers in a case against GlaxoSmithKline that returned over \$3 billion to the government. Also in 2012, Mr. Guttman represented whistleblower Lynn Szymoniak whose *qui tam* case, involving fraudulent mortgage assignments, was resolved as part of the government's \$25 billion settlement with some of the world's largest banks. He represented one of the six main whistleblowers in litigation resulting in the government's September 2009, \$2.3 billion settlement with Pfizer Pharmaceutical and he served as counsel in *U.S. ex rel. Johnson v. Shell Oil Co.*, 33 F. Supp. 2d 528 (E.D. Tex. 1999), where over \$300 million was recovered from the oil industry. On behalf of a European whistleblower, Mr. Guttman was counsel in litigation that resulted in a \$13 million settlement.

Mr. Guttman served as lead counsel in a series of cases resulting in the recovery of more than \$30 million under the Federal Fair Labor Standards Act. Cases brought by Mr. Guttman on behalf of nuclear weapons workers at "Manhattan Project" nuclear weapons sites resulted in congressional oversight and changes in procurement practices, and dread disease compensation legislation, affecting the nation's nuclear weapons complex and its workforce. In addition, he served as lead counsel in litigation brought on behalf of prison workers in the District of Columbia, which resulted in injunctive relief protecting workers against exposure to blood-borne pathogens. Mr. Guttman served as lead counsel in a mediation before the United States Equal Employment Opportunity Commission, resulting in work place standards and back pay for minority employees at a large Texas oil refinery.

Mr. Guttman is the author and/or editor of numerous articles, book chapters, and technical publications and his commentary has appeared in *Market Watch*, *American Lawyer Media*, *AOL Government*, *Accounting Today*, and the *Jerusalem Post*. His article, *Pharmaceutical Regulation in the United States: A Confluence of Influences*, was published in Chinese by the *Peking University Public Interest Law Journal*, Vol. 1, Page 187 (2010). He is co-author of *Gonzalez v. Hewitt*, *SEC v. HG Pharmaceutical*, and *U.S. ex Rel. Rodriguez v. Hughes*, which are case files published by the Emory University School of Law Center for Advocacy and Dispute Resolution (2010) and used to train law students and practicing attorneys.

Among his publications, Mr. Guttman is author or co-author of Chapters 5-10 in *Internal Investigations: How to Protect Your Clients or Companies in the Global, Post Dodd-Frank World* (Practising Law Institute, 2012). He has appeared on *ABC Nightly News*, *CNN*, *Bloomberg News*, and has been quoted in major publications including *The Wall Street Journal*, *The New York Times*, *The Washington Post*, *The Los Angeles Times*, *The Atlanta Journal-Constitution*, *USA Today*, *Houston Chronicle*, *Dallas Morning News* and national wire services including the Associated Press, Reuters and Bloomberg. Mr. Guttman's commentary on politics and the law has appeared in the *European Lawyer* and he writes a regular blog for its affiliated website, *The Global Legal Post* – www.globallegalpost.com.

In addition to his writings, Mr. Guttman has testified before committees of the United States House of Representatives and the United States Senate on the Asbestos Hazard Emergency Response Act (AHERA). In 1992, he advised President-elect Clinton's transition team on labor policy and worker health and safety regulation.

Mr. Guttman earned his law degree at Emory University School of Law graduating in 1985, and his Bachelor's Degree from the University of Rochester in 1981. He is a Senior Fellow and Adjunct Professor at the Emory University School of Law Center for Advocacy and Dispute Resolution and has been a Team Leader for Emory Law School's Kessler-Eidson Trial Techniques Program. Mr. Guttman is currently serving a three-year term on the Dean's Advisory Board of Emory Law School. As part of a U.S. State Department program in conjunction with the Center for Advocacy and Dispute Resolution, he has been one of five visiting professors at Universidad Panamericana in Mexico City training Mexican Judges and practitioners on oral advocacy and trial practice. He is a contributing editor of a soon to be published textbook on trial practice for Mexican practitioners. For the Fall Semester, 2012, Mr. Guttman was appointed as an Adjunct Professor at the Rutgers University Law School where he has taught in the trial program.

Mr. Guttman is a member of the Board of Directors of the American Constitution Society. He is also the Chairman of the American Association for Justice Qui Tam Litigation Group. He is a founder of and advisor to a new online journal at Emory Law School entitled Emory Corporate Governance and Accountability Review (ECGAR), and a faculty member of the National Institute of Trial Advocacy. He has been a guest lecturer at a number of universities including Jiao Tong University in Shanghai, Peking University in Beijing and Renmin University in Beijing. In 2006, he was invited by the Dutch Embassy in China to share his expertise with experts in China about changes to the nation's labor laws. He is the founder of www.whistleblowerlaws.com and www.thecorporateinsider.com, and co-founder of www.voicesforcorporateresponsibility.com.

Geoffrey C. Jarvis

Geoffrey Jarvis, a director at Grant & Eisenhofer, focuses on securities litigation for institutional investors. He had a major role in Oxford Health Plans Securities Litigation and DaimlerChrysler Securities Litigation, both of which were among the top ten securities settlements in U.S. history at the time they were resolved. Mr. Jarvis also has been involved in a number of actions before the Delaware Chancery Court, including a Delaware appraisal case that resulted in a favorable decision for the firm's client after trial. At the present time, he has primary responsibility for a number of cases in which Grant & Eisenhofer clients have opted-out of class actions, and has also played a lead role in class actions against Tyco, Alstom and Sprint.

Mr. Jarvis received a B.A. in 1980 from Cornell University, where he was elected to Phi Beta Kappa. He graduated cum laude from Harvard Law School in 1984. Until 1986, he served as a staff attorney with the Federal Communications Commission, participating in the development of new regulatory policies for the telecommunications industry. He then became an associate in the Washington office of Rogers & Wells, principally devoted to complex commercial litigation in the fields of antitrust and trade regulations, insurance, intellectual property, contracts and defamation issues, as well as counseling corporate clients in diverse industries on general legal and regulatory compliance matters. Mr. Jarvis was previously associated with a prominent Philadelphia litigation boutique and had first-chair assignments in cases commenced under the Pennsylvania Whistleblower Act and in major antitrust, First Amendment, civil rights, and complex commercial litigation, including several successful arguments before the U.S. Court of Appeals for the Third Circuit.

Mr. Jarvis authored "State Appraisal Statutes: An Underutilized Shareholder Remedy," *The Corporate Governance Advisor*, May/June 2005, Vol. 13, #3, and co-authored with Jay W. Eisenhofer and James R. Banko, "Securities Fraud, Stock Price Valuation, and Loss Causation: Toward a Corporate Finance-Based Theory of Loss Causation," *Business Lawyer*, Aug. 2004.

John C. Kairis

John Kairis is a director at Grant & Eisenhofer, where he represents institutional investors in class action litigation, individual "opt-out" securities litigation, and derivative and corporate governance litigation in the Delaware Chancery Court and other courts throughout the country. He has been a leader of G&E teams that have achieved some of the largest recoveries in securities class action history, and played major roles in the *Tyco*, *Parmalat*, *Marsh & McLennan*, *Hollinger International* and *Dollar General* securities class actions, and opt-out actions in *AOL Time Warner* and *Telxon Corporation*. Among his Delaware Chancery Court litigation experience is a landmark case against HealthSouth, involving a books and records trial under Section 220 of the Delaware General Corporations Law, to obtain certain documents that the corporation refused to produce, which led to a settlement implementing corporate governance improvements, such as HealthSouth's agreement to replace its conflicted directors with independent directors approved by a committee which included the institutional investor plaintiff.

Mr. Kairis has also been instrumental in prosecuting consumer class actions involving unfair competition and false marketing claims against both Johnson & Johnson and Bausch & Lomb, and is currently prosecuting off-label marketing cases brought under the federal False Claims Act and various state counterpart false claims acts. Mr. Kairis currently represents the lead plaintiffs and the class in a securities fraud suit against Merck & Co. and certain of its officers and directors relating to the defendants' alleged suppression of test results of Merck's cholesterol medication Vytorin, the lead plaintiffs in a securities class action against Apollo Group and certain of its officers and directors relating to the defendants' participation in a fraudulent accounting scheme, and the lead plaintiffs in various breach of fiduciary duty cases pending in the Delaware Chancery Court.

Mr. Kairis has authored articles including "Shareholder Proposals For Reimbursement Of Expenses Incurred In Proxy Contests: Recent Guidance From The Delaware Supreme Court," *PLI*, What All Business Lawyers Must Know About Delaware Law Developments 2009 (New York, NY May 21, 2009) (co-authored with Stuart Grant); "Challenging Misrepresentations in Mergers: You May Have More Time Than You Think," *Andrews Litigation Reporter*, Vol. 12, Issue 3, June 14, 2006; "Disgorgement Of Compensation Paid To Directors During The Time They Were Grossly Negligent: An Available But Seldom Used Remedy," *Delaware Law Review*, Vol. 13, #1, 2011; and was the principle writer of an *amicus brief* to the United States Supreme Court on behalf of various public pension funds in the *Merck* case involving the standard for finding that a plaintiff is on "inquiry notice" of potential claims such that the limitations period for pleading securities fraud has commenced.

Mr. Kairis is a 1984 graduate of the University of Notre Dame and a 1987 graduate of the Ohio State University Moritz College of Law, where he was Articles Editor of the *Ohio State Law Journal* and recipient of the American Jurisprudence and John E. Fallon Memorial Awards for

scholastic excellence. He is a member of the Delaware and American Bar Associations and the Delaware Trial Lawyers Association. Mr. Kairis has served on the boards of several nonprofit organizations, including the West-End Neighborhood House, Inc., the Cornerstone West Development Corporation, and the board of the Westover Hills Civic Association. He has also served on the Delaware Corporation Law Committee, where he evaluated proposals to amend the Delaware General Corporation Law.

Adam J. Levitt

Adam J. Levitt is a director at Grant & Eisenhofer P.A. and leads the Firm's Consumer Practice Group. He specializes in complex commercial litigation, class action, and mass tort litigation in the areas of consumer protection, antitrust, securities, technology, and agricultural law. Mr. Levitt served as co-lead counsel in two of the largest agricultural and biotechnology class actions in recent years, recovering more than \$1 billion in damages for the plaintiffs: *In re Genetically Modified Rice Litigation*, in which Mr. Levitt has obtained settlements exceeding \$900 million on behalf of long-grain rice producers and others who suffered losses resulting from contamination of the U.S. rice supply with unapproved, genetically modified seeds; and *In re StarLink Corn Products Liability Litigation*, where he recovered \$110 million on behalf of farmers who sustained market losses on their corn crops arising from contamination of the U.S. corn supply with genetically-modified StarLink corn.

Mr. Levitt is "AV" rated by Martindale Hubbell. He has been recognized in *Illinois Super Lawyers* for the past several years, acknowledged by Lawdragon as one of the leading lawyers in America, and has been named "Litigator of the Week" by *American Lawyer Magazine*.

With one of the country's leading consumer litigation practices, Mr. Levitt has successfully served as counsel in numerous class and complex litigation cases at both the state and federal courts, on the trial and appellate court levels. His current cases include several notable consumer actions: *In re Honey Transshipping Litigation*; *In re Porsche Cars North America Inc., Plastic Coolant Tubes Product Liability Litigation*; *In re Stryker Rejuvenate and ABG II Hip Implant Litigation*; *Belville v. Ford Motor Company*; *In Re: Dial Complete Marketing and Sales Litigation*; and *In re Wesson Oil Marketing and Sales Practices Litigation*.

Mr. Levitt has authored numerous articles on class action litigation and consumer protection; his most recent publications include: "The Ascertainability Fallacy and Its Consequences," *AAJ Class Action Litigation Newsletter*, Spring 2015; "Fees Obliterate Managed Futures Fund Profits," *Financial Advisor*; "Calculating Damages in Securities Class Actions," *TRIAL*, Vol. 49, No. 6.; "The Role and Function of Corporate Representatives at Trial," *The Trial Lawyer*, Vol. II, No. IV; "Multidistrict Litigation Practice: The Function and Shifting Focus of the JPML in Class Action and Other 'Bet the Company' Litigation," chapter from *Straight from the Top: Case Studies in the World of Litigation*; "Sticky Situations in Mass Tort Settlements," *TRIAL*, Vol. 48, No. 11; "CAFA and Federalized Ambiguity: The Case for Discretion in the Unpredictable Class Action," 120 *Yale Law Journal Online* 231; and "Taming the Metadata Beast," *New York Law Journal*; "The Big Business Wish List: Proposed Illinois Supreme Court Rule 225 and the Demolition of Consumer Rights," *The Class Act*, 2005; "Foreign Investors Serving as Lead Plaintiffs in U.S.-Based Securities Cases," *Association of Trial Lawyers of America*, 2005; "Proposed Rule 225: A Death Warrant for Class Actions in Illinois," *Illinois Bar*

Journal, 2005; "An Illinois Lawyer's Guide to Service of Process in Mexico," *Illinois Bar Journal*, 1994.

In addition to his writings, Mr. Levitt is a frequent speaker on topics of consumer protection, multidistrict litigation, biotechnology, corporate governance, securities litigation, and Internet privacy. Mr. Levitt has also testified before the Illinois Supreme Court Rules Committee on class action practice and related issues. In addition to chairing Law Seminars International's "Litigating Class Actions" annual conference in Chicago, Mr. Levitt's recent speaking engagements include:

- "Rage Against the Machine: Breaking Down the Best-Schooled Corporate Executives at Deposition and Trial," Trial Lawyers Summit, 2015;
- "Litigation Background and Update: In re Syngenta AG MIR 162 Corn Litigation," Syngenta GMO Corn Webinar, 2015;
- "The Process that Works" -- "Class Action Mediation LIVE!", 18th Annual National Institute on Class Actions, 2014;
- "Recent Developments in the Supreme Court, Seventh Circuit and Northern District of Illinois," Litigating Class Actions, 2013;
- "Access to Justice after Iqbal and Twombly," American Constitution Society Georgia Lawyer Chapter, 2013;
- "Recent Developments in Class Action Settlement Jurisprudence," American Association for Justice, 2013 Annual Convention;
- "Using Litigation to Enforce and Protect Food Labeling and Crop Standards," Animals as Food: The Legal Treatment of Animals in Contemporary Agribusiness and Factory Farming, 2013;
- "Supreme Court Review," Global Shareholder Activism Conference, 2013;
- "Manifestation of Defect That Causes Actual Injury in Economic Defect Related Class Actions," 2013 National Consumer Class Action Litigation & Management Conference;
- "Disaster Averted, Mass Tort Resolved - Settling Mass Tort Disaster Cases," American Bar Association, Section of Litigation Annual Conference, 2013;
- "Current Trends in Consumer Litigation," Grant & Eisenhofer Consumer Litigation Breakfast Briefing, 2013;
- "Consumer Class Actions in a Post-Concepcion World," The Shifting Landscape of Class Litigation, 2013;
- "Deposing the Corporate Machine: How to Win Against the Best-Schooled Corporate Executive," Trial Skills Retreat: Empowering Witnesses Conference by 360 Advocacy Institute, 2013;
- "Fighting the Class Action Battle: What Every Lawyer Needs to Know About Filing the Class Certification Motion," Trial Lawyers Summit, 2013;
- "The JPML's 1404/1407 Shift and the End of Reflexive Transfer," Aggregate Litigation After Class Actions Conference of Law Seminars International, 2013;
- "Trial Lawyers and Class Actions: Protecting Consumers and Elevating Your Practice," Trial Lawyers Summit, 2012;
- "Lead Plaintiff 'Pickoffs', Offers of Judgment, Moving to Dismiss Class Allegations, and Other Early Attacks on the Class Process," Litigating Class Actions Conference of Law Seminars International, 2012;
- "MERS Litigation: Justice for Illinois Counties," Illinois Association of County Clerks & Records Annual Conference, 2012;

- "Class Actions in Medical Device and Pharmaceutical Litigation," HarrisMartin TVM/Actos Litigation Conference, 2012;
- "The Evolution of the Class Action Notice," Class Actions -- Plaintiff & Defense Perspectives, 2012;
- "Removal, Remand, and Claims Asserted -- Strategic Considerations in MERS Litigation," American Association for Justice, Mortgage Electronic Registration System (MERS) Teleseminar, 2012;
- "Thinking About Trial from Day One," American Association for Justice, 2012 Annual Convention;
- "Litigation at Sunrise -- The Basics of the MERS System," American Association for Justice, 2012 Annual Convention;
- "Class Action Litigation and Victim Services," 38th NOVA Conference, 2012;
- "Modifying Your Approach for Multi-State Class Actions," Litigating Class Actions (Seattle), 2011;
- "Multi-State Litigation in the Post-CAFA World," Litigating Class Actions (Chicago), 2011;
- "Imprelis Herbicide Litigation Spotlight," HB Litigation Conferences, 2011;
- "Ethical Implications of Class Action and Mass Tort Settlements," American Association for Justice, Summer Conference, 2011;
- "Current Developments in Consumer Protection Litigation," 11th Annual Class Action/Mass Tort Symposium, 2011;
- "Privacy Litigation: The Evolution in Theories and Outcomes," International Association of Privacy Professionals "Privacy Academy," 2009;
- "Securities Litigation Update," 2008 Class Action Institute;
- "Legal Strategies to Fight Negative Effects of Genetic Engineering," Public Interest Environmental Law Conference 2007;
- "Corporate Governance Developments," Financial Management Association -- 2005 Conference.

Mr. Levitt graduated *magna cum laude* from Columbia University in 1990 and received his J.D. from Northwestern University School of Law in 1993.

Megan D. McIntyre

Megan McIntyre is a director at Grant & Eisenhofer, practicing in the areas of corporate, securities and complex commercial litigation. Among other work, she has represented institutional investors, both public and private, in corporate cases in the Delaware Court of Chancery as well as in securities class actions in federal courts throughout the country that have resulted in significant recoveries. She was a member of the trial team in *In re Safety-Kleen Corp. Bondholders Litigation*, which ended in settlements and judgments totaling approximately \$280 million after six weeks of trial, and she played a lead role in *In re Refco Inc. Securities Litigation*, which culminated in recoveries exceeding \$400 million. Ms. McIntyre was also a member of the litigation teams that represented the plaintiffs in two cases whose settlements rank among the largest in the history of the Delaware Court of Chancery: *In re El Paso Corp. Shareholder Litigation*, which settled for \$110 million, and *American International Group, Inc. Consolidated Derivative Litigation*, which settled for \$90 million.

In addition to her work on behalf of investor plaintiffs in class and derivative litigation, Ms. McIntyre has represented institutional investors who have opted out of federal securities class actions to pursue separate actions, resulting in recoveries that exceeded what they would have received as class members. Ms. McIntyre has also successfully represented clients in obtaining access to corporate proxy statements for the purpose of presenting proposed shareholder resolutions, and has brought and defended actions seeking to enforce shareholders' rights to inspect corporate books and records pursuant to the statutory authority of Section 220 of the Delaware General Corporation Law.

Ms. McIntyre has appeared as a guest on CNBC's "On the Money," and on September 13, 2012 she was featured as "Litigator of the Week" in *The AmLaw Litigation Daily* for her work in the *In re El Paso Corp. Shareholder Litigation*.

Ms. McIntyre graduated from The Pennsylvania State University in 1991 and graduated *magna cum laude* in 1994 from The Dickinson School of Law. In 2013, she was selected as one of the Lawdragon 500 Leading Lawyers of America.

Gordon Z. Novod

Gordon Novod is a director at Grant & Eisenhofer P.A., focusing his practice on corporate restructuring and creditors' rights. He has more than thirteen years of experience representing *ad hoc* and official committees, distressed investors, lenders, indenture trustees, trade creditors, and other parties in some of the most complex landmark restructurings.

Mr. Novod's industry experience spans the automotive, chemical, construction, energy, entertainment, gaming, manufacturing, media, and retail sectors. He has negotiated, drafted, and litigated all aspects of Chapter 11 plans of reorganization, valuation, and plan confirmation proceedings, contested debtor-in-possession financing and cash collateral use, the pursuit of fraudulent conveyance actions, and other matters involving bankruptcy motion and litigation practice. He also has extensive experience reviewing, advising clients on, and litigating with respect to corporate and credit documents, including indentures, credit agreements, inter-creditor agreements, security agreements, and other lending documents concerning corporate debt and complex capital structures.

Mr. Novod prides himself on providing high quality advocacy to clients, keeping their business objectives in mind, thereby enabling him to build lasting relationships. He is also able to grasp complex legal and business issues in order to craft and implement innovative, yet practical solutions to maximize value for clients.

On numerous occasions, Mr. Novod has been acknowledged for his work as a restructuring attorney. In 2011, Law360 called him one of the "Rising Stars" in restructuring and "one of the five bankruptcy attorneys under 40 to watch." He was also named a finalist in the M&A Advisor's "40 under 40." The following year, he was recognized as a "Winner of the 2012 40 Under 40 East M&A Advisor Recognition Awards" and New York Super Lawyers – Bankruptcy, "Rising Stars." In 2013 and 2014, he was selected to New York Metro Super Lawyers in Bankruptcy. In addition, he serves on the New York City Bar Association's Committee on Bankruptcy and Corporate Reorganization.

Prior to joining G&E, Mr. Novod was a partner in the bankruptcy & corporate restructuring group at Brown Rudnick in New York. He also formerly practiced in the corporate restructuring and bankruptcy group at Kramer Levin Naftalis & Frankel LLP.

Mr. Novod's prominent engagements include:

- Caesars Entertainment Operating Company, Inc. (unsecured bondholder and proposed class representative)
- ShengdaTech, Inc. (ad hoc noteholder committee)
- Tribune Company (indenture trustee)
- Central European Distribution Corporation (ad hoc committee of convertible noteholders)
- Lyondell Chemical Company (creditors' committee)
- Herbst Gaming, Inc. (creditors' committee)
- Lehman Brothers (ad hoc consortium of claimholders of Lehman Brothers Special Financing, Inc.)
- Green Valley Ranch Gaming, LLC (ad hoc committee of second lien lenders)
- Palm Harbor Homes, Inc. (indenture trustee)
- Equisearch Services, Inc. (trade creditor)
- General Motors Corporation (n/k/a Motors Liquidation Company) (creditors' committee)
- Charter Communications, Inc. (ad hoc first lien lenders)
- Midway Games, Inc. (secured lender)
- Bethlehem Steel Corp. (creditors' committee)
- WCI Steel, Inc. (ad hoc noteholders' committee and indenture trustee)
- Delphi Corp. (trade creditor and member of the creditors' committee)
- Grace Industries, Inc. (creditors' committee)
- Wave Wireless Corp. (secured lender)
- Diomed, Inc. (licensor and chairman of the creditors' committee)
- TransCare Corp. (creditors' committee)
- Buffets Holdings, Inc. (ad hoc noteholders' committee)
- ASARCO LLC (majority bondholders)
- Bridgeport Holdings, Inc. (Micro Warehouse, Inc.) (debtors)
- WestPoint Stevens, Inc. (second lien agent)

Mr. Novod has lectured on indenture analysis and fraudulent conveyance litigation.

Linda P. Nussbaum

Linda Nussbaum is a director at Grant & Eisenhofer and leads the antitrust practice. Ms. Nussbaum is nationally recognized for her representation of class and individual plaintiffs in antitrust litigation in pharmaceuticals, commodities, and financial services, among other industries. She has been sole or co-lead counsel in many significant antitrust class actions, which have resulted in substantial recoveries, many in the realm of hundreds of millions of dollars: *In re Microcrystalline Cellulose Antitrust Litigation*; *Oncology & Radiation Associates, P.A. v. Bristol-Myers Squibb Co., et al. (Taxol Antitrust Litigation)*; *North Shore Hematology-Oncology*

Associates, P.C. v. Bristol-Myers Squibb Co. (Platinol Antitrust Litigation); In re Children's Ibuprofen Oral Suspension Antitrust Litigation; In re Relafen Antitrust Litigation; In re Plastics Additives Antitrust Litigation; In re Remeron Antitrust Litigation; Meijer, et al. v. Warner Chilcott Holdings Company, III, Ltd., et al. (Ovcon Antitrust Litigation); and In re Lorazepam & Clorazepate Antitrust Litigation.

Current cases in which Ms. Nussbaum serves as lead counsel include *In re Aluminum Warehousing Antitrust Litigation; In re Zinc Antitrust Litigation; In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation; Adriana M. Castro, M.D. v. Sanofi Pasteur Inc. (Menactra); and In re London Silver Fixing Ltd., Antitrust Litigation.* In addition, she serves on the steering and/or executive committees in *In re Lithium-Ion Batteries Antitrust Litigation; In re MF Global Holdings LTD Investment Litigation; In re Lidoderm Antitrust Litigation; In re Aggrenox Antitrust Litigation; and In re Pool Product Distribution Market Antitrust Litigation.*

In addition to her work representing plaintiff classes, Ms. Nussbaum represents large public companies in individual antitrust actions, including in *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation; and In re American Express Anti-Steering Rules Antitrust Litigation.*

Recently resolved direct purchaser class cases in which Ms. Nussbaum served as lead counsel include: *In re Puerto Rican Cabotage Antitrust Litigation; In re DDAVP Direct Purchaser Antitrust Litigation; Meijer Inc. & Meijer Distribution, Inc. v. Abbott Laboratories (Norvir); Meijer, Inc., et al. v. AstraZeneca Pharmaceuticals LP, et al. (Toprol), Rochester Drug Co-Operative, et al. v. Braintree Laboratories, Inc., and Mylan Pharmaceuticals, Inc. v. Warner Chilcott Public Limited Company, et al. (Doryx).*

Ms. Nussbaum was selected "Litigator of the Week" by the *AmLaw Litigation Daily* on April 2, 2010 for her work as trial counsel in *Kaiser Foundation Health Plan, Inc. and Kaiser Foundation Hospitals v. Pfizer*, in which she obtained a jury verdict for Kaiser under RICO resulting in a damages award for her client of \$142 million after trebling, which was affirmed by the First Circuit. She was named as a finalist for Public Justice Foundation's 2011 Trial Lawyer of the Year award.

Ms. Nussbaum has lectured extensively about various aspects of antitrust law. On December 2, 2014, Ms. Nussbaum was on a panel entitled "Antitrust Implications of the Financial Crisis: Financial Instruments, Derivatives, and Commodities" at the American Antitrust Institute Annual Private Enforcement Conference, concerning financial benchmarking cases such as Gold, Silver, Aluminum, Zinc, LIBOR, Credit Default Swaps, Foreign Exchange, and ISDAfix, among others. She participated in a panel for The American Bar Association on FDA Citizen Petitions and Noerr Immunity. Her recent publications include: "The Fifth Annual Future of Antitrust Enforcement Conference" presented at the American Antitrust Institute's Fifth Annual Symposium on December 7, 2011; "The Evolving Challenges of Class Certification" presented at the American Antitrust Institute's Third Annual Symposium on Private Antitrust Enforcement on December 8, 2009; "Daubert 15 Years Later: How Have Economists Fared?" presented at the ABA Section of Antitrust Law Spring Meeting in March 2009; and "The Hatch-Waxman Act 25 Years Later: Successes, Failures and Prescriptions for the Future," presented at a panel on "Lawyers, Drugs and Money, a Prescription for Antitrust Enforcement in the Pharmaceutical

Industry” at the University of San Francisco School of Law Antitrust Symposium on September 25, 2009. Her article “Where do we go now? The Hatch-Waxman Act 25 Years Later: Successes, Failures, and Prescriptions for the Future” was recently published in the *Rutgers Law Journal*.

Ms. Nussbaum’s successful prosecution of complex litigation has been recognized and commended by judges in matters in which she has served as lead counsel. Chief Judge Hogan commented about Ms. Nussbaum and her co-lead counsel in *In re Lorazepam & Clorazepate Antitrust Litigation*, No. 99-cv-00276 (D.D.C.), “Obviously, the skill of the attorneys, and I’m not going to spend the time reviewing it, I’m familiar with counsel, and they, as I said, are among the best antitrust litigators in the country.” From Judge Faith S. Hochberg of the United States District Court for the District of New Jersey: “[W]e sitting here don’t get to see such fine lawyering, and it’s really wonderful for me both to have tough issues and smart lawyers. On behalf of the entire federal judiciary I want to thank you for the kind of lawyering we wish everybody would do.” In *In re Neurontin Marketing and Sales Practices Litigation*, No. 04-10981 (PBS) (D. Mass), District Judge Patti Saris commented that “[this was] a fabulous trial[.] [I]t’s the kind of thing that you become a judge to sit on.”

Ms. Nussbaum is a member of the Advisory Board of the American Antitrust Institute, and a member of the American Law Institute.

James J. Sabella

James Sabella is a director at Grant & Eisenhofer. He has over thirty-five years of experience in complex civil litigation, including representing plaintiffs and defendants in class and derivative actions involving trial and appellate work in state and federal courts. He has substantial experience in securities litigation and litigation involving claims against accounting firms and underwriters. He has also handled antitrust litigation and cases involving the fiduciary obligations of trustees under state law.

Mr. Sabella has represented the lead plaintiffs in numerous major cases that have resulted in large recoveries, including the General Motors securities litigation, where the settlement was in excess of \$300 million, and the Refco securities litigation, where the recovery was in excess of \$400 million. He also represented the lead plaintiffs in the Parmalat securities litigation, which resulted in landmark opinions establishing that the international firms that coordinate the audit services that audit firms conduct in various countries can be held liable for the conduct of such local audit firms.

Prior to joining Grant & Eisenhofer, Mr. Sabella practiced for twenty-eight years at several large Manhattan law firms, most recently as a partner in Sidley, Austin, Brown & Wood LLP, where his practice focused largely on accountants’ liability defense, including the defense of actions alleging securities law violations and professional malpractice as well as grand jury investigations and investigations by the American Institute of Certified Public Accountants.

Mr. Sabella is a 1976 graduate of Columbia Law School, where he was a member of the Board of Directors of the *Columbia Law Review*. He received a B.A. *summa cum laude* from Columbia College in 1972 and a B.S. in 1973 from the Columbia School of Engineering, where he was valedictorian.

Mary S. Thomas

Mary Thomas is a director at Grant & Eisenhofer. She spent twelve years practicing business litigation with two of Los Angeles' leading law firms before joining Grant & Eisenhofer in 2006. Her experience prior to Grant & Eisenhofer includes trade secret and intellectual property matters, contract actions, employment defense, consumer class action defense, insurance disputes and environmental matters.

At Grant & Eisenhofer, Ms. Thomas has successfully represented institutional investors in class action securities and shareholder derivative litigation. Notably, Ms. Thomas represented the lead plaintiffs in the Marsh & McLennan securities litigation, which resulted in a \$400 million settlement. Representative of Ms. Thomas' experience in Delaware Chancery Court is her successful representation of investors in the ACS shareholders litigation.

Ms. Thomas served as a volunteer arbitrator for the L.A. County Bar Association and as a volunteer mediator for the L.A. Superior Court and now serves as a volunteer guardian *ad litem* through Delaware's Office of the Child Advocate. She co-authored "California Wage and Hour Laws" (published by the National Legal Center for the Public Interest, January 2005) and was one of several authors of the 10th and 11th editions of the *California Environmental Law Handbook*.

Ms. Thomas graduated *magna cum laude* from Harvard Law School in 1994 and *magna cum laude* from the University of Delaware in 1991.

Joseph R. "Beau" Biden III

Beau Biden is of counsel at Grant & Eisenhofer. Prior to joining G&E, he served as Delaware's 44th Attorney General, from 2007-2015.

Mr. Biden's career as a prosecutor began with the United States Attorney's Office in Philadelphia. He previously served for two years as counsel in the Office of Policy Development, where he worked to protect missing and exploited children, reduce gun violence and prevent domestic violence.

As Attorney General, Mr. Biden's work on behalf of homeowners helped many families avoid foreclosure, and his leadership led to more than \$185 million in financial benefits for individual Delaware families and government agencies that assist homeowners and pursue accountability. In 2012, he established the Office of Foreclosure Prevention and Financial Education as well as the Delaware Mortgage Mediation Program to help homeowners keep their residences. Under Mr. Biden's leadership, the Delaware Department of Justice participated in settlements with three of the nation's largest banks, making Delaware one of only four states to do so.

In 2007, Mr. Biden helped launch Delaware's Child Predator Task Force. In 8 years, the CPTF removed more than 210 predators from neighborhoods and rescued more than 120 children from abusive situations. Mr. Biden also successfully sought legislation that imposes mandatory prison sentences on those who deal in child pornography and predators who troll for child victims online. In 2014, he and his office worked to develop legislation that gives Delaware law enforcement new tools to stop human trafficking and help victims rebuild their lives.

Mr. Biden is an advocate for senior citizens, cracking down on criminals who exploit and abuse the elderly, protecting survivors of domestic violence, strengthening communities by combating crime on the local level and protecting the environment by punishing illegal polluters and enforcing Delaware's open government laws.

Mr. Biden currently serves as a Major in the Delaware Army National Guard and returned from a year-long deployment supporting Operation Enduring Freedom in Iraq in September 2009. He has also served as Interim Legal Advisor for the United States Department of Justice in post-war Kosovo, helping the war-torn nation develop a law enforcement and criminal justice system.

Michael E. Criden

Michael E. Criden is of counsel at Grant & Eisenhofer. He is an experienced trial lawyer who devotes a substantial amount of his practice to antitrust securities and consumer fraud class action litigation, securities and broker misconduct litigation and complex commercial litigation.

Mr. Criden is nationally recognized in the field of securities arbitration. On behalf of approximately three thousand individual investors in various limited partnerships, Mr. Criden recovered over \$100 million from major brokerage firms such as Dean Witter, Prudential, Paine Webber and Merrill Lynch. Mr. Criden also has considerable experience in securities and other class actions involving consumer fraud and antitrust matters. See, e.g., *Davis v. Prudential Sec., Inc.*, 59 F.3d 1186 (11th Cir. 1995). In addition, Mr. Criden was co-lead counsel in *Shea v. New York Life Insurance Co.*, No. 96-0746-Civ-Nesbitt (S.D. Fla.), wherein investors in limited partnerships received a full refund of their investment, nearly \$200 million.

In October 2003, Mr. Criden's firm, as Lead Counsel in *Vista Healthplan, Inc. v. Bristol-Myers Squibb Co. and American Bioscience*, No. 1:01CV01295 (D.D.C.), an antitrust class action, recovered \$15,000,000 in a settlement for a class of third-party payors. In February 2004, Mr. Criden's firm, as Lead Counsel, recovered \$9,708,000 in *Johnson v. National Western Life Insurance Co.*, No. 01-032012-CP (Mich. Cir. Ct.), a consumer-fraud class action wherein it was alleged that National Western was selling inferior annuity products to the elderly. In recent years, Mr. Criden has been instrumental in recovering additional millions of dollars in several antitrust and consumer fraud cases. See, e.g., *In re Buspirone Antitrust Litig.*, (S.D.N.Y.) (\$90,000,000); *Ivax v. Aztec Peroxides*, No. 02-0593 (\$24,000,000); *Best v. Wilmington Trust Co.*, No. 99-889-Civ-Jordan (S.D. Fla.) (\$3,225,000); and *Gregersen v. One Int'l Assocs Limited Partnership*, C.A. No. 17274 (Del. Ch.) (\$2,000,000). Mr. Criden's firm also was Lead Counsel for Third-Party Payors in *In re Remeron Antitrust End-Payor Antitrust Litigation*, responsible for allocating a \$36 million settlement fund with several State Attorneys General who represented consumers and state agencies.

Currently, Mr. Criden, as a member of the Plaintiffs' Steering Committee, is litigating *In re Insurance Brokerage Antitrust Litigation*, MDL No. 1663 (D.N.J.); see also *In re: DDAVP Indirect Purchaser Litig.*, No. 05-2237 (CLB) (S.D.N.Y.) (Co-Lead Counsel); *In re Puerto Rican Cabotage Antitrust Litig.* (Steering Committee).

Richard S. Schiffrin

Richard S. Schiffrin is of counsel at Grant & Eisenhofer. He has represented institutional investors and consumers in securities and consumer class actions worldwide. In 2008, Mr. Schiffrin retired as a founding partner of Schiffrin Barroway Topaz & Kessler, LLP.

Mr. Schiffrin has been recognized for his expertise in many prominent cases, including *In re Tyco International Ltd. Securities Litigation*, the most complex securities class action in history, which resulted in a record \$3.2 billion settlement. The \$2.975 billion payment by Tyco represents the single largest securities class action recovery from a single corporate defendant in history, while the \$225 million settlement with PricewaterhouseCoopers (PwC) represents the largest payment PwC has ever paid to resolve a securities class action and is the second-largest auditor settlement in securities class action history; *In re AremisSoft Corp. Securities Litigation*, a complex case involving litigation in four countries, resulting in a \$250 million settlement providing shareholders with a majority of the equity in the reorganized company after embezzlement by former officers; *In re Tenet Healthcare Corp.*, resulting in a \$216.5 million settlement and which led to several important corporate governance improvements; *Henry v. Sears, et al.*, one of the largest consumer class actions in history which resulted in a \$156 million settlement distributed without the filing of a single proof of claim form by any class member; *Wanstrath v. Doctor R. Crants, et al.*, a derivative action filed against the officers and directors of Prison Realty Trust, Inc., challenging the transfer of assets to a private entity owned by company insiders, resulting in corporate governance reform in addition to the issuance of over 46 million shares to class members; *Jordan v. State Farm Insurance Company*, resulting in a \$225 million settlement and other monetary benefits for current and former State Farm policy-holders; and *In re Sotheby's Holdings, Inc. Derivative Litigation*, resulting in a multi-million dollar settlement and significant governance changes.

Mr. Schiffrin is an internationally renowned speaker and lectures frequently on corporate governance and securities litigation. His lectures include: the MultiPensions Conference in Amsterdam, Netherlands; the Public Funds Symposium in Washington, D.C.; the European Pension Symposium in Florence, Italy; and the Pennsylvania Public Employees Retirement Summit (PAPERS) in Harrisburg, Pennsylvania. Mr. Schiffrin has also taught legal writing and appellate advocacy at John Marshall Law School and served as a faculty member at legal seminars, including the Annual Institute on Securities Regulation, NERA: Finance, Law & Economics - Securities Litigation Seminar, the Tulane Corporate Law Institute, and the CityBar Center for CLE (NYC): Ethical Issues in the Practice of Securities Law.

Mr. Schiffrin is a graduate of DePaul Law School and attended graduate school at the University of Chicago. After protecting the civil rights of clients for seven years as an Assistant Public Defender with the Office of the Public Defender of Cook County, where he tried hundreds of cases, Mr. Schiffrin founded Schiffrin & Craig, Ltd., representing consumers and individual investors in actions brought against public companies. He is licensed to practice law in Pennsylvania and Illinois and has been admitted to practice before numerous United States District Courts.

William A.K. Titelman

William Titelman is of counsel at Grant & Eisenhofer. His practice focuses on plaintiff securities litigation, representing public pension funds, union and Taft-Hartley funds.

He has been actively involved in government, law and public policy throughout his career. Mr. Titelman is involved in *In re Fannie Mae Securities Litigation*, *In re Royal Dutch/Shell Transport Securities Litigation*, *In re Marsh & McLennan Companies, Inc. Securities Litigation*, *In re Cigna Corp. Securities Litigation*, and *In re HealthSouth Stockholder Litigation*. He organized and served as counsel for Amici Curiae states and public pension funds in *Stoneridge Investment Partners, LLC v. Scientific-Atlanta, Inc.*, No. 06-43, and *Tellabs, Inc. v. Makor Issues & Rights, Ltd.*, No. 06-484, both before the United States Supreme Court, and *In re Dynex Capital Securities Litigation*, No. 06-2902-cv, before the Second Circuit. The briefs in these three cases were filed on behalf of eight states and five public pension funds concerning critical issues of investor protection and securities litigation.

Mr. Titelman began his career in the early 1970's serving in several key positions in Pennsylvania state government, including Director of Motor Vehicles and Special Assistant to the Governor for Government Management. After graduating from The Dickinson School of Law in 1980, Mr. Titelman led the Pennsylvania Trial Lawyers Association for nearly a decade in its efforts to protect and expand individual rights, including shareholder rights, and drafted key provisions of Pennsylvania's automobile insurance and consumer safety laws. Subsequently, he became a partner at a leading Pennsylvania law firm, where he served on the firm's Board of Directors and chaired both its Harrisburg office and its Administrative Law and Government Affairs Practice Group. One of his major clients was the Pennsylvania Public School Employees' Retirement System (PSERS).

In 1988, Mr. Titelman led the successful enactment of a new Pennsylvania Business Corporation Law. From 1989 to 1990, he led a national campaign organizing major public pension funds and other institutional investors, shareholder rights activists, former SEC Commissioners, leading economists and deans of business and law schools to oppose and successfully amend Pennsylvania Senate Bill 1310.

The Wall Street Journal described this legislation as the most onerous anti-shareholder, management-protection bill ever proposed in the United States. Mr. Titelman served as General Counsel to both the Pennsylvania Public School Building and Higher Educational Facilities Authorities. He went to serve on as Executive Vice President of Managed Care and Public Affairs at Rite Aid Corporation, where he suffered substantial losses as a victim of one of the nation's largest securities frauds. He subsequently brought and settled an individual action for securities fraud against Rite Aid.

Prior to joining Grant & Eisenhofer, Mr. Titelman spent more than six years as a partner in a New York based plaintiffs' securities litigation firm. Mr. Titelman is a graduate of the Washington & Jefferson College and The Dickinson School of Law.

Thomas V. Ayala

Thomas V. Ayala is senior counsel at Grant & Eisenhofer, focusing on complex pharmaceutical and medical device litigation. Mr. Ayala has handled all phases of mass tort and personal injury litigation from commencement through trial and appeals. He has also assembled and worked with numerous interdisciplinary teams of medical and scientific expert witnesses to support clients' legal claims, and he has served as first-chair cross-examiner of adversarial experts and other witnesses in product liability litigation. Mr. Ayala is actively representing injured victims

in cases against major pharmaceutical companies, medical device manufacturers, and manufacturers in other industries.

Prior to his representation of injured individuals and victims of consumer fraud, Mr. Ayala worked for an international firm serving as national counsel in numerous mass tort proceedings, including pharmaceutical, medical device, environmental exposure, and other complex personal injury proceedings, including multidistrict litigation proceedings.

Immediately following law school, Mr. Ayala was a law clerk to Judge Eduardo C. Robreno of the U.S. District Court for the Eastern District of Pennsylvania, where he assisted the judge in presiding over seven jury trials and was actively involved in the administration of matters arising under federal and state law.

Mr. Ayala earned his J.D., *summa cum laude*, from Villanova University School of Law in 2004, where he served as editor-in-chief of the *Villanova Law Review* and was named to the Order of the Coif. While at Villanova, Mr. Ayala served as an intern to the late Judge Charles R. Weiner. From 2010-2014, he has been listed as a Rising Star in the *Super Lawyers* and *Philadelphia* magazines.

Peter A. Barile III

Pete Barile is senior counsel at Grant & Eisenhofer, resident in the New York office. Mr. Barile litigates federal antitrust and commodity class actions and other complex matters. He has extensive experience representing both plaintiffs and defendants, providing him insight into how the other sides work, benefitting clients he represents, whether plaintiff classes, opt-outs, individual competitors, or defendants. In addition to his work in federal district courts, Mr. Barile has substantial experience before the Judicial Panel on Multidistrict Litigation, federal Circuit Courts of Appeal, and the United States Supreme Court. Prior to joining Grant & Eisenhofer, he practiced both in New York and in Washington D.C., with major defense law firms renowned for their leading antitrust practices.

Mr. Barile currently devotes a substantial amount of his practice to antitrust and commodity class action litigation involving the financial services industry in the Southern District of New York. Among the matters in which Mr. Barile is involved representing class plaintiffs are: *In re Aluminum Warehousing Antitrust Litigation* (co-lead counsel); *In re London Silver Market, Ltd. Antitrust Litigation* (co-lead counsel), and *In re Zinc Antitrust Litigation* (co-lead counsel), as well in the *Cotton*, *Crude Oil*, *Gold*, *LIBOR*, and *ISDAfix* cases, among other matters. He also has substantial experience litigating high-tech antitrust cases in the Northern District of California, including: *In re Online DVD Antitrust Litigation* (lead counsel); *In re Lithium Ion Batteries Antitrust Litigation* (executive committee); and *In re High Tech Employees Antitrust Litigation* (class counsel).

Mr. Barile's reported cases include: *Leegin Creative Leather Products, Inc. v. PSKS, Inc.*, 551 U.S. 877 (2007) (lead counsel for *amicus curiae* Consumer Federation of America in landmark antitrust case on resale price fixing); *Metallgesellschaft AG v. Sumitomo Corp. of America*, 325 F.3d 836 (7th Cir. 2003) (represented opt-out plaintiffs in a leading antitrust case on international copper commodities trading); *Empagran S.A. v. F. Hoffmann-LaRoche, Ltd.*, 417 F.3d 1267 (D.C. Cir. 2005) (represented *amicus curiae* in appeal concerning the Foreign Trade Antitrust Improvements Act (FTAIA)); *In re Online DVD Rental Antitrust Litigation*, 2010 U.S. Dist. LEXIS 138558 (2010) (obtained certification of 40 million member class of subscribers to Netflix against Netflix and Wal-Mart); *In re Rail Freight Fuel Surcharge Antitrust Litigation*, 593 F. Supp. 2d 29, aff'd, 602 F.3d 444, cert. denied, 131 S. Ct. 822 (2010) (obtained dismissal, affirmance, and denial of *certiorari* in an indirect purchaser price fixing class action against

major national railroads); *In re LTL Shipping Services Antitrust Litigation*, 2009 U.S. Dist. LEXIS 14276 (N.D. Ga. 2009) (obtained dismissal of price fixing class action brought against major trucking companies); *In re Southeastern Milk Antitrust Litigation*, 555 F. Supp. 2d 934 (2008) (defeated motion to dismiss price fixing and monopolization claims brought on behalf of classes of dairy farmers); *In re Medical Residents Antitrust Litigation*, 339 F. Supp. 2d 26 (D.D.C. 2004), *aff'd*, 2006 U.S. App. LEXIS 14079 (D.C. Cir. 2006), *cert. denied*, 549 U.S. 1156 (2007) (obtained dismissal of price fixing class action alleging conspiracy in the hiring and compensation of medical residents); *Omnicare, Inc. v. United Health Group, Inc.*, 524 F. Supp. 2d 1031 (N.D. Ill. 2007) (prosecuted precedent-setting private action for pre-merger gun jumping conspiracy under Section 1 of the Sherman Act).

Mr. Barile's *pro bono* work includes: *Giles v. State of California* 554 U.S. 353 (2008), in which he served as lead counsel in the U.S. Supreme Court for *amicus curiae* Battered Women's Justice Project, in a case concerning the scope of the Confrontation Clause of the United States Constitution.

Mr. Barile has published numerous articles and served as a panelist or speaker on antitrust issues. His work has been cited by the Federal Trade Commission and the Antitrust Modernization Commission, as well as leading academics and practitioners. He has authored or co-authored the following: *Milton Handler, Dean of Antitrust*, in Yale Biographical Dictionary of American Law (2010); *Pattern Exception to Sham Litigation*, Antitrust Exemptions & Immunities Update (2009); *Private Right of Action for Pre-Merger Gun Jumping Recognized*, Antitrust Litigator (2008); *Supreme Court Confirms Viability of Predatory Bidding Claims*, Business Law Today (2007); *Antitrust Damages Resulting from Meritorious Patent Litigation*, Antitrust Exemptions & Immunities Update (2007); *Antitrust's New Big Brother*, Business Law Today (2006); *Antitrust in Wartime*, Antitrust (2003); *Health Care Providers and a Market Participation Exception to State Action Immunity*, Antitrust Report (2000); *The Microsoft Case*, Connecticut Law Review (Symposium Editor) (1999). He has contributed to the following books and treatises: Indirect Purchaser Antitrust Litigation Handbook (forthcoming, 2014); Antitrust Law Developments (Seventh) (2012); Annual Review(s) of Antitrust Developments (2008-11); Antitrust & Trade Associations (2009); Antitrust & International Intellectual Property Licensing (2008); Antitrust Law Developments (Sixth) (2007); Annual Review(s) of Antitrust Developments (2005-06); Unfair Trade Practices (2003). His speaking engagements include: Panelist, ABA, Sham Litigation: Claiming and Defeating Antitrust Immunity (2011); Panelist, ABA, Fundamentals of Antitrust Exemptions & Immunities (2010); Moderator, ABA, Now the Feds Can Wiretap Suspected Antitrust Offenders (2006); Introduction, The Microsoft Case, Connecticut Law Review Symposium (1999).

Mr. Barile is active in the antitrust bar, having held a number of leadership posts in the ABA and other bar associations. He serves on the Advisory Board of the Loyola Institute for Consumer Antitrust Studies. He is a member of the Competition Editorial Advisory Board of *Law360*, a leading legal publication. Mr. Barile graduated from the University of Connecticut in 1991 with a bachelor of arts in English, and received his J.D. from the University of Connecticut School of Law in 1999.

Traci L. Buschner

Traci Buschner is senior counsel at Grant & Eisenhofer. A former state prosecutor, Ms. Buschner has spent over 15 years representing plaintiffs in complex litigation ranging from class actions to government contract fraud. She has been involved in multi-million dollar recoveries on behalf of workers asserting claims under numerous federal statutes and has handled some of the largest successful False Claims Act actions, bringing billions of dollars to the United States Government. In the following, Ms. Buschner represented:

- The lead whistleblower, Meredith McCoyd, in a False Claims Act case against Abbott Laboratories, resulting in a settlement of over \$1.5 billion in 2012. The case involved Abbott's illegal efforts to promote an anti-seizure medication, Depakote, through off-label marketing, misbranding and paying physicians to write prescriptions. The settlement was one

of the largest recoveries by the United States Government under the False Claims Act against a pharmaceutical company.

- The lead whistleblowers in a False Claims Act case against Wyeth Pharmaceuticals, a subsidiary of Pfizer, resulting in a \$257.4 million settlement in 2013. The settlement agreement outlined the company's efforts - for over a decade - to unlawfully market a powerful immunosuppressant drug Rapamune, used to treat patients who have undergone kidney transplants.
- A former sales manager in a False Claims Act case against Amgen, Inc., culminating in a settlement of \$24.9 million in 2013. The settlement agreement charged that Amgen paid kickbacks, in the guise of rebates, to long-term care pharmacies in exchange for switching nursing home patients from a competitor drug to Aranesp and encouraged pharmacists to recommend the drug for uses outside the drug's FDA label.
- A nursing professional and former Sales Manager in a False Claims Act case resulting in a \$1.04 billion
- A nursing professional and former Sales Manager in a False Claims Act case resulting in a \$1.04 billion settlement against GlaxoSmithKline (GSK) in 2012. Ms. Graydon was one of the relators who alleged that GSK made false and misleading statements about Advair's safety and efficacy, thus enabling false or fraudulent claims to Medicare, Medicaid, and other reimbursement programs.
- One of the six main whistleblowers in a False Claims Act case against Pfizer, Inc., which in 2009 resulted in the government's recovery of \$2.3 billion.
- A physician and two nurses in a False Claims Act case against Community Health Systems, Inc. (CHS), which resulted in the Government's recovery in 2014 of over \$98 million related, in part, to unnecessary emergency room admissions at over 100 separate hospitals across the country.

Prior to joining Grant & Eisenhofer, she was an attorney with the Washington, D.C. office of one of the nation's largest personal injury and labor firms and also practiced with an Austin, Texas firm where she represented victims of asbestos exposure.

Ms. Buschner has represented some of the nation's largest labor unions and their members. On behalf of the Oil, Chemical & Atomic Workers International Union (OCAW), AFL-CIO, Ms. Buschner was actively involved in environmental litigation which led to Secretary of Energy, William Richardson, canceling a project to recycle radioactive nickel at the Oak Ridge, Tennessee K-25 Nuclear Weapons Complex. The documentation of her efforts to expose faulty government contracting at Department of Energy Nuclear weapons sites was published in *The Environmental Forum*, Volume 17, No. 6, November/December 2000.

Ms. Buschner has co-authored two articles with colleague Reuben A. Guttman: "Patients Suffer from Drug Industry's Chronic Greed," *Wall Street Journal MarketWatch* (August 7, 2013) and "Taking the Next Step in Pharma Fraud," *American Constitution Society Blog* (May 8, 2012).

Ms. Buschner was recognized, by *Washingtonian Magazine*, as a top Whistleblower Lawyer. Her work on the Abbott False Claims Act case at Grant & Eisenhofer was featured in *The National Law Journal*, "Plaintiffs' Hot List" (2011-2012).

Ms. Buschner currently serves as a board member of the American Association for Justice's (AAJ) Qui Tam Litigation Section. She is also a member of the Trial Lawyers Association of Metropolitan Washington, D.C. (TLA-DC), the American Constitution Society (ACS), and Taxpayers Against Fraud (TAF). She has also served as a faculty member (2011, 2012, and 2014) for Emory University Law School's Trial Techniques Program.

Ms. Buschner graduated from Miami University in 1990, and received her J.D. from the University of Louisville in 1995.

Deborah A. Elman

Deborah Elman is senior counsel at Grant & Eisenhofer. Ms. Elman focuses on securities fraud and derivative cases at Grant & Eisenhofer. Prior to joining Grant & Eisenhofer as an associate, Ms. Elman represented clients before the SEC and participated in numerous appearances before federal and state courts as an associate at a leading New York law firm.

Ms. Elman served as a law clerk for the Honorable William L. Standish, United States District Judge, in the United States District Court for the Western District of Pennsylvania, participating in all aspects of federal trial court practice.

Ms. Elman graduated *cum laude* in 2001 from the University of Pittsburgh School of Law, where she was Lead Executive Editor of the *Journal of Law and Commerce* and received the Horowitz Graduate Student Paper Prize, the National Association of Women Lawyers Law Student Achievement Award and the School of Law Community Service Award. She received a Masters of Public Health degree in 1997 from Columbia University, where she graduated *cum laude* with a Bachelor of Arts degree in 1995.

David T. Fischer

David Fischer is senior counsel at Grant & Eisenhofer. He has spent over a decade representing plaintiffs and defendants in complex litigation and antitrust litigation. Mr. Fischer's complex litigation practice has involved federal and state civil, criminal and administrative fraud investigations and litigation. He has been involved in numerous cases involving multi-million dollar recoveries in False Claim Act actions.

Mr. Fischer represented the lead whistleblowers in a *qui tam* action under the False Claims Act alleging fraud by Merck-Medco, a national pharmacy benefit management company ("PBM"), related to services performed for federal health plans. The Government intervened in the case, which was litigated aggressively for several years, and which was settled for approximately \$185 million just prior to summary judgment/trial.

Mr. Fischer is also an experienced antitrust litigation attorney, has been counsel in two antitrust trials and has defended companies facing Federal Trade Commission (FTC) merger

investigations. In 2005, he helped obtain a multi-million jury verdict on behalf of Health Care Service Corporation (HCSC) in the first indirect-purchaser antitrust case to proceed to trial (Federal Court, District of Columbia). That lawsuit stemmed from a generic pharmaceutical company's anticompetitive conduct in the markets for lorazepam (generic equivalent of Ativan®) and clorazepate (generic equivalent of Tranxene®). After HCSC opted out of an underlying class settlement, and after several additional years of litigation, the case was tried to verdict in a month-long jury trial. Following verdict, the damages award for Plaintiffs was trebled and enhanced by the Court to nearly \$80 million.

Mr. Fischer has published numerous articles and served as a panelist or speaker on False Claims Act and antitrust issues. His speaking engagements include: "Reimbursement and False Claims Act Fundamentals," ABA Health Law Section (May 19, 2011, February 7, 2013); "In-House Counsel Update," ABA Section of Antitrust Law Corporate Counseling Committee (June 2, 2011); "False Claims Act Changes and Challenges," Department of Energy Contractor Attorneys' Association's (DOECAA) Spring Conference (May 13, 2010); "The Government's Crackdown on Clinical Research Misconduct," Drug Information Association's Liability Risks in Clinical Trials Program (February 25, 2010); and "Substantive and Procedural Motions," District of Columbia Bar Association CLE Program Pre-Trial Skills Series (October 22, 2009, October 29, 2010, October 20, 2011, November 29, 2012, and November 13, 2013). He has authored or co-authored the following: *Digital evidence searches in competition investigations: Best Practices for effective fundamental rights*, 4-2009 Concurrences, November 2009; *Dr. Miles: Will The Supreme Court Find a Cure?*, The Antitrust Source, February 2007; and *Cardizem CD®, K-Dur®, Plavix® and OxyContin®: Have We Entered the Endgame of Antitrust Uncertainty Towards Pharmaceutical Patent Litigation Settlements?*, Health Lawyers Weekly, December 15, 2006.

Mr. Fischer is active in the health care and antitrust bars, having held a number of leadership posts in the ABA. He is currently the vice chair of the ABA Section of Health Law's Healthcare Litigation and Risk Management Interest Group. He was also on the Planning Committee for, and a speaker at, the ABA's False Claims Act and Qui Tam Trial Institute (June 5-7, 2013).

Mr. Fischer's *pro bono* work has included representing disabled veterans and individuals in neglect and guardianship cases.

Mr. Fischer graduated from Miami University in 1996 with a Bachelor of Arts in English Literature and Political Science, and received his J.D. from the Georgetown University Law Center in 1999. Prior to joining Grant & Eisenhofer, Mr. Fischer worked in Washington D.C. for Shook, Hardy & Bacon where he frequently litigated health care *qui tam* cases.

Christine M. Mackintosh

Christine Mackintosh is a senior counsel at Grant & Eisenhofer, practicing in the areas of corporate and securities litigation. She has represented institutional investors, both public and private, in corporate cases in the Delaware Court of Chancery and in securities fraud class actions in federal courts throughout the country.

Ms. Mackintosh has played significant roles in several landmark actions challenging mergers and acquisitions in the Delaware Court of Chancery, including *In re Del Monte Foods Company Shareholder Litigation*, which resulted in an \$89.4 million recovery for the class, and *In re El Paso Corporation Shareholder Litigation*, which resulted in a \$110 million recovery for the class. Ms. Mackintosh also played a significant role in *American International Group, Inc. Consolidated Derivative Litigation*, which resulted in a \$90 million recovery, one of the largest recoveries in a shareholder derivative action in the history of the Delaware Court of Chancery.

Ms. Mackintosh has also played a significant role in a number of securities fraud class actions that have achieved substantial recoveries for classes of investors, including *In re Refco Securities Litigation* (exceeding \$400 million) and *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (\$215 million), and on behalf of individual and institutional investors who have opted out of class actions to pursue individual suits, including representation of investors who opted out of *In re Bank of America Corporation Securities, Derivative & ERISA Litigation*. Outside of the United States, Ms. Mackintosh was a member of the team that secured the historic \$450 million pan-European settlement in the *Royal Dutch Shell* case and is currently representing numerous institutional investors in litigation against Royal Bank of Scotland in the United Kingdom. Ms. Mackintosh currently serves as co-lead counsel in *In re JP Morgan Chase & Co. Securities Litigation*.

Prior to joining Grant & Eisenhofer, Ms. Mackintosh practiced in the Philadelphia office of an international law firm, where she practiced in the areas of commercial, securities, and insurance recovery litigation.

A *magna cum laude* graduate of St. Joseph's University, Ms. Mackintosh earned her law degree at the University of Pennsylvania Law School. She is the co-author of two articles published by the Practising Law Institute's *Corporate Law & Practice Course Handbook Series*. "Ethical Issues and Their Impact on Securities Litigation," published in September-October, 2003, was co-authored with Marc J. Sonnenfeld, Viveca D. Parker and Marisel Acosta. "Lessons From Sarbanes-Oxley: The Importance of Independence In Internal Corporate Investigations," published in July, 2003, was co-authored with Alfred J. Lechner, Jr.

Amy Miller

Amy Miller is senior counsel at Grant & Eisenhofer. Ms. Miller focuses on merger & acquisitions, corporate governance litigation, and derivative cases at Grant & Eisenhofer.

Ms. Miller represents shareholders seeking accountability from corporate management on issues ranging from breach of fiduciary to corporate waste. While litigating these actions, she has secured significant monetary recoveries and corporate governance reforms in cases including *In re Jefferies Shareholder Litigation*, *In re News Corporation Shareholder Derivative Litigation*, *In re El Paso Corporation Shareholder Litigation*, and *In re ACS Shareholder Litigation*.

Prior to joining Grant & Eisenhofer, Ms. Miller worked at two prominent New York law firms. Ms. Miller also held an externship for the Honorable George B. Daniels, United States District Judge, in the United States District Court for the Southern District of New York, participating in all aspects of federal trial court practice.

Ms. Miller graduated *summa cum laude* in 2001 from New York Law School, where she was a Member & Articles Editor for the *New York Law School Law Review*. She graduated *magna cum laude* in 1995 with a Bachelor of Arts degree in psychology.

Brenda F. Szydlo

Brenda Szydlo is senior counsel at Grant & Eisenhofer. Ms. Szydlo has more than 25 years of experience in complex civil litigation in federal and state court on behalf of plaintiffs and defendants, with a particular focus on securities litigation and accountants' liability.

Ms. Szydlo represents institutional and individual investors in class and private actions that have resulted in significant recoveries, such as *In re Refco Securities Litigation*, where the recovery was in excess of \$407 million. She also represents institutional and individual investors in opt-out securities actions, such as investors who opted out of *In re Bank of America Corp. Securities, Derivative & ERISA Litigation*. Ms. Szydlo also has experience in mergers and acquisitions litigation, including playing a significant role in obtaining a ground-breaking order enjoining not only the shareholder vote on the merger, but the merger agreement's termination fee and other mechanisms designed to deter competing bids in *In re Del Monte Foods Co. Shareholder Litigation*.

Prior to joining Grant & Eisenhofer, Ms. Szydlo served as counsel in the litigation department of Sidley Austin LLP in New York, and its predecessor, Brown & Wood LLP, where her practice focused on securities litigation and enforcement, accountants' liability defense, and general commercial litigation.

Ms. Szydlo is a 1988 graduate of St. John's University School of Law, where she was a St. Thomas More Scholar and member of the Law Review. She received a B.A. in economics from Binghamton University in 1985.

Lisa B. Weinstein

Lisa Weinstein is senior counsel at Grant & Eisenhofer. She primarily focuses on representing women and children in birth injury and birth trauma litigation.

Prior to joining G&E, Ms. Weinstein founded The Weinstein Law Group, where she represented children who were victims of medical malpractice and birth injuries. In her practice as a plaintiffs' trial lawyer, Lisa has successfully litigated personal injury, medical malpractice and birth injury matters resulting in multi-million dollar settlements and verdicts.

Ms. Weinstein has been selected as a Rising Star by *SuperLawyers* and has been honored by The National Trial Lawyers in the "Top 40 Under 40" for the past four years. Ms. Weinstein has also been certified as an Arbitrator for the Circuit Court of Cook County and is an active member of the Birth Trauma Litigation Group.

Ms. Weinstein earned an undergraduate degree from the University of Michigan and graduated *cum laude* from DePaul University College of Law. While at DePaul University, she was a law journal editor and author for the *Journal of Art and Entertainment Law*. During this time, Ms. Weinstein also held internships at the U.S. Attorney's Office for the Northern District of Illinois, with Corporation Counsel for the City of Chicago's Municipal Division, the Cook County Public Defender's Office, the Legal Assistance Foundation of Metropolitan Chicago and the Federal Defender Program.

Diane T. Zilka

Diane Zilka is senior counsel at Grant & Eisenhofer. For over a decade, Ms. Zilka has been in the forefront of the Firm's successful prosecution of securities fraud and corporate governance cases. As a member of numerous trial teams, Ms. Zilka has played a key role in achieving significant recoveries for funds managed by U.S. and international institutional investors and public pension plans. Representative cases include: *Safety Kleen Bondholder Litig.*, more than \$276 million in judgments and settlements; *In Re Merck & Co. Vytarin/Zetia Sec. Litig.*, \$215 million for investors—among the largest for a securities fraud case without a government finding of corporate wrongdoing; *In Re News Corp. S'holder Litig.*, \$139 million recovered for the company—one of the largest cash recoveries in the history of derivative shareholder litigation—and which resulted in significant corporate governance reforms; *Parmalat Securities Litig.*—the European "Enron" resulting in \$110 million recovery; *TRSL v. AIG*, \$115 million recovered for the company; *In Re Appraisal of Metromedia Int'l Group, Inc.*, a \$188 million judgment in what was only the second appraisal action of preferred shares in the history of Delaware Chancery Court. In the corporate governance arena, Ms. Zilka's cases have addressed such cutting-edge issues as the propriety of "proxy puts" and of "Don't Ask, Don't Waive" standstill provisions, the use of derivative securities in "poison pills," and the conflicted role of Wall Street banks as financial advisors to target corporations which, in *Del Monte Corp. S'holder Litig.*, resulted in a preliminary injunction of a \$5.3 billion leveraged buyout and an \$89.4 settlement for the shareholders. Ms. Zilka has successfully defended clients before the SEC in "no-action" proxy proposal challenges, and has successfully prosecuted "books and records" actions.

Ms. Zilka co-authored "The Role of Foreign Investors in Federal Securities Class Actions," 1442 PLI/CORP. 91 (2004) and "The Current Role Of Foreign Investors In Federal Securities Class

Actions," 1620 PLI/Corp 11 (2007), cited in *Morrison v. National Australia Bank*, 561 U.S. 247 (2010). Ms. Zilka has lectured on federal class action litigation practice as well as on Delaware corporate law.

Ms. Zilka has concentrated her career in securities, corporate and complex commercial litigation. Before joining G&E, she was a partner in a prominent New York City law firm. Ms. Zilka has served as General Chair of the annual Combined Campaign For Justice which provides critical funding for Delaware's three legal services agencies. She is a member of the Carpenter-Walsh Delaware Pro Bono Inn of Court, and serves on the Board of Directors of Delaware Volunteer Legal Services, The Print Center of Philadelphia, and Panetiere Partners, three non-profit organizations.

Ms. Zilka graduated from the State University of New York at Binghamton in 1982, and received her J.D. from Fordham University School of Law in 1985.

Edmund S. Aronowitz

Edmund Aronowitz is an associate at Grant & Eisenhofer, where his primary area of practice is consumer class action litigation. Prior to joining G&E, Mr. Aronowitz was a class action litigation associate in the Chicago office of a national law firm, and practiced complex commercial litigation as an associate in the New York office of a large global firm.

Mr. Aronowitz graduated from Cornell University (B.A. with honors, History, 2002) and Cornell Law School (J.D. with honors, 2005) where he was a Managing Editor of the Cornell Journal of Law and Public Policy and a Bench Editor on the Moot Court Board. Following law school, Mr. Aronowitz served as a law clerk to the Hon. Robert L. Hinkle of the United States District Court for the Northern District of Florida. Mr. Aronowitz has been recognized in the *Illinois Super Lawyers* Rising Stars list for 2013, 2014, and 2015.

Mr. Aronowitz is admitted to practice law in New York and Illinois and before the United States District Courts for the Southern District of New York and Northern District of Illinois.

Justin S. Brooks

Justin S. Brooks is an associate at Grant & Eisenhofer. Mr. Brooks primarily represents relators in *qui tam* litigation under the False Claims Act and other federal and state statutes and institutional investors in securities, shareholder derivative, and corporate governance litigation. He also litigates class actions in the area of consumer protection and represents clients in complex commercial and pharmaceutical litigation. He has represented clients in claims brought under the Federal False Claims Act, securities laws, the Worker Adjustment and Retraining Notification Act (WARN), Racketeer Influenced and Corrupt Organizations Act (RICO), and various employment discrimination, labor and environmental statutes.

Prior to joining Grant & Eisenhofer, Mr. Brooks practiced at two preeminent international defense firms where he focused primarily on complex commercial litigation, bankruptcy litigation, employment litigation, and mass tort defense. His extensive experience representing both plaintiffs and defendants provides him with significant insight into how both sides work, benefitting the clients he represents, whether institutional investors, individuals, or classes of plaintiffs. He also served as a law clerk to the Hon. Suzanne B. Conlon of the U.S. District Court for the Northern District of Illinois. Prior to graduating from law school, he served as an intern

to Judge John. E. Sprizzo of the U.S. District Court for the Southern District of New York and the Hon. Arlen Specter of the U.S. Senate.

Mr. Brooks has authored numerous articles on class action litigation and other topics. Recent publications include: "The Ascertainability Fallacy and its Consequences," *AAJ Class Action Newsletter*, Spring of 2015 and "Navigating Developing Challenges in Approval of Class and Collective Action Settlements," which was featured in the *American Bar Association's Journal of Labor and Employment Law*. He received various awards and honors for his academic achievements, including a Merit Award in Legal Ethics and Professional Responsibility, and served as an editor for the *Michigan Telecommunications and Technology Law Review*.

Mr. Brooks graduated in 2005 with a B.A. in psychology from Emory University, where he was a member of Phi Beta Kappa. He received his J.D., *cum laude*, from the University of Michigan Law School in 2008. Mr. Brooks is admitted to practice in New York, New Jersey, Pennsylvania and a number of federal district courts.

Mr. Brooks serves as a board member or fellow in numerous social justice and philanthropic organizations, including the Anti-Defamation League, the Jewish Federation of Greater Philadelphia, and Lawyers Without Borders, where he was among a group of judges and preeminent practitioners who traveled to Nairobi, Kenya to foster the Rule of Law and work with the Kenyan judiciary and bar on trial advocacy.

Bradley J. Demuth

Brad Demuth is an associate at Grant & Eisenhofer, in its New York office, where he focuses his practice on antitrust litigation and trial work. Prior to joining G&E, Mr. Demuth worked for several years as an antitrust associate at two of the largest and most well-regarded defense firms in the world.

Mr. Demuth has extensive experience litigating a range of antitrust matters, including in the pharmaceutical, high-tech, luxury goods, finance, commodities, industrial materials, and sports league contexts. His antitrust litigation casework includes contributions in the following matters: *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litig.*, *Progressive Casualty Ins. Co. v. Visa, Inc. (re Interchange Fees)*, *In re American Express Anti-Steering Rules Antitrust Litig.*, *In re Crude Oil Commodity Futures Litig.*, *In re Aluminum Warehousing Antitrust Litig.*, *In re Androgel Antitrust Litig.*, *In re Aggrenox Antitrust Litig.*, *In re Lidoderm Antitrust Litig.*, *In re Nexium (Esomeprazole) Antitrust Litig.*, *In re MF Global Holdings Ltd. Invest. Litig.*, *In re Flonase Antitrust Litig.*, *Mylan Pharmaceuticals, Inc. v. Warner Chilcott Public Ltd. Co. (re Doryx)*, *Skelaxin (Metaxalone) Antitrust Litig.*, *Castro v. Sanofi Pasteur, Inc. (re Menactra)*, *Madison Square Garden, L.P. v. NHL*, *In re Tricor Antitrust Litig.*, *Sullivan v. De Beers*, *W.B. David v. De Beers*, and *Compuware v. IBM*.

Mr. Demuth received his J.D. degree from American University Washington College of Law in 1999 *cum laude*. Following law school, Mr. Demuth served as a law clerk to the United States Court of Appeals for the Second Circuit.

Kimberly A. Evans

Kimberly Evans is an associate at Grant & Eisenhofer, focusing her practice on appraisal rights, corporate governance and complex securities litigation on behalf of institutional investor clients.

Prior to joining Grant & Eisenhofer, Ms. Evans worked as an associate at a well-known Philadelphia-area law firm, where she gained extensive experience in the practice areas of securities, antitrust, and consumer protection class action litigation. She also previously worked as a paralegal in the Juvenile Division of the Philadelphia District Attorney's Office.

Ms. Evans is a member of the Delaware State Bar Association and has volunteered with the Wills For Heroes Program, an organization that provides free wills and advanced directives to police officers, firefighters and other first responders. She also volunteers her time with local animal rescue groups in the greater-Philadelphia area.

Ms. Evans earned her J.D. from Temple University in 2007 and received a B.A. in chemistry and criminal justice from La Salle University in 2003.

Michael J. Gallagher, Jr.

Michael Gallagher is an associate at Grant & Eisenhofer, where he focuses his practice on complex antitrust litigation.

Prior to joining Grant & Eisenhofer, Mr. Gallagher clerked for The Hon. Helene N. White of the United States Court of Appeals for the 6th Circuit, and worked for the United States Securities and Exchange Commission, Division of Enforcement; the Congressional Oversight Panel, under now Senator Elizabeth Warren; and the Department of Justice, Antitrust Division. Prior to law school, Mr. Gallagher worked in nonprofit management and governmental and institutional finance.

Mr. Gallagher's antitrust litigation casework includes contributions in the following matters: *In re Aluminum Warehousing Antitrust Litigation*, *In re London Silver Market, Ltd. Antitrust Litigation*, *Castro v. Sanofi Pasteur, Inc. (re Menactra)*, *In re Lithium Ion Batteries Antitrust Litigation*, *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*, and *In re American Express Anti-Steering Rules Litigation*. He has also contributed to *In re Longtop Financial Technologies Limited Securities Litigation*.

Mr. Gallagher graduated from Rutgers School of Law Camden and obtained his B.S. in international business relations and non-profit management from Franklin and Marshall College.

Mr. Gallagher is a board member of the American Civil Liberties Union of Greater Philadelphia, Chairperson of the LGBT Working Group, and Treasurer of West 23rd Street Co-op. He volunteers his time with the ACLU and is a mediator in local courts.

Robert D. Gerson

Robert Gerson is an associate at Grant & Eisenhofer, representing institutional investors and other plaintiffs in complex litigations including securities class actions and derivative suits.

Mr. Gerson has litigated numerous cases involving the financial crisis, including more than fifteen actions arising out of wrongdoing related to the issuance of residential mortgage-backed securities ("RMBS") and other complex financial products. He is currently a member of the litigation teams prosecuting *Fernandez et al. v. UBS AG et al.* and *In re Kinder Morgan Energy Partners, L.P. Capex Litigation*.

Robert was a member of the team in *Minneapolis Firefighters' Relief Association v. Medtronic, Inc.*, which achieved an \$85 million recovery for investors arising out of allegations that Medtronic promoted the Infuse bone graft for dangerous "off-label" uses.

Mr. Gerson is a graduate of New York Law School, where he was a member of the Moot Court Association and the University of Maryland, where he received a B.A. in government and politics.

David M. Haendler

David Haendler is an associate at Grant & Eisenhofer, practicing primarily in the areas of securities and derivative litigation. He has represented institutional investors in complex cases throughout the country, at both the trial court and appellate levels.

Mr. Haendler played a significant role in a number of securities fraud actions brought by one of the world's largest pension funds regarding its purchases of residential mortgage-backed securities. Mr. Haendler has also represented investors in class actions brought under the federal securities laws. He currently represents plaintiffs in cases including *In re JP Morgan Chase & Co. Securities Litigation*, *In re Pfizer Securities Litigation*, *In re New Oriental Education & Technology Group Securities Litigation*, and *In re Miller Energy Securities Litigation*.

Mr. Haendler represents corporations and their shareholders in derivative cases before the Delaware Court of Chancery and elsewhere. He represents plaintiffs in *In re Fannie Mae/Freddie Mac Senior Preferred Stock Purchase Agreement Class Action Litigations*, a case challenging the federal government's management of Fannie Mae and Freddie Mac in conservatorship, and *In re Kinder Morgan Energy Partners, L.P. Derivative Litigation*, a case involving the accounting practices of one of the country's leading energy master limited partnerships.

Mr. Haendler has written two novels, *The Shattergrave Knights* and *World Full of Outrage*, and was assistant legal counsel for *Resurrect Dead: The Mystery of the Toynbee Tiles*, a Sundance award-winning documentary.

Jonathan M. Kass

Jonathan Kass is an associate at Grant & Eisenhofer, focusing on commercial litigation and complex civil litigation issues concerning corporate governance and securities matters.

Before joining Grant & Eisenhofer, Mr. Kass worked for White & Case LLP handling securities fraud and corporate governance disputes for Fortune 100 corporations and hedge funds. He also ran internal investigations concerning FCPA violations on behalf of foreign sovereigns, including representing the Republic of Iraq in connection with the Oil-for-Food Program.

Mr. Kass is a *summa cum laude* graduate of Fordham University School of Law where he was awarded the Order of the Coif. He received his B.A. in government with a concentration in American institutions and public policy from Cornell University, achieving Distinction in all subjects.

Michael T. Manuel

Michael Manuel is an associate at Grant & Eisenhofer, focusing on securities and corporate governance litigation. Mr. Manuel has experience in a variety of complex commercial cases, including matters involving contract disputes, securities, commercial litigation, corporate governance, mass torts and products liability cases.

Mr. Manuel graduated *cum laude* from Harvard Law School in 2002 and received a Bachelor's degree in mathematics from Duke University in 1999.

Kyle J. McGee

Kyle McGee is an associate at Grant & Eisenhofer, focusing on complex securities litigation on behalf of institutional clients and complex commercial litigation on behalf of consumers and advocacy organizations.

Mr. McGee was heavily involved in *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (D.N.J.), a major securities fraud action against pharmaceutical industry titan Merck & Co., Inc. The case, which was prosecuted with a related action, *In re Schering-Plough Corp. ENHANCE Securities Litigation* (D.N.J.), resulted in a record-setting recovery for investors totaling \$688 million.

Mr. McGee also represented investors in *In re XTO Energy Shareholder Class Action Litigation* (Tarrant County, TX), an action arising out of Exxon Mobile Corp.'s \$41 billion acquisition of XTO Energy, Inc., which resulted in substantial additional disclosures to shareholders concerning the merits, process, and financing of the proposed transaction.

Mr. McGee currently represents investors in various actions brought pursuant to the federal securities laws, as well as consumers in various actions brought pursuant to federal communications laws and state consumer protection laws.

Mr. McGee earned a research degree from the University of Edinburgh in Scotland as well as a J.D. from Villanova University in 2009, both with honors. Mr. McGee studied the history and philosophy of law at Edinburgh and was honored as a Dean's Merit scholar at Villanova Law. In 2005, he graduated from the University of Scranton with a B.A. in philosophy as well as media information technology.

Caitlin M. Moyna

Caitlin M. Moyna is an associate at Grant & Eisenhofer where her practice includes litigating securities fraud and shareholder derivative claims on behalf of institutional investors. Ms. Moyna is experienced in a broad range of complex commercial litigation practice areas.

Prior to joining Grant & Eisenhofer, Ms. Moyna was a litigation associate at Cravath, Swaine & Moore LLP and Ropes and Gray, LLP, and most recently, was an associate at a boutique litigation firm specializing in representing plaintiffs in securities fraud and shareholder rights' actions.

Ms. Moyna is a *cum laude* graduate of Northwestern University School of Law where she was elected to the Order of the Coif. While at Northwestern, Ms. Moyna was on the Articles Board of the *Journal of Criminal Law and Criminology*, and she served as the legal writing tutor to the class of first year law students. Ms. Moyna received her bachelor's degree from Dartmouth College.

Rebecca A. Musarra

Rebecca Musarra is an associate at Grant & Eisenhofer, where she focuses her practice on corporate governance and complex securities litigation on behalf of institutional investors. Prior to joining G&E, Ms. Musarra worked as an appellate law clerk to the Chief Justice of the Supreme Court of the Virgin Islands in St. Thomas, Virgin Islands.

During law school, Ms. Musarra was a member of the American University Law Review and served for two years in an impact litigation clinic. She was awarded a full-tuition scholarship, was elected to the Order of the Coif, and graduated *summa cum laude*.

Ms. Musarra received her J.D. degree from American University Washington College of Law in 2009 and obtained a B.A. in international relations from the College of William and Mary in 2003. Between college and law school, Ms. Musarra served as a Peace Corps Volunteer in Chad, Central Africa.

Catherine Ó Súilleabháin

Catherine (Kate) Ó Súilleabháin is an associate at Grant & Eisenhofer, where her primary area of practice is consumer class action litigation. Prior to joining G&E, Ms. Ó Súilleabháin was an associate in the Chicago office of a large global law firm, where she practiced international commercial litigation and advised clients on a variety of matters that included product and medical-device regulation and recall. She has spoken on such topics as attorney-client privilege in international litigation, FDA regulation of medical devices, and drug and medical device recall.

Ms. Ó Súilleabháin represented an Albanian family in a successful asylum hearing and was recognized by Illinois Legal Aid Online as an Attorney of the Month (May 2009) for her work on the case.

Ms. Ó Súilleabháin received her law degree from Georgetown University Law Center (J.D., 2007), where she was a Law Fellow and a member of the Barrister's Council. She was the first recipient of the Davies-Jackson Scholarship to St. John's College, the University of Cambridge. She graduated from the University of Cambridge (B.A. and M.A., English, 1992 and 1998, respectively), and from Loyola University of Chicago (B.A., English, 1990).

She recently served on the Executive Committee of the Alliance for Women of the Chicago Bar Association and co-authored a chapter on attorney-client privilege in international litigation that was published by the American Bar Association (*Litigation Strategies and Practice*, 2014).

Raymond F. Schuenemann

Raymond Schuenemann III is an associate at Grant & Eisenhofer, where his primary area of practice is consumer class action litigation.

Upon graduating from law school, Mr. Schuenemann was an associate at Capozzi & Associates, P.C. in Harrisburg, PA where he worked on matters related to employment, real estate, tax, and healthcare law. Prior to his legal career, Mr. Schuenemann was an investment accountant in the mutual fund industry where he provided accounting services for numerous bond and equity funds. Mr. Schuenemann was also employed as an internal auditor in both the finance and banking industries.

Mr. Schuenemann is active in his community and has spent many years as a volunteer pro-bono attorney at Mid Penn Legal Services where he defended low-income clients from debt collection actions. Additionally, Mr. Schuenemann spent four years as the Chairman of the Board of the Reading Area Water Authority and currently serves as an Executive Board Member of the Reading Redevelopment Corporation.

Mr. Schuenemann received his J.D. from Widener University School of Law in 2005 and is a 1999 graduate of West Chester University where he earned a B.S. in Finance.

Susan R. Schwaiger

Susan Schwaiger is an associate at Grant & Eisenhofer. She practices in the area of antitrust, with experience in a wide variety of industries, and other areas of complex civil litigation.

Prior to joining Grant & Eisenhofer, Ms. Schwaiger was of counsel to several leading New York-based antitrust firms representing plaintiffs in class and individual actions. She has authored *The Submission of Written Instructions and Statutory Language to New York Criminal Juries*.

Ms. Schwaiger has played significant roles in a number of major antitrust cases, including *In re Microcrystalline Cellulose Antitrust Litigation*; *In re Plastics Additives Antitrust Litigation*; and *In re Lorazepam & Clorazepate Antitrust Litigation*. Ms. Schwaiger is currently involved in a number of antitrust and commodity trading manipulation class actions involving the financial services industry, including *In re Aluminum Warehousing Antitrust Litigation*; *In re London Silver Fixing, Ltd. Antitrust Litigation*; and *In re Zinc Antitrust Litigation*. In addition, she has represented large corporate entities in individual actions in *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*; and *CVS Pharmacy v. American Express Travel Related Services, et al.* Ms. Schwaiger's experience also includes representation of Shannon Faulkner and Nancy Mellette in their successful litigation against The Citadel military academy

in Charleston, South Carolina, where Shannon Faulkner became the first female cadet admitted to the all-male academy in August 1995.

Ms. Schwaiger graduated *cum laude* from Brooklyn Law School in 1992 with a J.D. She obtained her M.A. from the University of Kentucky and a B.S. from the University of Tennessee.

Elizabeth H. Shofner

Elizabeth Shofner is an associate at Grant & Eisenhofer focusing on complex civil litigation, including false claims litigation, consumer fraud, and corporate governance matters.

Prior to joining Grant & Eisenhofer, Ms. Shofner was a litigator at Patterson Belknap Webb & Tyler LLP, where she focused on complex commercial litigation, including Medicaid and consumer fraud and mortgage-backed securities litigation. She also has experience in intellectual property and appellate work. She served for several years as a law clerk to the Hon. John M. Walker, Jr., of the Second Circuit Court of Appeals, during which time she was involved in hundreds of federal appeals involving all areas of law.

Ms. Shofner co-authored the New York section of *The 2012 50-State Survey of Privacy Law* (Media Law Resource Center; 2012), co-edited the *Task Force Report on Gender, Race, and Ethnic Bias in the Second Circuit* (1998), and co-authored the article *Similarity Ratings And Confusability Of Lipread Consonants Compared With Similarity Ratings Of Auditory And Orthographic Stimuli* (American Journal of Psychology; 1991).

Ms. Shofner received her J.D. *magna cum laude* from New York University School of Law, where she was elected to the Order of the Coif and served as an articles editor for the *New York University Law Review*. She also received an M.A. in cognitive psychology from Hunter College. She holds an undergraduate degree in English literature and psychology from Washington University in St. Louis and is a member of the New York City Bar Association.

John E. Tangren

John Tangren is an associate at Grant & Eisenhofer, where his primary area of practice is consumer class action litigation. Prior to joining G&E, Mr. Tangren was a class action litigation associate in the Chicago office of a national law firm, and practiced complex commercial litigation as an associate in the Chicago office of a large global firm.

Mr. Tangren has spoken on issues relating to class action litigation and electronic discovery. Mr. Tangren's recent speaking engagements include "The Use of Absent Class Member Discovery on Issues of Class Certification," at the 2013 National Consumer Class Action Litigation & Management Conference; "ESI for Beginners," at the 2013 Seventh Circuit Conference of the National Employment Lawyers Association; and "Lessons on Motions to Dismiss from Other Car Defect Cases," at the HarrisMartin MDL Conference: General Motors Ignition Switch Recall Litigation.

Mr. Tangren graduated from the University of Chicago (A.B., philosophy and music, 2000) and the University of Chicago Law School with honors (J.D., 2003) where he was Executive Editor of the University of Chicago Legal Forum. He was selected to The National Trial Lawyers Top

40 Under 40 in 2012 and by *Super Lawyers* as an Illinois "Rising Star" for 2011, 2013, 2014, and 2015.

Justin K. Victor

Justin Victor is an associate at Grant & Eisenhofer, who focuses on shareholder derivative litigation on behalf of institutional investor clients, the False Claims Act, and complex pharmaceutical litigation.

His experience includes representation of an institutional investor concerning a merger transaction involving alleged conflicts of interests resulting in a \$70 million settlement in *In Re Jefferies Group, Inc. Consolidated Shareholders Litigation*, C.A. No. 8059-CB (Del. Ch.); and representation of a former sales manager in an action alleging a major pharmaceutical company violated the False Claims Act and Anti-Kickback Statute by issuing illegal kickbacks to increase sales within long-term care facilities. *U.S. ex rel. Kurnik v. Amgen, Inc. et al.*, (D.S.C.) (\$24.9 million settlement with Amgen).

Mr. Victor authored *Invalidating Inequitable Arbitration Clauses: Concepcion Eight Months Later, Where Are We Now?*, published in the American Association of Justice's Business Tort Newsletter Vol. 19, No. 2, Winter 2012.

On July 10, 2012, the Practising Law Institute published two articles co-authored by Mr. Victor in its *Internal Investigations Guide: How to Protect Your Client or Companies in the Global Post Dodd-Frank World* including *Blowing the Whistle from Abroad: A Guide to the U.S. False Claims Act* and *Guide to the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act*.

Mr. Victor has been appointed as an Adjunct Professor of Law at Emory University School of Law and Rutgers School of Law-Camden. Mr. Victor teaches trial advocacy through courses that emphasizes both trial technique and professional responsibility. Mr. Victor is on the Advisory Board for the Emory Corporate Governance and Accountability Review and is a Board Member of the Jewish Federation of Philadelphia Renaissance Leadership Group.

Mr. Victor received his J.D. from Emory University School of Law in 2010, where he was awarded the inaugural William C. O'Kelley Scholarship, where he graduated Order of the Barristers. He graduated from the University of Michigan with a B.A. in Political Science in 2007.

Jennifer A. Williams

Jennifer Williams, an associate at Grant & Eisenhofer, focuses on False Claims Act, antitrust, and corporate governance litigation.

Ms. Williams is the co-author of "Controlling Government Contractors: Can the False Claims Act be More Effective?," 14 Sedona Conf. J. 1 (2013). She also co-authored "Collecting Evidence in Financial Fraud Cases: Insider Trading," materials used, and translated into Mandarin, as a part of a training program sponsored by Emory University School of Law for prosecutors in the Shanghai, China prosecutors office.

Ms. Williams received her J.D., with honors, and Master's in Theological Studies from Emory University School of Law and Emory University Candler School of Theology, respectively, where she was awarded the Herman Dooyeweerd Prize in Law and Religion and selected for the Order of Emory Advocates.

During law school, Ms. Williams interned with the Georgia Resource Center, the Georgia Innocence Project, the DeKalb County Public Defenders Office, and the Equal Employment Opportunity Commission – Atlanta Regional Office.

In 2006, she received a B.A. *magna cum laude* from Centre College in Danville, Kentucky, graduating Phi Beta Kappa. Ms. Williams was a Fulbright Grantee/ETA to South Korea in 2006.

Marc D. Weinberg

Marc Weinberg is a Business Development Manager at Grant & Eisenhofer where he works with the firm's institutional investor clients regarding litigation-related matters. Prior to joining Grant & Eisenhofer in 2005, Mr. Weinberg spent nearly seven years as an Assistant District Attorney in Philadelphia prosecuting violent juvenile offenders, sexual predators and drug dealers. He then spent several years trying insurance defense cases before moving to the area of securities class actions and shareholder litigation.

Mr. Weinberg frequently speaks at institutional investor conferences regarding shareholder fraud, fiduciary duty and corporate governance issues. He is also active in a variety of organizations dedicated to serving the institutional investor community.

Mr. Weinberg is a 1989 graduate of the Pennsylvania State University and earned his J.D. from the Widener University School of Law, where he was a member of the Moot Court Honor Society.

G&E also employs the following staff attorneys:

Joshua E. Alpert
Simona L. Bonifacic
Leanne P. Brown-Pasquarello
Tracy L. Campbell
James P.A. Cavanaugh
Alice Cho Lee
Kerry A. Dustin
Cheron D. Everett
R. Alexander Gartman
Lisa K. Grumbine
Lawrence P. Kempner
Edward M. Lilly
Michael A. Morris
Kevin M. Nadolny
Joseph P. Nearey
Kimberly B. Schwarz
Shannon T. Somma

Selected Institutional Client Representations

G&E has represented or is currently representing a number of institutional investors in major securities fraud actions, shareholder derivative suits, other breach-of-fiduciary-duty cases and related ancillary proceedings around the country. Some of the Firm's cases include:

(A) In Securities Fraud Litigation:

(1) CellStar

In one of the earliest cases filed after the enactment of PSLRA, the State of Wisconsin Investment Board ("SWIB") was designated lead plaintiff and G&E was appointed lead counsel in *Gluck v. CellStar Corp.*, 976 F.Supp. 542 (N.D.Tex. 1997). The cited opinion is widely considered the landmark on standards applicable to the lead plaintiff/lead counsel practice under PSLRA. (See, especially, *In re Cendant Corp. Litig.*, 2001 WL 980469, at *40, *43 (3d Cir. Aug. 28, 2001), citing the CellStar case.) After the CellStar defendants' motion to dismiss failed and a round of discovery was completed, the parties negotiated a \$14.6 million settlement, coupled with undertakings on CellStar's part for significant corporate governance changes as well. With SWIB's active lead in the case, the class recovery, gross before fees and expenses, was approximated to be 56% of the class' actual loss claims, about 4 times the historical 14% average gross recovery in securities fraud litigation. Because of the competitive process that SWIB had undertaken in the selection of counsel, resulting in a contingent fee percentage significantly less than the average 31% seen historically, the net recovery to the class after all claims were submitted came to almost 50% of actual losses, or almost 5 times the average net recovery.

(2) DaimlerChrysler

Florida State Board of Administration was appointed lead plaintiff and G&E co-lead counsel in the PSLRA class action on behalf of shareholders of the former Chrysler Corporation who exchanged their shares for stock in DaimlerChrysler in Chrysler's 1998 business combination with Daimler-Benz AG which was represented at the time as a "merger of equals." Shortly before trial, the defendants agree to a \$300 million cash settlement, among the largest securities class action settlements since the enactment of the PSLRA. *In re DaimlerChrysler Securities Litigation*, D. Del., C.A. No. 00-0993.

(3) Oxford Health Plans

Public Employees' Retirement Association of Colorado ("ColPERA") engaged G&E to represent it to seek the lead plaintiff designation in the numerous securities fraud actions that were consolidated into *In re Oxford Health Plans, Inc., Securities Litig.*, S.D.N.Y., MDL Docket No. 1222 (CLB). The court ordered the appointment of ColPERA as a co-lead plaintiff and G&E as a co-lead counsel. G&E and its co-leads filed the Consolidated Amended Complaint. Memorandum opinions and orders were entered denying defendants' motions to

dismiss (see 51 F.Supp. 2d 290 (May 28, 1999) (denying KPMG motion) and 187 F.R.D. 133 (June 8, 1999) (denying motion of Oxford and individual director defendants)). The case settled for \$300 million, another settlement negotiated by G&E that is among the largest settlements since the enactment of the PSLRA.

(4) **Dollar General**

The U.S. District Court for the Middle District of Tennessee ordered the appointment of Florida State Board of Administration and the Teachers' Retirement System of Louisiana as lead plaintiffs and G&E as co-lead counsel in a PSLRA and Rule 10b-5 case against the defendant company, its accountants, and individual insiders who allegedly issued false and misleading statements over an alleged 3-year Class Period and failed to disclose adverse facts about the company's financial results. Settlements were approved involving a cash payment of \$162 million from the company and the individual defendants, an additional \$10.5 million from Deloitte & Touche, LLP (Dollar General's accountants), and beneficial governance reforms for Dollar General. *In re Dollar General Securities Litigation*, M.D. Tenn., No. 3:01-0388, orders dated July 19, 2001 and September 29, 2003.

(5) **Just For Feet**

G&E represented the State of Wisconsin Investment Board ("SWIB") in a federal securities class action against certain officers and directors of Just For Feet, Inc., and against Just For Feet's auditors, in the Northern District of Alabama. That action arose out of the defendants' manipulation of the company's accounting practices to materially misstate the company's financial results. Having been appointed co-lead plaintiff, SWIB, with G&E as its counsel, took primary responsibility for the case. (*SWIB v. Ruttenberg, et al.*, N.D. Ala., CV 99-BU-3097-S and 99-BU-3129-S, 102 F. Supp. 2d 1280 (N.D. Ala. 2000)). SWIB obtained a policy limits settlement with the individual defendants' D&O carrier and an additional \$7.4 million from Just For Feet's auditor, for a recovery totaling approximately \$32 million.

(6) **Waste Management**

G&E filed a non-class federal securities action against Waste Management, Inc., its former and current directors, and the company's accountants in the Northern District of Florida, on behalf of Lens Investment Management, LLC and Ram Trust Services, Inc. The complaint alleged that Waste Management had, over a five-year period, issued financial statements and other public statements that were materially false and misleading due to the defendants' fraudulent and improper accounting manipulations. G&E also filed non-class actions in Illinois state court, asserting similar claims on behalf of the Florida State Board of Administration ("FSBA") and the Teachers' Retirement System of Louisiana. After G&E successfully defeated the defendants' motions to dismiss FSBA's complaint in state court, FSBA's cause of action was transferred to the Northern District of Florida. At the point where there were competing motions for summary judgment

pending, G&E successfully negotiated a settlement pursuant to which each plaintiff received several times what it would have received in the class action. *Florida State Board of Administration, Ram Trust Services, Inc. and Lens Investment Management, LLC v. Waste Management, Inc., et al.*, N.D.Fla., No. 4:99CV66-WS, amended complaint filed June 21, 1999; and *Teachers' Retirement System of Louisiana v. Waste Management, Inc., et al.*, Circuit Ct., Cook Co. [Ill.], No. 98 L 06034, complaint filed May 18, 1999.

(7) **Total Renal Care**

In June 1999, the Louisiana State Employees' Retirement System and Teachers' Retirement System of Louisiana were appointed as Lead Plaintiffs in a federal securities class action against Total Renal Care ("TRC") and certain of its officers and directors, in the U.S. District Court for the Central District of California. G&E served as Plaintiffs' Lead Counsel. Plaintiffs filed their Corrected Consolidated Amended Complaint against the defendants, alleging, *inter alia*, that the defendants manipulated TRC's financial statements so as to materially overstate TRC's revenues, income and assets and to artificially inflate TRC's stock price. G&E negotiated a settlement requiring TRC's payment of \$25 million into a settlement fund for the class and the company's adoption of certain internal corporate governance policies and procedures designed to promote the future accountability of TRC's management to its stockholders. At the time of the settlement, this amount represented 33% of the value of the Company's shares. *In re Total Renal Care Securities Litigation*, C.D. Cal., Master File No. CV-99-01745 CBM.

(8) **Safety-Kleen**

G&E was sole lead counsel for the plaintiffs in a federal securities class action and a series of related individual actions against former officers, directors, auditors and underwriters of Safety-Kleen Corporation, who are alleged to have made false and misleading statements in connection with the sale and issuance of Safety-Kleen bonds. *In re Safety-Kleen Corp. Bondholders Litig.*, D.S.C., No. 3:00-CV-1145-17, consolidated complaint filed January 23, 2001. In March of 2005, after a jury had been selected for trial, the auditor defendant settled with the class and individual claimants for \$48 million. The trial then proceeded against the director and officer defendants. After seven weeks of trial, the director defendants settled for \$36 million, and the court entered judgment as a matter of law in favor of the class and against the company's CEO and CFO, awarding damages of \$192 million.

(9) **Styling Technology Corporation**

G&E represented funds managed by Conseco Capital Management, Inc., Credit Suisse Asset Management, Pilgrim American Funds and Oppenheimer Funds, Inc. in a securities action brought in May 2001, asserting both federal (1933 Act) and state claims brought in the Superior Court of California. The suit alleged that

certain former officers, as well as the independent auditors, of Styling Technology Corporation made false and misleading statements in connection with the sale and issuance of Styling Technology bonds. Styling Technology filed for bankruptcy protection under Chapter 11 in August 1999. In October 2000, discovery of accounting irregularities and improperly recognized revenue forced the Company to restate its financial statements for the years 1997 and 1998. Plaintiffs, owning \$66.5 million of the total \$100 million in bonds sold in the offering, settled the case for a recovery representing approximately 46% of the losses suffered by the client funds that they manage. *Franklin High Income Trust, et al. v. Richard R. Ross, et al.*, Cal. Super., San Mateo Co. [Calif.], Case No: 415057, complaint filed November 28, 2000.

(10) Tyco

G&E served as co-lead counsel representing co-lead plaintiffs Teachers' Retirement System of Louisiana and Louisiana State Employees' Retirement System in a securities class action against Tyco International Ltd. and PricewaterhouseCoopers LLP. The complaint alleged that the defendants, including Tyco International, Dennis Kozlowski, and other former executives and directors of Tyco and PricewaterhouseCoopers, made false and misleading public statements and omitted material information about Tyco's finances in violation of Sections 10(b), 14, 20A and 20(a) of the Securities Exchange Act of 1934. Tyco agreed to fund \$2.975 billion in cash to settle these claims, representing the single largest payment from any corporate defendant in the history of securities class action litigation. PricewaterhouseCoopers also agreed to pay \$225 million to settle these claims, resulting in a total settlement fund in excess of \$3.2 billion.

(11) Global Crossing

Ohio Public Employees' Retirement System and the Ohio Teachers' Retirement System were appointed lead plaintiff and G&E was appointed sole lead counsel in a securities class action against Global Crossing, Ltd. and Asia Global Crossing, Ltd. *In re Global Crossing, Ltd. Securities & "ERISA" Litig.*, MDL Docket No. 1472. In November 2004, the Court approved a partial settlement with the Company's former officers and directors, and former outside counsel, valued at approximately \$245 million. In July 2005, the Court approved a \$75 million settlement with the Citigroup-related defendants (Salomon Smith Barney and Jack Grubman). In October 2005, the Court approved a settlement with Arthur Andersen LLP and all Andersen-related defendants for \$25 million. In October 2006, the Court approved a \$99 million settlement with various financial institutions. In total, G&E recovered \$448 million for investors in Global Crossing.

(12) Telxon Corporation

G&E filed a federal securities and common law action against Telxon Corporation, its former officers and directors and its accountants in the Northern District of Ohio on behalf of Wyser-Pratte Management Co., Inc., an investment

management firm. Following mediation, G&E negotiated a settlement of all claims. *Wyser-Pratte Management Co., Inc. v. Telxon Corp., et al.*, N.D. Ohio, Case No. 5:02CV1105.

(13) **Hayes Lemmerz**

G&E served as lead counsel to plaintiffs and class members who purchased or acquired over \$1 billion in bonds issued by Hayes Lemmerz International, Inc. G&E negotiated a settlement worth \$51 million. *Pacholder High Yield Fund, Inc. et al. v. Ranko Cucoz et al.*, E.D. Mich., C.A. No. 02-71778.

(14) **Asia Pulp and Paper**

On behalf of bondholders of various subsidiaries of Indonesian paper-making giant Asia Pulp and Paper ("APP"), G&E filed an action alleging that the bondholders were defrauded by APP's financial statements which were inflated by nearly \$1 billion in fictitious sales. Defendants' motions to dismiss were denied. *Franklin High Income Trust, et al. v. APP Global Ltd., et al.*, N.Y. Sup. Ct., Trial Div., Index No. 02-602567. The matter was resolved through a confidential settlement.

(15) **Alstom**

Louisiana State Employees' Retirement System was appointed as co-lead plaintiff and G&E was appointed co-lead counsel in a class action against Alstom SA, a French corporation engaged in power generation, transmission and distribution in France. The suit alleges that Alstom and other defendants made false and misleading statements concerning the growth and financial performance of its transportation subsidiary. G&E achieved a settlement in the amount of \$6.95 million. *In re Alstom SA Sec. Litig.*, S.D.N.Y. 03-cv-6595.

(16) **Parmalat**

G&E was co-lead counsel in this securities class action arising out of a multi-billion dollar fraud at Parmalat, which the SEC described as "one of the largest and most brazen corporate financial frauds in history." Settlements exceeding \$110 million were reached. *In re Parmalat Sec. Litig.*, S.D.N.Y. 04-MDL-1653.

(17) **Marsh & McLennan**

G&E was co-lead counsel for the class of former Marsh & McLennan shareholders in this federal securities class action alleging that the company, its officers, directors, auditors, and underwriters participated in a fraudulent scheme involving, among other things, bid-rigging and secret agreements to steer business to certain insurance companies in exchange for "kick-back" commissions. After five years of litigation, G&E achieved a \$400 million settlement on behalf of the class. *In re Marsh & McLennan Companies, Inc. Sec. Litig.*, S.D.N.Y. 04-cv-8144.

(18) Hollinger International

G&E was co-lead counsel in this securities class action arising out of a company scandal at Hollinger International, Inc. which involves payment of millions of dollars to certain executives, including the company's former CEO, Lord Conrad Black, relating to sales of company assets. G&E negotiated a settlement with Hollinger in the amount of \$37.5 million. *In re Hollinger International Inc. Securities Litigation*, N.D. Ill. 04-C-0834.

(19) General Motors

G&E served as co-lead counsel in a securities class action against GM, arising from alleged false statements in GM's financial reports. After about two and a half years of litigation, a settlement was reached with GM for \$277 million, with GM's auditor, Deloitte & Touche contributing an additional \$26 million. The combined \$303 million settlement ranked among the largest shareholder recoveries of 2008. *In re General Motors Corp. Sec. Litig.*, E.D. Mich., MDL No. 1749.

(20) Delphi

Delphi is an automotive company that was spun off of General Motors. The company failed as a stand-alone entity, but concealed its failure from investors. G&E's client, one of the largest pension funds in the world, served as a lead plaintiff, and G&E served as co-lead counsel in this securities class action, which produced settlements totaling \$325 million from Delphi, its auditor and its director and officers liability insurer. *In re Delphi Corporation Securities Derivative & ERISA Litigation*, E.D. Mich., MDL No. 1725.

(21) Refco

A mere two months after going public, Refco admitted that its financials were unreliable because the company had concealed that hundreds of millions of dollars of uncollectible receivables were owed to the company by an off-balance sheet entity owned by the company's CEO. G&E served as a co-lead counsel and G&E's client, PIMCO, was a co-lead plaintiff. The case resulted in recoveries totaling \$422 million for investors in Refco's stock and bonds (including \$140 million from the company's private equity sponsor, over \$50 million from the underwriters, and \$25 million from the auditor). *In re Refco, Inc. Securities Litigation*, S.D.N.Y., No. 05 Civ. 8626.

(22) Sprint

G&E represented lead plaintiff institutional investor Carlson Capital, L.P. in this class action suit against Sprint Corporation and its former CEO and directors for breach of fiduciary duty in the consolidation of two separate tracking stocks. In

December 2007, a \$57.5 million settlement was approved. *In re Sprint Corporation Shareholder Litigation*, D. Kan., No. 04 CV 01714.

(B) In Derivative and Other Corporate Litigation:

(1) Digex

This case resulted in a settlement of over \$400 million, the largest reported settlement in the history of Delaware corporate litigation. G&E represented the lead plaintiff, TCW Technology Limited Partnership, in alleging that Digex, Inc.'s directors and majority stockholder (Intermedia, Inc.) breached their fiduciary duties in connection with WorldCom's proposed \$6 billion acquisition of Intermedia. Among other issues, WorldCom was charged with attempting to usurp a corporate opportunity that belonged to Digex and improperly waiving on Digex's behalf the protections of Delaware's business combination statute. Following G&E's argument on a motion to preliminarily enjoin the merger, the Court issued an opinion declining to enjoin the transaction but acknowledging plaintiffs' likelihood of success on the merits. *In re Digex, Inc. Shareholders Litigation*, C.A. No. 18336, 2000 WL 1847679 (Del. Ch. Dec. 13, 2000). The case settled soon thereafter.

(2) UnitedHealth Group

G&E represented the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Connecticut Retirement Plans and Trust Funds as lead plaintiffs in a derivative and class action suit in which G&E successfully challenged \$1.2 billion in back-dated options granted to William McGuire, then-CEO of health care provider UnitedHealth Group. This was among the first – and most egregious – examples of options backdating. G&E's case produced a settlement of \$922 million, the largest settlement in the history of derivative litigation in any jurisdiction. *In re UnitedHealth Group Inc. Shareholder Derivative Litig.*, C.A. No. 06-cv-1216 (D. Minn.)

(3) AIG

In what was, at the time, the largest settlement of derivative shareholder litigation in the history of the Delaware Chancery Court, G&E reached a \$115 million settlement in a suit against former executives of AIG for breach of fiduciary duty. The case challenged hundreds of millions of dollars in commissions paid by AIG to C.V. Starr & Co., a privately held affiliate controlled by former AIG Chairman Maurice "Hank" Greenberg and other AIG directors. The suit alleged that AIG could have done the work for which it paid Starr, and that the commissions were simply a mechanism for Greenberg and other Starr directors to line their pockets. *Teachers' Retirement System of Louisiana v. Greenberg, et al.*, C. A. No. 20106-VCS (Del. Ch.).

(4) Genentech

When Swiss healthcare company Roche offered to buy out biotech leader Genentech Inc. for \$43.7 billion, or \$89 per share, G&E filed a derivative claim on behalf of institutional investors opposed to the buyout. With the pressure of the pending litigation, G&E was able to reach a settlement that provided for Roche to pay \$95 per share, representing an increase of approximately \$3 billion for minority shareholders. *In re Genentech, Inc. Shareholders Litig.*, C.A. No. 3911-VCS (Del. Ch.).

(5) Willamette

In January 2002, at the request of Wyser-Pratte Management Co., Inc. and others, G&E filed a shareholder derivative action in Oregon state court claiming that the board of Willamette Industries, Inc. breached its fiduciary duties by attempting to cause Willamette to acquire the asbestos-ridden building products division of Georgia-Pacific Company as part of a scorched-earth effort to defeat a hostile takeover of Willamette by its chief competitor, Weyerhaeuser Company. G&E obtained an expedited hearing on its motion for a preliminary injunction and obtained an agreement from Willamette at the hearing not to consummate any deal with Georgia-Pacific without providing prior notice to G&E. Almost immediately thereafter, and after years of fighting against Weyerhaeuser's takeover attempts, the Willamette board relented and agreed to sell the company to Weyerhaeuser. *Wyser-Pratte Management Co., Inc. & Franklin Mutual Advisors v. Swindells, et al.*, No. 0201-0085 (Ore. Cir. Ct.).

(6) Medco Research

In January 2000, G&E filed a shareholder derivative action on behalf of State of Wisconsin Investment Board against the directors of Medco Research, Inc. in Delaware Chancery Court. The suit alleged breach of fiduciary duty in connection with the directors' approval of a proposed merger between Medco and King Pharmaceuticals, Inc. G&E was successful in obtaining a preliminary injunction requiring Medco to make supplemental and corrective disclosures. Because of G&E's efforts, the consideration to Medco's stockholders increased by \$4.08 per share, or \$48,061,755 on a class-wide basis. *State of Wisconsin Investment Board v. Bartlett, et al.*, C.A. No. 17727, 2000 WL 193115 (Del. Ch. Feb. 9, 2000).

(7) Occidental Petroleum

G&E represented Teachers' Retirement System of Louisiana and served as co-counsel in a shareholders' derivative suit against the directors of Occidental Petroleum Corporation, challenging as corporate waste the company's excessive compensation arrangements with its top executives. Filed in California state court, the case settled when the company agreed to adopt California Public Employees' Retirement System's model principles of corporate governance and undertook to reconstitute its key

committees so as to meet the tests of independence under those principles. *Teachers' Retirement System of Louisiana v. Irani et al.*, No. BC1850009 (Cal. Super.).

(8) **Staples, Inc.**

On behalf of Teachers' Retirement System of Louisiana, G&E challenged Staples, Inc.'s proposed "recapitalization" plan to unwind a tracking stock, Staples.com, which it created in 1998. G&E obtained a preliminary injunction against the deal and the deal terms were ultimately altered resulting in a \$15-\$20 million gain for shareholders. Additional disclosures were also required so that shareholders voted on the challenged transaction based on a new proxy statement with substantial additional disclosures. *In re Staples, Inc. Shareholders Litigation*, C.A. No. 18784, 2001 WL 640377 (Del. Ch. June 5, 2001).

(9) **SFX/Clear Channel Merger**

G&E filed a class action on behalf of stockholders of SFX, challenging the merger between SFX and Clear Channel. While the SFX charter required that in any acquisition of SFX all classes of common stockholders be treated equally, the merger, as planned, provided for approximately \$68 million more in consideration to the two Class B stockholders (who happened to be the senior executives of SFX) than to the public stockholders. The merger was structured so that stockholders who voted for the merger also had to vote to amend the Charter to remove the non-discrimination provisions as a condition to the merger. G&E negotiated a settlement whereby \$34.5 million more was paid to the public stockholders upon closing of the merger. This was more than half the damages alleged in the Complaint. *Franklin Advisers, Inc., et al. v. Sillerman, et al.*, C.A. No. 17878 (Del. Ch.).

(10) **Lone Star Steakhouse & Saloon**

G&E filed a derivative lawsuit on behalf of California Public Employees' Retirement System ("CALPERS") against Lone Star's former CEO, Jamie Coulter, and six other Lone Star directors. The suit alleged that the defendants violated their fiduciary duties in connection with their approval of the company's acquisition of CEI, one of Lone Star's service providers, from Coulter, as well as their approvals of certain employment and compensation arrangements and option repricing programs. Before filing the suit, G&E had assisted in CALPERS in filing a demand for books and records pursuant to Section 220 of the Delaware General Corporation Law. The company's response to that demand revealed the absence of any documentation that the board ever scrutinized transactions between Lone Star and CEI, that the board negotiated the purchase price for CEI, or that the board analyzed or discussed the repricing programs. In August 2005, the Court approved a settlement negotiated by G&E whereby Lone Star agreed to a repricing of options granted to certain of its officers and directors, payments from certain of the officers and directors related to option grants, and a \$3 million payment from Lone Star's director and officer insurance policy. Lone Star further

acknowledged that the lawsuit was one of the significant factors considered in its adoption of certain corporate governance reforms. *California Public Employees' Retirement System v. Coulter, et al.*, C.A. No. 19191 (Del. Ch.).

(11) **Siebel**

The issue of excessive executive compensation has been of significant concern for investors, yet their concerns have remained largely unaddressed due to the wide discretion afforded corporate boards in establishing management's compensation. G&E effected a sea change in the compensation policies of Siebel Systems, a leading Silicon Valley-based software developer long considered to be an egregious example of executive compensation run amok, and caused Thomas Siebel, the company's founder and CEO, to cancel 26 million options with a potential value of \$54 million. Since the company's founding in 1996, Siebel Systems had paid Mr. Siebel nearly \$1 billion in compensation, largely in the form of lavish stock options that violated the shareholder-approved stock option plan. In addition, the company had paid its directors millions of dollars for their service on the board, also in the form of stock options, at levels exponentially higher than that paid to directors on the boards of similar companies. G&E, on behalf of Teachers' Retirement System of Louisiana, commenced a derivative action challenging the company's compensation practices in September of 2002 even though a prior, similar lawsuit had been dismissed. Following a hard-fought and acrimonious litigation, G&E successfully negotiated a settlement that, in addition to the options cancellation, included numerous corporate governance reforms. The company agreed to, *inter alia*, restructure its compensation committee, disclose more information regarding its compensation policies and decisions, cause its outside auditor to audit its option plans as part of the company's annual audit, and limit the compensation that can be paid to directors. The Siebel Systems settlement generated considerable favorable press in the industry, as investors and compensation experts anticipated that the reforms adopted by Siebel Systems could affect how other companies deal with compensation issues. *Teachers' Retirement System of Louisiana v. Thomas M. Siebel, et al.*, C. A. No. 425796 (Cal. Super.).

(12) **HealthSouth Corporation**

G&E filed a derivative and class action lawsuit on behalf of Teachers' Retirement System of Louisiana against HealthSouth Corporation, its auditors, certain individual defendants, and certain third parties seeking, *inter alia*, an order forcing the HealthSouth board of directors to hold an annual shareholder meeting for the purpose of electing directors, as no such meeting had been held for over thirteen months. Following a trial, G&E negotiated a settlement of part of its claims, pursuant to which five of the defendant directors who were alleged to have engaged in improper self-dealing with the company agreed to resign and be replaced by directors selected by a committee comprised in part by institutional investors of HealthSouth. *Teachers' Retirement System of Louisiana v. Scrushy*, Del. Ch., C.A. No. 20529 (March 2, 2004).

(13) NYSE/Archipelago

G&E served as co-lead counsel in a class action in New York state court, brought on behalf of a class of seat holders of the New York Stock Exchange (“NYSE”) challenging the proposed merger between the NYSE and Archipelago Holdings, LLC. The complaint alleged that the terms of the proposed merger were unfair to the NYSE seat holders, and that by approving the proposed merger, the NYSE board of directors had violated their fiduciary duties of care, loyalty and candor, because the transaction was the result of a process that was tainted by conflicts of interest and the directors failed adequately to inform themselves of the relevant facts. The court denied the defendants’ motion to dismiss, and after expedited discovery, including over 30 depositions in a five week period, a preliminary injunction evidentiary hearing was held, in which plaintiffs sought to postpone the vote on the merger until a new, current fairness opinion was obtained from an independent financial advisor. On the second day of the hearing, the defendants agreed to the relief being sought, namely that they would obtain a new, current fairness opinion from an independent financial advisor. *In re New York Stock Exchange/Archipelago Merger Litig.*, No. 601646/05 (Sup. Ct. N.Y. Co.)

(14) Caremark / CVS

G&E represented institutional shareholders in this derivative litigation challenging the conduct of the board of directors of Caremark Rx Inc. in connection with the negotiation and execution of a merger agreement with CVS, Inc., as well as that board’s decision to reject a competing proposal from a different suitor. Ultimately, through the litigation, G&E was able to force Caremark’s board not only to provide substantial additional disclosures to the public shareholders, but also to renegotiate the terms of the merger agreement with CVS to provide Caremark shareholders with an additional \$3.19 billion in cash consideration and to ensure Caremark’s shareholders had statutory appraisal rights in the deal. *Louisiana Municipal Police Employees’ Retirement System, et al. v. Crawford, et al.*, C.A. No. 2635-N (Del. Ch.).

(15) AIG

G&E achieved a settlement of derivative claims against former American International Group, Inc. (“AIG”) CEO Hank Greenberg and other officers of the insurer in connection with a well-documented bid-rigging scheme used to inflate the company’s income. The scheme — which included an array of wrongful activities, such as sham insurance transactions intended to deceive shareholders and illegal contingent commissions which amounted to kickbacks to obtain business — caused billions of dollars’ worth of damage to AIG, and ultimately led to the restatement of years of financial statements.

In approving a settlement that returned \$90 million to AIG, the Court said the settlement was “an incentive for real litigation” with “a lot of high-quality lawyering.” *In re American International Group, Inc., Consolidated Derivative Litigation*. Delaware Chancery Court, 769-VCS

(16) Del Monte Foods

G&E served as lead counsel in shareholder litigation in which the Firm obtained an \$89.4 million settlement against Del Monte Foods Co. and Barclays Capital. On February 14, 2011, the Delaware Chancery Court issued a ground-breaking order enjoining not only the shareholder vote on the merger, but the merger agreement's termination fee and other mechanisms designed to deter competing bids. As a result of plaintiff's efforts, the Board was forced to conduct a further shopping process for the company. Moreover, the opinion issued in connection with the injunction has resulted in a complete change on Wall Street regarding investment banker conflicts of interests and company retention of investment bankers in such circumstances. *In re Del Monte Shareholder Litigation*, C.A. No. 6027-VCL (Del. Ch).

(C) In Securities Class Action Opt-Out Litigation**(1) AOL Time Warner, Inc.**

G&E filed an opt-out action against AOL Time Warner, its officers and directors, auditors, investment bankers and business partners. The case challenged certain transactions entered by the company to improperly boost AOL Time Warner's financials. G&E was able to recover for its clients more than 6 times the amount that they would have received in the class case.

(2) BankAmerica Corp.

G&E filed an individual action seeking to recover damages caused by the defendants' failure to disclose material information in connection with the September 30, 1998 merger of NationsBank Corporation and BankAmerica Corporation. G&E was preparing the case for trial when it achieved a settlement whereby the firm's client received more than 5 times what it would have received in the related class action. Those proceeds were also received approximately one year earlier than the proceeds from the class action settlement.

(3) Bristol-Myers Squibb

G&E filed an opt-out action against Bristol-Myers Squibb, certain of its officers and directors, its auditor, and Imclone, Inc., alleging that Bristol-Myers had falsified billions of dollars of revenue as part of a scheme of earnings management. While the federal class action was dismissed and eventually settled for only 3 cents on the dollar, G&E's action resulted in a total settlement representing approximately 10 times what the firm's clients likely would have received from the class action.

(4) **Qwest Communications**

G&E filed an individual action against Qwest, its accountant (Arthur Andersen LLP), Solomon Smith Barney, and current and former officers and directors of those companies. The case alleged that Qwest used “swap deals” to book fake revenue and defraud investors. G&E was able to recover for its clients more than 10 times what they would have recovered had they remained members of the class.

(5) **WorldCom**

G&E filed an opt-out action against former senior officers and directors of WorldCom, including former CEO Bernard Ebbers, and Arthur Andersen LLP (WorldCom’s former auditor), among others. The case stemmed from the widely-publicized WorldCom securities fraud scandal that involved false and misleading statements made by the defendants concerning WorldCom’s financials, prospects and business operations. G&E recovered for its clients more than 6 times what they would have received from the class action.

EXHIBIT 2

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

EXHIBIT 2

GRANT & EISENHOFER P.A.

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Robert G. Eisler (P)	217.70	\$840.00	\$182,868.00
Robert G. Eisler (P)	186.60	\$825.00	\$153,945.00
Robert G. Eisler (P)	243.60	\$795.00	\$193,662.00
Shannon Somma (OC)	215.40	\$310.00	\$66,774.00
Matthew Rieder (OC)	158.60	\$395.00	\$62,647.00
Steven Cotter (OC)	9.50	\$375.00	\$3,562.50
Lisa Grumbine (OC)	341.50	\$340.00	\$116,110.00
Tian Olson (OC)	1813.50	\$375.00	\$680,062.50
Shinichi Nozaki (OC)	1556.50	\$375.00	\$583,687.50
Shannon Somma (OC)	684.80	\$300.00	\$205,440.00
Matthew Rieder (OC)	269.40	\$300.00	\$80,820.00
Steven Cotter (OC)	540.60	\$300.00	\$162,180.00
Lisa Grumbine (OC)	483.90	\$300.00	\$145,170.00
Diane T. Zilka (SA)	3.50	\$660.00	\$2,310.00
Diane T. Zilka (SA)	63.60	\$640.00	\$40,704.00
Diane T. Zilka (SA)	48.10	\$625.00	\$30,062.50
Justin Victor (A)	0.20	\$410.00	\$82.00
NON-ATTORNEYS			
Carolynn Nevers (SPL)	0.10	\$235.00	\$23.50
Ronald E. Wittman (PL)	0.30	\$200.00	\$60.00
Ronald E. Wittman (PL)	3.60	\$190.00	\$684.00
Valisity Beal (PL)	0.20	\$200.00	\$40.00
Beatrice Smith (PL)	0.10	\$200.00	\$20.00
Beatrice Smith (PL)	0.40	\$190.00	\$76.00
Cathy Aldinger (PL)	42.90	\$200.00	\$8,580.00
Cathy Aldinger (PL)	3.00	\$190.00	\$570.00
TOTAL:	6887.60		\$2,720,140.50

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

(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

GRANT & EISENHOFER P.A.

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$ 4.61
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 292.37
Document Production	\$0
Experts / Consultants	\$0
Messenger Delivery	\$0
Photocopies – In House	\$ 7,366.69
Photocopies – Outside	\$0
Postage	\$0
Service of Process	\$ 5.00
Overnight Delivery (Federal Express, etc.)	\$ 434.68
Telephone / Facsimile	\$ 1,141.00
Transcripts (Hearings, Depositions, etc.)	\$0
Travel (Airfare and Ground Travel)	\$ 6,655.61
Travel (Meals and Lodging)	\$ 5,091.76
TOTAL:	\$20,991.72

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5

6 *Counsel for Plaintiffs*
7

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

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

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

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

15
16 **This Document Relates to:**

17 **ALL ACTIONS**
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1 I, Adam C. Belsky, declare and state as follows:

2 1. I am a partner of the law firm of Gross Belsky Alonso LLP (“GBA”). I submit this
3 declaration in support of Plaintiffs’ application for an award of attorneys’ fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel to plaintiff Kevin Moy throughout the course of this
8 litigation. The background and experience of GBA and its attorneys are summarized in the
9 *curriculum vitae* attached hereto as Exhibit 1.

10 3. GBA has prosecuted this litigation solely on a contingent-fee basis, and has been at risk
11 that it would not receive any compensation for prosecuting claims against the Defendants. While
12 GBA devoted its time and resources to this matter, it has foregone other legal work for which it
13 would have been compensated.

14 4. During the pendency of the litigation, GBA performed the following work:

15 **INVESTIGATION AND RESEARCH**

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

18 **DISCOVERY**

19 Participated in document reviews.

20 5. Attached hereto as Exhibit 2 is my firm’s total hours and lodestar, computed at
21 historical rates, for the period of March 28, 2008, through February 20, 2015. This period
22 reflects the time spent after the appointment of Co-Lead Counsel in this litigation. The total
23 number of hours spent by GBA during this period of time was 4,265.7, with a corresponding
24 lodestar of \$1,325,590.00. This summary was prepared from contemporaneous, daily time
25 records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2
26 is for work assigned by Co-Lead Counsel, and was performed by professional staff at my law
27 firm for the benefit of the Class.

EXHIBIT 1

GROSS BELSKY ALONSO LLP

One Sansome Street, Suite 3670
San Francisco, California 94104
Tel: (415) 544-0200 | Fax: (415) 544-0201

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

PRACTICE AREAS

Class actions

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

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

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

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

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

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

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

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

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

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

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

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

Constitutional law

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

Intellectual property

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

International law

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

Media law/defamation

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

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

Commercial litigation and transactions

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

Entertainment law

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

Employment law

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

Appellate

The firm represents and advises clients in civil and criminal state appellate proceedings at the federal and state levels. Significant representations include overturning the conviction of a wrongfully convicted indigent defendant because the conviction was based on improperly admitted evidence of poverty, *United States v. Mitchell*, 172 F.3d

1104 (9th Cir. 1999); overturning the attempted garnishment of a Cuban telephone company's assets to satisfy a judgment against the Republic of Cuba, *Alejandro v. Republic of Cuba*, 183 F.3d 1277 (11th Cir. 1999); upholding dismissal of a lawsuit against the Republic of South Africa that sought a declaration that South Africa has no rights to the internet domain name *southafrica.com*, *Virtual Countries, Inc. v. Republic of South Africa*, 300 F.3d 230 (2d Cir. 2002); and upholding a trial award of \$21 million in a consumer fraud class action, *State v. Pricewaterhouse Coopers LLP*, 125 Cal. App. 4th 1219 (2005).

Sexual Abuse and Clergy Abuse

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

Probate litigation

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

Mediation/alternative dispute resolution

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

ATTORNEY BIOGRAPHIES

TERRY GROSS

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

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

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

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

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

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

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

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

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

ADAM C. BELSKY

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

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

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

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

MONIQUE ALONSO

Ms. Alonso is an experienced litigator specializing in the areas of employment, constitutional, and general commercial law and probate. In addition, she represents childhood sexual abuse survivors in civil actions against their abusers, most recently in multiple actions against church entities including the Roman Catholic Diocese of Oakland and the Roman Catholic Archdiocese of San Francisco for clergy abuse, resulting in consistent significant settlements for the victims. Ms. Alonso has an active civil rights practice focusing on police misconduct, and currently represents plaintiffs in actions against two different Northern California cities and their police departments. She has extensive experience litigating wrongful termination, employment discrimination and sexual harassment matters on behalf of both plaintiffs and defendants in state and federal courts, and also provides general employment counseling, including hiring, firing and severance issues. Her commercial litigation experience includes cases involving unfair competition, intellectual property disputes, contract disputes, misappropriation, and related business torts. She has represented both claimants and personal representatives in estate and trust contests.

Ms. Alonso's significant litigation experience includes serving as trial counsel in a \$400 million dollar will contest resulting in judgment for the client; acting as defense counsel in multiple claims hearings in a sexual discrimination class action; and serving as trial counsel in a state constitutional challenge to legislation requiring minors to obtain parental consent to abortion, and in a federal constitutional challenge to California's unitary taxation policy.

Ms. Alonso is admitted to practice in all California state courts and various federal courts, including the Ninth Circuit and the United States Supreme Court. She has received public recognition for her pro bono activities, including the State Bar's Wiley W. Manuel Award for Pro Bono Legal Services. She has been named an Outstanding Pro Bono Lawyer by the Volunteer Legal Services Program as well as receiving repeated commendations from that program.

Ms. Alonso received an A.B. degree with highest honors from the University of California at Davis in 1983, and is a member of Phi Beta Kappa. She received her J.D. from the University of California at Los Angeles in 1986. Member, National Police Accountability Project; Bar Association of San Francisco (Member: Litigation Section).

Highlights of the Firm's Work

Media Law

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

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

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

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

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

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

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

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

Consumer Class Actions

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

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

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

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

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

Internet Law

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

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

International Law

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

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

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

Sexual Abuse by Clergy

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

Commercial Litigation

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

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

Employment Discrimination

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

Pro Bono Representation

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

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

REPRESENTATIVE CLIENTS

Individuals

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

Governments

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

Companies

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

Foundations and Nonprofits

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

EXHIBIT 2

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

EXHIBIT 2

GROSS BELSKY ALONSO LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Terry Gross (P) (2008)	9.3	\$625	\$5,812.50
Terry Gross (P) (2009-10)	18	\$650	\$11,700.00
Terry Gross (P) (2011-12)	15.8	\$700	\$11,060.00
Terry Gross (P) (2013-15)	10.8	\$725	\$7,830.00
Adam Belsky (P) (2008-10)	15.9	\$575	\$9,142.50
Adam Belsky (P) (2011-12)	31.4	\$600	\$18,840.00
Adam Belsky (P) (2013-15)	33.8	\$650	\$21,970.00
Joanne Kapsack (A) (2012-14)	3181	\$300	\$954,300.00
Mary Cuniff (2008) (A)	2.2	\$300	\$660.00
Mary Parker (2013-14) (A)	945.8	\$300	\$283,760.00
Sarah Crowley (2011) (A)	1.3	\$350	\$455.00
NON-ATTORNEYS			
Jessica Dean (PL) (2009)	0.4	\$150	\$60.00
TOTAL:			\$1,325,590.00

(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

GROSS BELSKY ALONSO LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$ 350.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$91.10
Document Production	\$0
Experts / Consultants	\$0
Messenger Delivery	\$52.80
Photocopies – In House	\$26.20
Photocopies – Outside	\$0
Postage	\$16.33
Service of Process	\$0
Overnight Delivery (Federal Express, etc.)	\$0
Telephone / Facsimile	\$206.11
Transcripts (Hearings, Depositions, etc.)	\$0
Travel (Airfare and Ground Travel)	\$310.92
Travel (Meals and Lodging)	\$182.98
TOTAL:	\$1,236.44

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7 *Counsel for Plaintiffs*
8
9
10
11

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

16 **IN RE TRANSPACIFIC PASSENGER AIR**
17 **TRANSPORTATION ANTITRUST**
18 **LITIGATION**

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

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

19
20 **This Document Relates to:**

21 **ALL ACTIONS**
22
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28

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

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

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

9 3. Gustafson Gluek PLLC has prosecuted this litigation solely on a contingent-fee basis,
10 and has been at risk that it would not receive any compensation for prosecuting claims against the
11 Defendants. While Gustafson Gluek PLLC devoted its time and resources to this matter, it has
12 foregone other legal work for which it would have been compensated.

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

15 **INVESTIGATION AND RESEARCH**

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

20 **PLEADINGS AND MOTIONS**

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

25 **DISCOVERY**

26 Gustafson Gluek PLLC performed the following work regarding discovery in this case
27 including: reviewed, analyzed, and coded documents produced by defendants, including
28 translation of foreign language documents; coordinated and oversaw foreign language document

1 reviewers; investigated, gathered, and reviewed relevant documents of Plaintiffs Harley Oda and
2 Roy Onomura; completed client questionnaires and plaintiff fact sheets; drafted and assisted with
3 preparation of discovery responses, requests, and supplemental responses to Defendant China
4 Airlines Ltd.'s discovery requests; prepared, attended and assisted with defense of class
5 representative depositions of Roy Onomura and Harley Oda.

6 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
7 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
8 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
9 hours spent by Gustafson Gluek PLLC during this period of time was 4,569.25, with a
10 corresponding lodestar of \$1,583,180.00. This summary was prepared from contemporaneous,
11 daily time records regularly prepared and maintained by my firm. The lodestar amount reflected
12 in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at
13 my law firm for the benefit of the Class.

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

17 7. My firm has expended a total of \$4,374.84 in unreimbursed costs and expenses in
18 connection with the prosecution of this litigation. These costs and expenses are broken down in
19 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
20 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
21 in this action are reflected on the books and records of my firm. These books and records are
22 prepared from expense vouchers, check records and other source materials and represent an
23 accurate recordation of the expenses incurred.

24 8. Gustafson Gluek PLLC has paid a total of \$40,000.00 in assessments for the joint
25 prosecution of the litigation against the Defendants.

26 9. I have reviewed the time and expenses reported by my firm in this case which are
27 included in this declaration, and I affirm that they are true and accurate.
28

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct. Executed on this 2nd day of April, 2015, at Minneapolis, Minnesota.

3
4 /s/ Daniel C. Hedlund

5 ATTORNEY NAME
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EXHIBIT 1

GUSTAFSON GLUEK PLLC

Firm Résumé

March 2015

Gustafson Gluek PLLC is a Minneapolis law firm with a national practice, with emphasis in antitrust, consumer protection and class action litigation. The eight members of the firm have over one-hundred years of experience in these areas, as well as in the areas of intellectual property litigation involving patents, trademarks and trade dress, complex business litigation, and securities fraud litigation.

Gustafson Gluek PLLC practices before state and federal courts throughout the country and works with and opposes some of the nation's largest companies and law firms. The firm was formed in May 2003.

Daniel E. Gustafson

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

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

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

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

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

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

Mr. Gustafson is also an adjunct professor at the University of Minnesota Law School teaching a fall semester seminar on the “Fundamentals of Pretrial Litigation.”

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

In 2001-2014, Mr. Gustafson was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer,” in the fields of business litigation, class actions and antitrust. “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent

research on the candidates; no more than 5% of lawyers in Minnesota are selected as “Super Lawyers.” He was also ranked in the Top 100 MN Super Lawyers in 2012 – 2014. In 2005, Mr. Gustafson was one of only eleven Minnesota attorneys selected as a “Super Lawyer” in the field of antitrust litigation. Mr. Gustafson was also selected as one of *Minnesota Lawyer’s* Attorneys of the Year for 2010 and 2013. He was selected based on nominations from across the state.

In September 2011, Mr. Gustafson testified before the House Committee on the Judiciary, Subcommittee on Intellectual Property, Competition and the Internet regarding the proposed merger between Express Scripts and Medco. Mr. Gustafson also testified before the United States Congressional Commission on Antitrust Modernization in June 2005. In addition to congressional testimonies, Mr. Gustafson has authored or presented numerous seminars and continuing legal education pieces on various topics related to class action litigation, antitrust, consumer protection or legal advocacy. He has also co-authored chapters including “Pretrial Discovery in Civil Litigation” in *Private Enforcement of Antitrust Law in the United States* and “Obtaining Evidence” in *The International Handbook on Private Enforcement of Competition*.

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

Mr. Gustafson is currently actively involved in the representation of plaintiffs and plaintiff classes in numerous cases, including: *Trabakoolas v. Watts Water Technologies, Inc.* (N.D. Cal.) (“*Toilet Products*”); *In re Aluminum Warehousing Antitrust Litig.* (S.D.N.Y.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Plasma – Derivative Protein Therapeutics Antitrust Litig.* (N.D. IL); *In re Blue Cross Blue Shield Antitrust Litig.* (N.D. Ala.); *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.) (“*BCBS MP*”); *Vehicle Carrier Services Antitrust Litig.* (D.N.J.) (“*Car Carrier*”); *Kleen Products, LLC v. Packaging Corporation of America* (N.D. IL) (“*Containerboard*”); *In re Lithium Ion Batteries Antitrust Litig.* (N.D. Cal.); *Karsjens et al v. Jesson* (D. Minn.); *In re Pool Products Distribution Market Antitrust Litig.* (E.D.L.A.); *In re Wellbutrin XL Antitrust Litig.* (E.D. Pa.); *Dryer et al. v. Nat’l Football League* (D. Minn.); *In re Intel Corp Microprocessor Antitrust Litig.* (D. Del.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Cal.); *In re Flat Glass Antitrust Litig. (II)*, (W.D. Pa.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.); *In re Wellbutrin SR/Zyban Direct Purchaser Antitrust Litig.* (E.D. Pa.); *In re Dry Max Pampers Litig.* (S. D. Ohio); *In re Ready-Mixed Concrete Antitrust Litig.* (S.D. Ind.); *In re Urethane Antitrust Litig.* (D. Kan.); *SAJ Distributors, Inc. et al. v. SmithKline Beecham Corp. et al.* (E.D. Va.) (“*Augmentin*”); and *Iverson et al. v. Pfizer, Inc. et al.* (D. Minn.) (“*Canadian Prescription Drugs*”).

He also has participated in the representation of plaintiff classes in other cases in the past, including: *In re BP Propane Indirect Purchaser Antitrust Litig.* (N.D. Ill.); *Lief et al. v. Archer Daniels Midland Co., et al.* (D. Minn) (“*Indirect MSG*”); *In re Premarin Antitrust Litig.* (S.D. Ohio); *Blevins v. Wyeth-Ayerst Labs., Inc.* (Cal. Super. Ct.); *Ellerbrake v. Campbell Hausfeld* (20th Jud. Ct. Ill.) (“*Air Compressors*”); *Nichols et al. v. Smithkline Beecham Corp.* (E.D. Pa.) (“*Paxil*”); *Heerwagen v. Clear Channel Communications, Inc.* (S.D.N.Y.); *Wiginton v. CB*

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

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

Md.); *Preferred Carolinas Realty, Inc. v. Am. Home Realty Network, Inc.* (M.D.N.C.); *Synthes USA, LLC v. Spinal Kinetics* (N.D. Cal.); *KBA- Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“KBA II”); *KBA-Giori, North America, Inc. v. Muhlbauer, Inc.* (E.D. Va.) (“KBA I”); *Spine Solutions, Inc., v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.); *Harmon v. Innomed Technologies, Inc.* (S.D. Ga); *J.D. Edwards World Solutions Company Arbitrations* (AAA) (trial counsel for Quantegy and Amherst); *INO Therapeutics, Inc. v. SensorMedics Corp.* (D.N.J.); and *In re National Metal Technologies, Inc.* (S.D. Cal.).

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

Karla M. Gluek

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

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

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

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

In 2011-2014, she was designated by *Law & Politics* magazine as a Minnesota “Super Lawyer,” in the field of antitrust law. “Super Lawyer” selection results from peer nominations, a “blue ribbon” panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as “Super Lawyers.” Ms. Gluek serves as a volunteer attorney for the Minnesota Federal Bar Association’s Federal *Pro Se* Project.

Ms. Gluek is currently actively involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *Karsjens et al v. Jesson* (D. Minn.); *Regional Multiple Listing Services of MN, Inc. d/b/a NorthstarMLS v. American Home Realty Network, Inc. v. Edina Realty, Inc., et.al.*, (D. Minn.); *Metropolitan Regional Information Systems, Inc. v. Am. Home Realty Network, Inc., et al.* (D. Md.); *Preferred Carolinas Realty, Inc. v. Am. Home Realty Network, Inc.* (M.D.N.C.); *In re Plasma – Derivative Protein Therapics Antitrust Litig.* (N.D. IL); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litigation* (D. Minn.); *In re National Arbitration Forum Litigation* (D. Minn.); *In re Wellbutrin XL Antitrust Litigation* (E.D. Pa.); *St. Barnabas Hospital, Inc. et al. v. Lundbeck, Inc. et al.* (D. Minn.); *In re Androgel Antitrust Litigation* (N.D. Ga.); *In re Comcast Corp, Set-Top Cable Television Box Antitrust Litigation* (E.D. Pa); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litigation* (D. Minn.); *Yarrington v. Solvay Pharmaceuticals, Inc. et al.* (D. Minn.) (“*Estratest*”); *Lief et al. v. Archer Daniels Midland Co. et al.* (D. Minn.) (“*Indirect MSG*”); *Ellerbrake v. Campbell Hausfeld*

(20th Jud. Ct. Ill.) (“*Air Compressors*”); *Nichols et al. v. Smithkline Beecham Corp.* (E.D. Pa.) (“*Paxil*”); *Heerwagen v. Clear Channel Communications, Inc.* (S.D.N.Y.); *Wiginton v. CB Richard Ellis* (N.D. Ill.); *Robin Drug Co. v. PharmaCare Management Services Inc.* (Minn. 4th Jud. Dist.) (“*Pharmacy Underpayment*”).

She also has been involved in other class actions and complex cases, including: *In re Wellbutrin SR/Zyban Direct Purchaser Antitrust Litig.* (E.D. Pa.); *In re Dry Max Pampers Litig.* (S.D. Ohio); *SAJ Distributors, Inc. et al. v. SmithKline Beecham Corp. et al.* (E.D. Va.) (“*Augmentin*”); *Iverson et al. v. Pfizer, Inc. et al.* (D. Minn) (“*Canadian Prescription Drug*”); *In re MSG Antitrust Litig.* (D. Minn.) (“*MSG*”); *In re Minnesota Vitamin Antitrust Litig.* (Minn., 2nd Jud. Dist.); *Samples v. Monsanto Co.* (E.D. Mo.) (“*Bio Seeds*”); *In re Terazosin Hydrochloride Antitrust Litig.* (S.D. Fla.) (“*Hytrin*”); and *In re Magnetic Audiotape Antitrust Litig.* (S.D.N.Y.); *In re Grand Casinos Inc. Sec. Litig.* (D. Minn.); *In re Olympic Fin., Ltd. Sec. Litig.* (D. Minn.); *Schmulbach v. Pittway Corp.* (Ill., 12th Jud. Dist.) (“*Smoke Detectors*”); *Ruff v. Parex, Inc.* (N.C. New Hanover Cty. Sup. Ct.) (“*EIFS*”); *Behm v. John Nuveen & Co., Inc.* (Minn. 4th Jud. Dist.); *Infant Formula Antitrust Litig.* (multiple state court actions); *In re Prudential Ins. Co. Sales Practices Litig.* (D.N.J.); *Big Valley Milling, Inc. v. Archer Daniels Midland Co.* (Minn. 8th Jud. Dist.) (“*Lysine*”); *In re High-Fructose Corn Syrup Antitrust Litig.* (C.D. Ill.); *Raz v. Archer Daniels Midland Co.* (Minn. 8th Jud. Dist.) (“*Citric Acid*”); and *S&S Forage Equip. Co. v. Up North Plastics, Inc.* (D. Minn.) (“*Silage Bags*”).

Ms. Gluek is also currently or has been involved in other non-class complex cases involving antitrust, consumer protection, contract, unfair competition, trademark and patent infringement claims, including: *Synthes USA, LLC v. Spinal Kinetics, Inc.* (N.D. Cal.); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“*KBA II*”); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“*KBA I*”); *Spine Solutions, Inc. v. Medtronic Sofamor Danek,*

Inc. (W.D. Tenn.); *Harmon v. Innomed Technologies, Inc.* (S.D. Ga.); *J.D. Edwards World Solutions Company Arbitrations* (AAA); *INO Therapeutics Inc. v. SensorMedics Corp.* (D.N.J.); *In re National Metal Technologies, Inc.* (S.D. Cal.); *Transclean Corp. v. MotorVac Technologies, Inc.* (D. Minn.); *Cardiac Pacemakers, Inc. v. Warner* (D. Minn.); *Intermedics, Inc. v. Cardiac Pacemakers, Inc.* (D. Minn.); *Hammond v. Hitachi Power Tools, Inc.* (D. Minn.); *Minnesota Mining & Mfg. Co. v. Fellowes Mfg. Co.* (D. Minn.); *UFE, Inc. v. Alpha Enters., Inc.* (D. Minn.); *Eastman Kodak Co. v. Minnesota Mining & Mfg. Co.* (W.D.N.Y.); and *On Assignment, Inc. v. Callander* (Minn., 4th Jud. Dist.).

Jason S. Kilene

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

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

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

He is currently or has recently been involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *Kleen Products LLC, et al. v. Packaging Corporation of America et al.* (N.D. Ill.); *In re American Express Anti-Steering Rules Antitrust Litig.* (E.D.N.Y.); *In re Automotive Parts*

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

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

Daniel C. Hedlund

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

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

Mr. Hedlund has practiced in the areas of antitrust, securities fraud, and consumer protection since 1997. He is admitted to practice in the United States District Court for the District of Minnesota, the Eighth Circuit Court of Appeals, the Second Circuit Court of Appeals, and in Minnesota State Court. Mr. Hedlund is a member of the Federal, American, Minnesota, and Hennepin County Bar associations. Mr. Hedlund is active in the Minnesota Chapter of the Federal Bar Association, currently serving as Co-Vice President for the Eighth Circuit. He has previously served as Liaison between the Federal Bar Association and the Minnesota State Bar Association and as Secretary of the Federal Bar Association, Minnesota Chapter. He currently serves as Vice-Chairman for the Antitrust Section of the Minnesota State Bar Association and is President of the Committee to Support Antitrust Laws. In addition to presenting at CLEs, he has recently testified before the Minnesota legislature on competition law, and before the Federal Rules Committee.

In 2013 and 2014, he was designated by *Law & Politics* magazine as a Minnesota "Super Lawyer," in the field of antitrust law. "Super Lawyer" selection results from peer nominations, a "blue ribbon" panel review process and independent research on the candidates; no more than 5%

of lawyers in Minnesota are selected as “Super Lawyers.” Mr. Hedlund serves as a volunteer attorney for the Minnesota Federal Bar Association’s Federal *Pro Se* Project.

Mr. Hedlund is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.); *American Electric Motor Services Inc. v. Blue Cross Blue Shield of Alabama* (N.D. Ala.); *In re DRAM Antitrust Litigation* (multiple federal and state court actions) (indirect purchaser class); *In re Flash Memory Antitrust Litigation* (N.D. Cal.); *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.); *In re Processed Egg Products Antitrust Litigation* (E.D. Pa.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Refrigerant Compressors Antitrust Litigation* (E.D. Mi.); *In re SIGG Switzerland (USA), Inc. Aluminum Bottles Marketing and Sales Practices Litigation* (W.D. Ky.); *In re Air Cargo Shipping Services Antitrust Litigation* (E.D.N.Y.); *In re St. Paul Travelers Securities Litigation II* (D. Minn.); *In re Digital Music Antitrust* (S.D.N.Y.); *In re OSB Antitrust Litigation* (E.D. Pa.); *In re Vitamin C Antitrust Litigation* (E.D.N.Y.); *In re Funeral Consumers Antitrust Litigation* (S.D. Tex.); *McIntosh v. Monsanto Co.* (E.D. Mo.); *In re AOL Time Warner Securities Litigation* (S.D.N.Y.); *In re Commercial Tissue Antitrust Litigation* (N.D. Fla.); *In re Universal Service Fund Telephone Billing Practices Litigation* (D. Kan.); *In re Green Tree Financial Stock Litigation* (D. Minn.); *In re NASDAQ Market-Makers Antitrust Litigation* (S.D.N.Y.); *In re Polypropylene Carpet Antitrust Litigation* (N.D. Ga.); *In re Buffets, Inc. Securities Litigation* (D. Minn.); *In re Mercedes Benz Antitrust Litigation* (D.N.J.); *In re Xcel Energy, Inc. Securities Litigation* (D. Minn.); *In re Blue Cross Subscriber Litigation* (D. Minn.); *In re MSG Antitrust Litigation* (D. Minn.); *In re Mercury Finance Co. Securities Litigation* (N.D. Ill.); *In re Olympic Financial Securities Litigation* (D. Minn.); and *In re Flat Glass Antitrust Litigation* (W.D. Pa.).

Amanda M. Williams

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

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

After graduating from law school Ms. Williams served as law clerk to the Honorable Gordon W. Shumaker, Minnesota Court of Appeals. She then joined Gustafson Gluek PLLC in 2005. Ms. Williams is an active member of Minnesota Women Lawyers and is former chair of the Law School Scholarship Committee. She serves as a volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project and is a recipient of the Minnesota chapter of the Federal Bar Association's 2011 Distinguished *Pro Bono* Service award. In 2013, Ms. Williams was designated a "rising star" in the field of antitrust litigation.

Ms. Williams is currently, or has been actively involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *Fleischman v. Albany Medical Center* (N.D.N.Y.), *Reed, et al. v. Advocate Health Care, et al.* (N.D. Ill.), *Clarke et al v. Baptist Memorial Healthcare Corp. et al* (W.D. Tenn.), *Maderazo et al. v. VHS San Antonio Partners D.B.A. Methodist Hospitals et al.* (W.D. Tex.), *Cason-Merenda, et al v. Detroit Medical Center* (E.D. Mich.), *In re Containerboard Antitrust Litig.* (N.D. Ill.); *Pinsonneault v. St. Jude Medical et al* (D. Minn.), *The Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.), *In re Urethane Antitrust Litig.* (D. Kan.); *In re Funeral Consumers Antitrust Litig.* (S.D. Texas); *In re Foundry Resins Antitrust Litig.* (S.D. Ohio); *In re Wellbutrin SR Antitrust Litig.* (E.D. Pa.); *In re Medtronic,*

Inc. Implantable Defibrillators Products Liability Litig. (D. Minn); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liab. Litig.* (D. Minn); *Kleen Products LLC, et al. v. Packaging Corp. of America, et al.*, (N.D. Ill.); *In re: American Medical Systems, Inc. Litig.* (Henn. Co.); and *Karsjens, et. al v. Jesson, et. al* (D. Minn.).

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

Catherine Sung-Yun K. Smith

Catherine Sung- Yun K. Smith is a member of Gustafson Gluek PLLC. She is a graduate of Korea University (B.A. 2000) and a graduate of University of Minnesota Law School (J.D. 2005). Ms. Smith is admitted to the New York Bar, Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

During law school, Ms. Smith served as a director of the Civil Practice Clinic, and also as a director of the William E. McGee National Civil Rights Moot Court Competition. Ms. Smith served as a judicial extern for the Honorable Regina Chu, District Judge, Fourth Judicial District of Minnesota. In addition, Ms. Smith also participated in the Maynard Pirsig Moot Court. She joined Gustafson Gluek PLLC in 2007. Ms. Smith has been named as a Super Lawyer Rising Star in 2013 and 2014.

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

Ms. Smith is currently involved in the representation of plaintiffs and classes in numerous cases including: *In re TFT LCD (Flat Panel) Antitrust Litig.* (N.D. Ca); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Ca.); *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.); *Hyun Park et al v. Korean Air Lines Co., Ltd.* (C.D. Ca); *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.); and *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.* (E.D.N.Y.).

David A. Goodwin

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

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

Mr. Goodwin is the Vice Chair for the Federal Bar Association Younger Lawyers Division and Treasurer for the Minnesota State Bar Association Consumer Litigation Section. Mr. Goodwin has been named as a Super Lawyer Rising Star in 2013 and 2014.

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

Practices Litig. (W.D. Mo.); In re NCAA Student- Athlete Name and Likeness Licensing Litig. (N.D. Cal.); In re Plasma-Derivative Protein Therapies Antitrust Litig. (N.D. Ill.); Dryer v. NFL (D. Minn.); In re Aluminum Warehousing Antitrust Litig. (S.D.N.Y); Smith v. Questar Capital Corp. (D. Minn.); Gordon v. US Bancorp, et. al (D. Minn.) and Karsjens, et. al v. Jesson, et. al (D. Minn.).

Michelle J. Looby

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

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

Ms. Looby is a co-chair of the Minnesota Women Lawyers Public Policy Advocacy Committee, serves on the Minnesota State Bar Association's Antitrust Council, and is a member of Federal Bar Association. In 2014, she was designated by *Law & Politics* magazine as a Minnesota "Super Lawyer Rising Star." "Super Lawyer" selection results from peer nominations, a "blue ribbon" panel review process and independent research on the candidates; no more than 2.5% of lawyers in Minnesota are selected as "Rising Stars."

Ms. Looby is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases including: *Precision Associates, Inc. et al. v. Panalpina World Transport (Holding), Ltd., et al.* (E.D.N.Y.); *In re Vitamin C Antitrust Litig.* (E.D.N.Y.); *In re Processed Egg Products Antitrust Litig.* (E.D. Pa.); *In re Ductile Iron Pipe Fittings (“DIPF”) Indirect Purchaser Antitrust Litig.* (D. N.J.); *Universal Delaware, Inc., d/b/a Gap Truck Stop et al. v. Comdata Corporation* (E.D. Pa.); *In re Online DVD Rental Antitrust Litig.* (N.D. Cal.); *In re Comcast Corp. Set-Top Cable Television Box Anti-Trust Litig.* (E.D. Pa.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re Steel Antitrust Litig.* (N.D. Ill.); *Marchese v. Cablevision Systems Corp.* (D. N.J.); and *In re Refrigerant Compressors Antitrust Litig.* (E.D. Mich.).

Sara J. Payne

Sara J. Payne is an associate of Gustafson Gluek PLLC. She received her undergraduate degree from Brigham Young University (B.A. 2001), her post-graduate degree from the University of Reading, England (M.S. 2003), and is a *cum laude* graduate of the University of Minnesota Law School (J.D. 2008). Ms. Payne is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota.

While in law school, Ms. Payne served as a director and member of the competition team of the William E. McGee National Civil Rights Moot Court, and taught first-year legal writing courses. She clerked for the Hennepin County Attorney’s Office and Anoka County Attorney’s Office, and served as a judicial extern for the Honorable Janie S. Mayeron, Magistrate Judge, United States District Court, District of Minnesota.

After graduating from law school, Ms. Payne served as a law clerk to the Honorable Gary R. Larson, District Judge, Fourth Judicial District of Minnesota (2008-2010) and to the Honorable Peter A. Cahill, Chief District Judge, Fourth Judicial District of Minnesota (2010-2011). Ms. Payne joined Gustafson Gluek in March 2011.

Ms. Payne is a Committee Member of *The Hennepin Lawyer*, and often serves as an issue editor or contributing author for the publication. She is a member of the Minnesota Women Lawyers, and serves as a volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project. She is a recipient of the Minnesota chapter of the Federal Bar Association's 2011 Distinguished Pro Bono Service award, Minnesota State Bar Associations' 2012 and 2013 North Star Lawyer award, and was named as a Super Lawyer Rising Star in 2014.

Ms. Payne is currently, or has been actively involved in the representation of plaintiffs and classes in *In re Automotive Parts Antitrust Litig.* (E.D. Mich); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litig.* (D. Minn.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *Edwards et al. v. National Milk Producers Federation, et al.* (N.D. Cal.); *Wortman et al v. Air New Zealand et al* (N.D. Cal); *In re American Medical Systems, Inc. Litig.* (Minn. Consolidated cases); and *In re Potash Antitrust Litig.* (N.D. Ill.).

Joseph C. Bourne

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

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

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

Gustafson Gluek PLLC in 2011.

Mr. Bourne is a member of the Executive Council of the Minnesota Bar Association's New Lawyers Section, currently serving as a Committee Chair of *Hearsay*, the Section's quarterly newsletter. He also serves as a volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project. In 2014, Mr. Bourne was designated as a "Rising Star" by *Super Lawyers Magazine* in the area of antitrust litigation; no more than 2.5 percent of Minnesota attorneys are selected as Rising Stars.

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

Mr. Bourne is currently or has recently been actively involved in the representation of plaintiffs and classes in numerous cases, including: *Precision Assocs., Inc. v. Panalpina World Transp. (Holding) Ltd.* (E.D.N.Y.); *Landwehr v. AOL Inc.* (E.D. Va.); *In re Pool Prods. Distribution Mkt. Antitrust Litig.* (E.D. La.); and *Shane Group, Inc. v. Blue Cross Blue Shield of Mich.* (E.D. Mich.). He also is currently or has recently represented parties in non-class intellectual property, commercial, false claims, and civil rights litigation matters.

Joshua J. Rissman

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

Gustafson Gluek PLLC in August 2010. He is admitted to the Minnesota Bar and is admitted to practice in the United States District Court District of Minnesota.

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

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

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

Raina C. Borrelli

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

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

During law school, Ms. Borrelli was a member of the Phillip C. Jessup International Moot Court Competition Team, served on the board of NOLA MN, a student group that organized trips to New Orleans for law students to participate in volunteer legal work, and worked as a law clerk in the in-house legal department of two major corporations and as a law clerk for a small plaintiff's firm. Ms. Borrelli was a judicial extern for the Honorable Ann Alton, District Judge, Fourth Judicial District of Minnesota. She joined Gustafson Gluek PLLC in October 2011.

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

Daniel J. Nordin

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

In law school, Mr. Nordin was a Managing Editor on the *Minnesota Journal of Law, Science & Technology*. In addition to clerking for a law firm in Edina, Minnesota, he also volunteered as a Tenant Advocate with HOME Line, a nonprofit tenant advocacy organization, through the Public Interest Clinic. Mr. Nordin joined Gustafson Gluek PLLC in October 2011.

Mr. Nordin is currently involved in the representation of plaintiffs and classes in antitrust litigation, including *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.), *In re Vitamin C Antitrust Litig.* (E.D.N.Y.), *In re Vehicle Carrier Services Antitrust Litig.* (D.N.J.), *The Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.),

and *In re Domestic Drywall Antitrust Litig.* (E.D. Pa.).

Lucia G. Massopust

Lucy G. Massopust is an associate of Gustafson Gluek PLLC. She is a graduate of Colorado College (B.A. 2008) and a *magna cum laude* graduate of William Mitchell College of Law (J.D. 2012). Ms. Massopust is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota. She is a member of the Federal Bar Association, Minnesota Bar Association, and Minnesota Women Lawyers.

During law school, Ms. Massopust provided civil representation to low-income persons incarcerated in Minnesota through the Legal Assistance to Minnesota Prisoners Clinic. She also served as a judicial extern to the Honorable Philip C. Carruthers, District Judge, Fourth Judicial District of Minnesota and as a judicial intern to the Honorable Paul A. Magnuson, United States Judge for the District of Minnesota. Ms. Massopust joined Gustafson Gluek PLLC as a law clerk in 2010 and 2011 and then started as an associate in October 2012.

Ms. Massopust is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Containerboard Antitrust Litig.* (N.D. Ill.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Ca.); and *In re Automotive Parts Antitrust Litig.* (E.D. Mich.). She is also actively involved in the representation of *pro se* litigants as part of the Federal Bar Association's *Pro Se* Project.

Eric S. Taubel

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

of Minnesota.

In law school, Mr. Taubel served as the Editor-in-Chief of the *Minnesota Journal of Law, Science & Technology*, and he contributed a published Note, *The ICS Three-Step: A Procedural Alternative for Section 230 of the Communications Decency Act and Derivative Liability in the On-Line Setting*, 12 MINN. J.L. SCI. & TECH 365 (2011). Mr. Taubel also provided representation to low-income persons with tax disputes and discrepancies with the Internal Revenue Service and Minnesota Department of Revenue. In addition, Mr. Taubel clerked for a small criminal defense firm in St. Louis Park, MN.

After graduating from law school, Mr. Taubel served as a law clerk to the Honorable Ivy S. Bernhardson, Assistant Chief Judge, Minnesota Fourth Judicial District. He then joined Gustafson Gluek PLLC in 2014.

Mr. Taubel is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *In re Containerboard Antitrust Litig.* (N.D. Ill.), *In re Pre-Filled Propane Tank Antitrust Litigation* (W.D. Mo.), *In re Syngenta AG MIR162 Corn Litigation* (D. Kan.), and *Karsjens, et. al v. Jesson, et. al* (D. Minn.).

Johanna K. Smith

Johanna K. Smith is an associate of Gustafson Gluek PLLC. She is a *summa cum laude* graduate of the University of Wisconsin – Eau Claire (B.S. 2002), a *summa cum laude* graduate of Minnesota State University – Mankato (M.A.T. 2005), and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2014). Ms. Smith is admitted to the Minnesota Bar and is admitted to practice in the United States District Court for the District of Minnesota. She is a member of the American, Minnesota, and Hennepin County Bar Associations.

During law school, Ms. Smith served as a judicial extern to the Honorable David S. Doty, Senior U.S. District Judge, District of Minnesota. She also volunteered with the Indian Services

Project and was a staff member of the *Minnesota Journal of Law, Science & Technology*. She was the inaugural recipient of the Judge James M. Rosenbaum scholarship. Ms. Smith joined Gustafson Gluek PLLC as a law clerk in 2012 and 2013 and then started as an associate in October 2014.

Ms. Smith is currently, or has been, actively involved in the representation of plaintiffs and classes in numerous cases, including: *Karsjens, et. al v. Jesson, et. al (D. Minn.)*, *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd. (E.D.N.Y.)*, and *The Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan (E.D. Mich.)*.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

GUSTAFSON GLUEK PLLC

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Daniel E. Gustafson (P)	1.75	\$300.00	\$525.00
Daniel E. Gustafson (P)	1.00	\$850.00	\$850.00
Daniel E. Gustafson (P)	0.50	\$900.00	\$450.00
Jason S. Kilene (P)	1.25	\$300.00	\$375.00
Jason S. Kilene (P)	0.25	\$500.00	\$125.00
Jason S. Kilene (P)	0.75	\$575.00	\$431.25
Jason S. Kilene (P)	55.25	\$600.00	\$33,150.00
Jason S. Kilene (P)	92.00	\$700.00	\$64,400.00
Daniel C. Hedlund (P)	14.50	\$300.00	\$4,350.00
Daniel C. Hedlund (P)	3.50	\$450.00	\$1,575.00
Daniel C. Hedlund (P)	4.50	\$500.00	\$2,250.00
Daniel C. Hedlund (P)	0.25	\$525.00	\$131.25
Daniel C. Hedlund (P)	1.75	\$550.00	\$962.50
Daniel C. Hedlund (P)	2.5	\$575.00	\$1,437.50
Daniel C. Hedlund (P)	15.5	\$600.00	\$9,300.00
Daniel C. Hedlund (P)	5.75	\$700.00	\$4,025.00
Brian L. Williams (P)	1.50	\$500.00	\$750.00
Amanda M. Williams (P)	0.25	\$300.00	\$75.00
Cathy K. Smith (P)	139.00	\$300.00	\$41,700.00
Cathy K. Smith (P)	7.50	\$325.00	\$2,437.50
Cathy K. Smith (P)	2.25	\$360.00	\$810.00
Cathy K. Smith (P)	0.25	\$395.00	\$98.75
Cathy K. Smith (P)	2.50	\$420.00	\$1,050.00
Cathy K. Smith (P)	0.50	\$445.00	\$222.50
Cathy K. Smith (P)	16.25	\$475.00	\$7,718.75
Cathy K. Smith (P)	0.25	\$500.00	\$125.00
Michelle Looby (A)	0.50	\$400.00	\$200.00
Sara J. Payne (A)	116.25	\$300.00	\$34,875.00
Sara J. Payne (A)	5.25	\$350.00	\$1,837.50
Sara J. Payne (A)	45.5	\$375.00	\$17,062.50
Sara J. Payne (A)	82.75	\$400.00	\$33,100.00
Sara J. Payne (A)	1.00	\$425.00	\$425.00
Joseph C. Bourne (A)	4.75	\$385.00	\$1,828.75

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
Joshua J. Rissman (A)	0.25	\$300.00	\$75.00
Ellen M. Ahrens (A)	0.25	\$300.00	\$75.00
Raina C. Borrelli (A)	1172.25	\$300.00	\$351,675.00
Raina C. Borrelli (A)	1.00	\$325.00	\$325.00
Hanako Ehrenberg (FLR)	1285.00	\$375.00	\$481,875.00
Emi Araki (FLR)	1130.00	\$325.00	\$367,250.00
Emi Araki (FLR)	312.50	\$340.00	\$106,250.00
NON-ATTORNEYS			
Diana Jakubauskiene (PL)	9.5	\$200.00	\$1,900.00
Melanie L. Morgan (PL)	0.25	\$175.00	\$43.75
Melanie L. Morgan (PL)	1.25	\$200.00	\$250.00
Melanie L. Morgan (PL)	2.0	\$210.00	\$420.00
Melanie L. Morgan (PL)	1.25	\$225.00	\$281.25
Danette K. Mundahl (PL)	2.25	\$150.00	\$337.50
Danette K. Mundahl (PL)	1.25	\$175.00	\$218.75
Jamie L. Holzer (PL)	18.0	\$150.00	\$2,700.00
Jamie L. Holzer (PL)	4.0	\$175.00	\$700.00
Tracey D. Grill (ADMIN)	1.0	\$150.00	\$150.00
TOTAL:			\$1,583,180.00

(P) Partner
 (OC) Of Counsel
 (SA) Senior Associate
 (A) Associate
 (FLR) Foreign Language
 Reviewer
 (SPL) Senior Paralegal
 (PL) Paralegal
 (LC) Law Clerk
 (ADMIN) Administrative

EXHIBIT 3

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 3

GUSTAFSON GLUEK PLLC

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$283.20
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$678.60
Photocopies – Outside	\$
Postage	\$1.44
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$38.48
Telephone / Facsimile	\$6.49
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$2,012.32
Travel (Meals and Lodging)	\$1,354.31
TOTAL:	\$4,374.84

Vincent J. Esades
Jessica N. Servais
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310 Clifton Avenue
Minneapolis, MN 55403
Tel.: (612) 338-4605
Fax: (612) 338-4692
vesades@heinsmills.com
jservais@heinsmills.com

Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

**DECLARATION OF JESSICA N.
SERVAIS IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:
ALL ACTIONS

1 I, Jessica N. Servais, declare and state as follows:

2 1. I am an attorney of the law firm of Heins Mills & Olson, P.L.C. (“Heins Mills”). I
3 submit this declaration in support of Plaintiffs’ application for an award of attorneys’ fees in
4 connection with the services rendered in this litigation. I make this Declaration based on my own
5 personal knowledge, and if called as a witness, I could and would competently testify to the
6 matters stated herein.

7 2. My firm has served as counsel to Plaintiffs throughout the course of this litigation. The
8 background and experience of Heins Mills and its attorneys are summarized in the resume
9 attached hereto as Exhibit 1.

10 3. Heins Mills has prosecuted this litigation solely on a contingent-fee basis, and has been
11 at risk that it would not receive any compensation for prosecuting claims against the Defendants.
12 While Heins Mills devoted its time and resources to this matter, it has foregone other legal work
13 for which it would have been compensated.

14 4. During the pendency of the litigation, Heins Mills performed the following work:

15 **PLEADINGS AND MOTIONS**

- 16 • Researched, drafted, and filed a motion to compel Airline Tariff Publishing
17 Company (“ATPCO”) to produce documents and data pursuant to Plaintiffs’
18 subpoena.
- 19 • Negotiated the resolution of the motion to compel with ATPCO counsel and
20 drafted a letter agreement confirming the terms of the resolution.

21 **DISCOVERY**

- 22 • Negotiated with counsel to ATPCO regarding the scope of Plaintiffs’ third party
23 subpoena to ATPCO through teleconferences and written correspondence at the
24 direction of Co-Lead Counsel, Michael Lehmann and Christopher Lebsock.
- 25 • Coordinated with counsel to ATPCO regarding the deposition of ATPCO witness,
26 Joanna Bryant.
- 27 • Second-chaired the deposition of ATPCO witness as assigned by Christopher
28 Lebsock and Seth Gassman.

- Reviewed and analyzed documents produced by Defendants, including the review of Chinese-language documents, as assigned by Co-Lead counsel.

EXPERT WORK

- Researched and rendered a recommendation to Co-Lead Counsel for a testifying economic expert with airline industry expertise as assigned by Christopher Lebsock.
- Located and retained former ATPCO employee, Robert Taylor, to serve as Plaintiffs' consulting expert regarding ATPCO data; organized, facilitated, and attended teleconferences with Robert Taylor, Plaintiffs' economic experts from OSKR and Nathan Associates, Inc., and Christopher Lebsock regarding ATPCO data and queries of ATPCO data; communicated with Robert Taylor regarding questions and requests from Co-Lead Counsel and economics experts regarding ATPCO data.
- Organized and attended meeting of Dr. Lakhbir Singh, Jonathan Schwartz, and Robert Taylor regarding ATPCO data at Nathan Associates, Inc.

5. Attached hereto as Exhibit 2 are my firm's total hours and lodestar, computed at historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of hours spent by Heins Mills during this period of time was 1,441, with a corresponding lodestar of \$489,096.25. This summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the benefit of the Class.

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

7. My firm has expended a total of \$19,528.27 in unreimbursed costs and expenses in connection with the prosecution of this litigation. These costs and expenses are broken down in the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser

1 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
2 in this action are reflected on the books and records of my firm. These books and records are
3 prepared from expense vouchers, check records and other source materials and represent an
4 accurate recordation of the expenses incurred.

5 8. Heins Mills has paid a total of \$25,000 in assessments for the joint prosecution of the
6 litigation against the Defendants.

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

9 I declare under penalty of perjury under the laws of the United States of America that the
10 foregoing is true and correct. Executed on this 1st day of April, 2015 at Minneapolis, Minnesota.

11 _____
s/ Jessica N. Servais

12 Jessica N. Servais
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EXHIBIT 1



HEINS MILLS & OLSON, P.L.C.

EXHIBIT 1

Firm Résumé

The law firm of Heins Mills & Olson, P.L.C., located in Minneapolis, is a premier advocate for businesses, consumers and investors in the nation's courts. We focus our practice on complex litigation, frequently serving as lead counsel for national classes of businesses, shareholders and consumers in actions to redress securities fraud, antitrust violations, deceptive trade practices and consumer fraud. Our team of lawyers collectively has many decades of experience in complex litigation and has successfully handled more than 100 class actions, primarily in a leadership role.

Antitrust

In the arena of antitrust litigation, Heins Mills has served as lead or co-lead counsel in dozens of cases representing plaintiff classes alleging price fixing, vertical trade restraints, monopolization and other anticompetitive conduct in diverse markets. We are currently serving as class counsel in antitrust cases venued in state and federal courts throughout the United States. Although our role varies, our contributions are always valuable. In some cases we serve in a court-appointed leadership capacity; in



others we contribute as members of a court-approved executive committee or in a supportive role for the lead law firms.

Current Leadership Roles

We are currently serving in a leadership role in the following cases:

- ***In re Lidoderm Antitrust Litigation***, MDL No. 2521 (N.D. Cal.). We serve as co-lead counsel in this action and represent end-payor plaintiffs and a proposed nationwide class of end-payors seeking damages arising out of an alleged anticompetitive scheme to delay the availability of a generic version of the lidocaine patch Lidoderm. In November 2013, the court denied in central part the defendants' motion to dismiss the claims, finding that the complaint adequately alleges a large, unjustified payment to the generic manufacturers to stay off the market.
- ***In re Aggrenox Antitrust Litigation***, MDL No. 2516 (D. Conn.). We serve as co-lead counsel in this litigation and represent end-payor plaintiffs and a proposed nationwide class of end-payors in this lawsuit alleging defendants took anticompetitive steps to delay generic competition for Aggrenox, including a pay-for-delay settlement to delay entry of a generic version. Defendants' motion to dismiss is pending.
- ***In re Lipitor Antitrust Litigation***, MDL No. 2332 (D.N.J.). We serve as co-lead counsel for the proposed end-payor class (consumers and health plan sponsors) in which alleges that drug manufacturers violated state antitrust and



consumer laws by engaging in anticompetitive conduct to delay the entry of a generic version of Lipitor, resulting in significant overcharges to plaintiffs. On October 31, 2014, the district court granted defendants' motions to dismiss, deciding that plaintiffs had not satisfied a recent U.S. Supreme Court ruling allowing antitrust challenges to pay-for-delay agreements, directing the parties to mediation and temporarily staying the case. The end-payor plaintiffs and direct-purchaser plaintiffs have appealed the district court's decision to the Third Circuit.

- ***Glaberson (formerly Behrend) v. Comcast Corp.***, Case No. 03-cv-6604 (E.D. Pa.). We continue to serve as co-lead counsel in this long-running antitrust case alleging that Comcast allocated cable television markets and customers in restraint of trade and monopolized the Philadelphia area market for these services. After the court denied Comcast's summary judgment motion, the United States Supreme Court reversed a decision certifying the Philadelphia-area class. The trial court granted our request to proceed with a motion to certify a revised class in accordance with the Supreme Court's opinion. On December 12, 2014, the court certified the settlement class and preliminarily approved a settlement providing for \$50 million in cash, bill credits or free services to settlement class members.
- ***Fond du Lac Bumper Exchange, Inc., et al. v. Jui Li Enterprise Co., et al., (Aftermarket Sheet Metal Antitrust Litigation)***, Case No. 2:09-cv-00852 (E.D. Wis.). We are serving as co-lead counsel a class action asserting



price-fixing claims on behalf of business purchasers of aftermarket automotive sheet metal parts.

- ***Fiber Optic Cable Litigation (multiple state and federal courts)***. We serve as co-lead counsel in multi-state litigation against major telecommunications companies and utilities to vindicate the rights of landowners whose property was used for the installation of fiber optic cable without compensation. In that capacity we participated in fashioning an innovative global settlement that comprises separate agreements on a state-by-state basis. Recent settlements together exceed \$61 million, bringing the total number of state settlements to 38.

Other Litigation Roles

We also play important roles in the following cases:

- ***In re NCAA Student-Athlete Name & Likeness Licensing Litigation***, Case No. 4:09-cv-1967 (N.D. Cal.). We have been extensively involved in prosecuting this class action brought on behalf of current and former U.S. collegiate student-athletes alleging that they should receive a share of the revenue generated from use of their likenesses (e.g., use of their image as a video game avatar). The court certified the class for injunctive relief and in August 2014, after a trial in which we were integrally involved, court found that the NCAA's rules prohibiting compensation for likeness use is an antitrust violation. In a landmark decision, the court issued a permanent injunction against these rules.



Before this result, in September 2013, a \$40 million settlement was reached with the two other defendants, Electronic Arts Inc. and Collegiate License Company.

- ***In re Publication Paper Antitrust Litigation***, MDL No. 1631 (D. Conn.).

We are a member of the Class Counsel Executive Committee leading this nationwide antitrust action alleging an unlawful conspiracy by manufacturers to fix the price of publication paper.

- ***In re Pool Products Distribution Market Antitrust Litigation***, MDL No.

2328 (E.D. La.). We are a member of the plaintiffs' steering committee in this class action asserting claims of monopolization and attempted monopolization of the U.S. pool products distribution market. The court preliminarily approved a \$6.5 million settlement with one of the manufacturers on September 26, 2014, and a \$3.45 million settlement with another manufacturer on December 22, 2014.

- ***In re Suboxone (Buprenorphine Hydrochloride and Naloxone) Antitrust Litigation***, MDL No. 2445 (E.D. Pa.). We serve as a member of the court-appointed executive committee representing the proposed end-payor class in this action alleging defendant brand drug manufacturer used anticompetitive practices to improperly maintain its monopoly in the market for Suboxone and to prevent substitution of less-expensive generics. Defendants' motion to dismiss was denied on December 3, 2014, and discovery is now proceeding.

- ***In re Aluminum Warehousing Antitrust Litigation***, MDL No. 2481 (S.D.N.Y.). We were appointed to the Plaintiffs' Steering Committee in this class



action alleging a conspiracy to inflate aluminum prices and restrain aluminum supplies. Defendants' motion to dismiss is pending.

- ***In re Niaspan Antitrust Litigation***, MDL No. 2460 (E.D. Pa.). We also serve on the executive committee for the proposed end-payor class in this action alleging defendants entered into unlawful pay-for-delay agreements relating to the brand-name prescription drug Niaspan. Defendants' motion to dismiss was denied on November 8, 2014, and discovery is underway.
- ***In re Polyurethane Foam Antitrust Litigation***, MDL No. 2196 (W.D. Ohio). We are counsel for one of the class representatives in this nationwide class action alleging price fixing and anticompetitive agreements in the market for polyurethane foam. On April 9, 2014, the court granted certification of the class, and on November 6 and 14, 2014, the court preliminarily approved settlements with two of the defendants in the combined amount of \$147.8 million.

Past Leadership Roles

- We served as co-lead counsel in ***In re Puerto Rican Cabotage Antitrust Litigation***, MDL No. 1960 (D.P.R.), which involved price-fixing by Jones Act shipping companies for ocean shipping services between the U.S. and Puerto Rico.
- We served as co-lead counsel in ***In re Aftermarket Filters Antitrust Litigation***, MDL No. 1957 (N.D. Ill.), alleging antitrust, consumer protection and unfair competition claims against leading manufacturers of replacement



vehicle filters on behalf of indirect purchasers from multiple states. Settlements with all defendants were reached and received final approval.

- We served as co-lead counsel and co-lead trial counsel in ***In re Polyester Staple Antitrust Litigation***, MDL No. 1516 (W.D.N.C.), a class action on behalf of business purchasers alleging price fixing of polyester staple fiber. The case was settled on the eve of trial, bringing the total recovery from all defendants to \$63 million—an amount exceeding single damages suffered by the class.
- We served as co-lead counsel and co-lead trial counsel in ***In re High Pressure Laminates Antitrust Litigation***, MDL No. 1368 (S.D.N.Y.), where we tried a price-fixing case to verdict on behalf of businesses that purchased high-pressure laminates. We ultimately recovered \$40.5 million in settlement payments from several of the defendant manufacturers.
- We were one of two lead counsel firms representing a class of business purchasers of food additives in ***In re Monosodium Glutamate Antitrust Litigation***, MDL No. 1328 (D. Minn.). We negotiated settlements with the defendants totaling \$123.4 million—an amount exceeding the single damages suffered by the class.
- As co-lead counsel in ***In re Bulk Graphite Antitrust Litigation***, Case No. 02-cv-06030 (D.N.J.), we represented a nationwide class of business purchasers alleging price-fixing claims against manufacturers of bulk graphite. We reached a settlement exceeding the amount of single damages sustained by the class.



- We served as lead trial counsel for a class of travel agents in ***In re Travel Agency Commission Antitrust Litigation***, MDL No. 1058 (D. Minn.), which alleged that major domestic airlines conspired to fix agent commissions. The claims were settled on the eve of trial for a total of \$86 million.
- We were co-lead counsel for classes of consumers in actions asserting price-fixing claims brought in seventeen states against infant formula manufacturers. The cases were settled collectively for \$64 million in cash and infant formula products.

Securities Fraud

Heins Mills is a leading advocate for individual and institutional investors. As sole lead counsel, we achieved two of the largest recoveries in the history of securities fraud class action litigation:

- On behalf of AOL and Time Warner shareholders, we achieved a settlement of \$2.65 billion in ***In re AOL Time Warner, Inc. Securities Litigation***, MDL No. 1500 (S.D.N.Y.). Of that amount, \$2.4 billion was paid by media giant Time Warner and \$100 million was paid by its financial auditor, Ernst & Young. The Department of Justice also contributed \$150 million from a settlement it reached with Time Warner in a related enforcement action.
- In ***In re Broadcom Corp. Securities Litigation***, Case No. 01-cv-275 (C.D. Cal.), we recovered \$150 million for a class of investors in Broadcom, one of the leading providers of microprocessors enabling broadband communications.



The firm has also played leadership roles in a variety of other securities fraud class litigation. As lead counsel for class investors in ***In re Mercury Finance Company Securities Litigation***, for example, we negotiated a settlement with Mercury's auditing firm for \$40.5 million, then one of the largest amounts ever recovered from an accounting firm for violations of the securities laws. In addition, we recovered more than \$15 million in total from Mercury's officers and directors, and from Mercury itself, even though the company was in bankruptcy.

We are currently serving as liaison counsel in ***Freedman v. St. Jude Medical, Inc.***, Case No. 12-cv-3070 (D. Minn.), a securities fraud class action alleging on behalf of purchasers of common stock of St. Jude Medical, Inc. that the company failed to disclose problems with leads it made for implantable cardiac defibrillators.

We are especially proud of the results our firm has obtained for institutional investors. We have successfully represented numerous state pension funds managing billions of dollars in assets. Among them are the Minnesota State Board of Investment, Utah State Retirement Board, Teachers' Retirement System of Alabama, Employees' Retirement System of Alabama, Judicial Retirement Fund of Alabama, Public Employees' Retirement Association of Colorado, as well as a number of Taft-Hartley health, welfare and pension funds.

Consumer Protection

Heins Mills has represented consumers injured by violations of a wide variety of deceptive trade practices and consumer protection laws. The firm has brought claims



on behalf of all types of consumers, including purchasers of prescription drugs, long distance telephone service, air compressors, smoke detectors, lawn mower engines and hearing aids. Examples of our consumer law cases include:

- Heins Mills serves as lead counsel for the consumer class in ***In re Target Corporation Customer Data Security Breach Litigation***, MDL No. 2522 (D. Minn.), a class action on behalf of consumers against Target Corporation arising from a large data security breach. In a significant ruling on December 18, 2014, Judge Magnuson allowed the majority of consumer plaintiffs' claims to proceed in largely denying Target's motion to dismiss.
- Heins Mills is co-lead counsel in *Glaberson (formerly Behrend) v. Comcast Corp.*, No. 03-6604 (E.D. Pa.), a long-running antitrust case alleging that Comcast restrained trade and monopolized the cable television market in the Philadelphia area. On December 12, 2014, the court certified a settlement class and granted preliminary approval of a \$50 million settlement comprising both cash payments for former subscriber class members and bill credits and services for current subscribers.
- ***In re Fiber Optic Cable Litigation (multiple jurisdictions)***. We serve as co-lead counsel in multi-state litigation against major telecommunications companies and utilities to vindicate the rights of landowners whose property was used for the installation of fiber optic cable without compensation. In that capacity we participated in fashioning an innovative global settlement that comprises separate agreements on a state-by-state basis. To date, a total of 40



state settlements have been finally approved in an aggregate amount of approximately \$62 million.

- We were one of three co-lead counsel in ***In re Universal Service Fund Telephone Billing Practices Litigation***, MDL No. 1468 (D. Kan.), representing business and residential customers nationwide alleging a conspiracy to fix USF surcharges and breach of contract claims against long-distance telephone companies. The November 2008 trial resulted in a verdict for the class, which was affirmed on appeal.
- Beginning in 2004, Heins Mills represented classes of consumers nationwide in ***In re Lawnmower Engines Horsepower Marketing & Sales Practices Litigation***, MDL No. 1999 (E.D. Wis.), alleging consumer fraud, civil conspiracy and unjust enrichment claims against manufacturers of lawn mowers and lawn mower engines. Heins Mills' leadership resulted in nationwide settlements with all defendants.
- We served as co-lead counsel in ***In re Aftermarket Filters Antitrust Litigation***, MDL No. 1957 (N.D. Ill.), alleging antitrust, consumer protection and unfair competition claims against leading manufacturers of replacement vehicle filters on behalf of consumer purchasers from multiple states. Settlements with all defendants were reached and received final approval.



Other Recent Results

While serving in various roles, our advocacy has recently helped achieve favorable results in the following cases:

- ***In re Titanium Dioxide Antitrust Litigation***, Case No. 10-cv-00318 (D. Md.). On December 13, 2013, the Court granted final approval to settlements totaling \$163.5 million in this action alleging that manufacturers of titanium dioxide conspired to fix prices for the product. Our client is one of the named plaintiffs in the action.
- ***In re Cathode Ray Tube (CRT) Antitrust Litigation***, MDL No. 1917 (N.D. Cal.). We are one of a number of law firms on the consolidated complaint in this action, which alleges that manufacturers of CRTs established a global cartel that set artificially high prices for CRTs and the televisions and monitors that contain them. Settlements with all named defendants have been reached, totaling \$127.45 million. The court has granted final approval for all settlements except the two most recent, which have been preliminarily approved.
- ***In re Plasma-Derivative Protein Therapies Antitrust Litigation***, MDL No. 2109 (N.D. Ill.). Our client is one of three named plaintiffs on the consolidated complaint alleging that producers of immunoglobulin and albumin restricted the supply of these blood-product therapies to inflate their prices. In April 2014, the court granted final approval of a settlement with the two remaining defendants, bringing the total amount of settlements to \$128 million.



- ***In re Municipal Derivatives Antitrust Litigation***, MDL No. 1950 (S.D.N.Y.). The court granted final approval of settlements totaling more than \$126 million in this class action alleging bid rigging and other anticompetitive conduct in the municipal derivatives industry by providers and brokers of municipal derivatives sold in the U.S. We represented the Puerto Rico Electric Power Authority (PREPA), one of the named plaintiffs.
- ***Refrigerant Compressors Antitrust Litigation***, Case No. 09-md-02042 (E.D. Mich.). Our client and other named plaintiffs in this action allege that the defendants conspired to fix prices of refrigerant compressors. On January 9, 2014, the court preliminarily approved four settlements totaling approximately \$48.4 million. After a fairness hearing on June 12, 2014, the court granted final approval of the settlements, reduced to approximately \$30 million to reflect class members who elected to opt out of the settlements.
- ***In re Processed Egg Products Antitrust Litigation***, MDL No. 2002 (E.D. Pa.). On October 10, 2014, the court granted final approval of the most recent settlement in this action, for \$28 million, in this class action brought by egg buyers alleging that egg producers conspired to reduce domestic egg supplies to inflate prices.
- ***In re Actos End-Payor Antitrust Litigation***, Case No. 13-cv-09244 (S.D.N.Y.). We represent health and welfare fund plaintiffs and a proposed end-payor class of purchasers in this antitrust action alleging that defendants took anticompetitive steps to delay entry of lower-priced versions of prescription drugs



(ACTOS and ACTOplus met), resulting in price overcharges to plaintiffs and the proposed class.

Judicial Recognition of Heins Mills & Olson’s Skill and Effectiveness

Among judges, clients and peers, Heins Mills enjoys a reputation for its aggressive and skillful advocacy in class litigation of national and international import. The following are examples of praise we have received from the bench:

- The judge presiding over the multidistrict litigation in ***In re Monosodium Glutamate Antitrust Litigation***, the Hon. Paul A. Magnuson, said of our work as co-lead counsel: “I’ll make no bones about this, I think this is as fine a job of plaintiff lawyering as I’ve ever seen, . . . I particularly take my hat off to the plaintiffs’ counsel here.”
- The presiding judge in ***AOL Time Warner***, the Hon. Shirley W. Kram, complimented our firm for its “exceptional lawyering in this case” and added that she “continues to be impressed with the quality of representation provided by [Heins Mills & Olson], its prosecution of the lawsuit, and its negotiation of the Settlement.” She added, “Not only do the parties dispute the amount of damages sustained by the Class, they continue to dispute the very existence of damages. In light of this fundamental disagreement, the \$2.65 billion Settlement secured by Plaintiffs is all the more impressive.”
- The judge who approved the ***Broadcom*** settlement, the Hon. Dickran Tevrizian, described it as “an exceptional result given the complexity of the case, and despite



keenly contested and very complex facts. . . . Class Counsel’s ability to obtain a favorable settlement despite formidable opposition confirms their immense skill.”

Recent Accolades

During the past year, our firm and its lawyers have continued to earn awards recognizing our superior ability and achievements.

- Samuel Heins, Vince Esades and Renae Steiner have consistently been named as “Super Lawyers” in the practice of antitrust and other complex litigation on the annual Thomson Reuters list of outstanding attorneys, most recently in the 2014 edition. In addition, James Anderson was named as a “Rising Star” in the areas of antitrust, securities and consumer law litigation.
- The 2014 edition of *The Legal 500 US*, which ranks “the best of the best” law firms in the country based on comments from clients and peers, again placed Heins Mills on its list of leading firms in antitrust class action litigation. The firm is one of only five to receive top ranking. As *The Legal 500 US* notes, Heins Mills “has ‘top-level skill across the board with a deep bench’ and is ‘comprised of excellent attorneys, many of whom are highly experienced and all of whom provide superlative customer service.’” The publication also acknowledged Vincent Esades, Renae Steiner and David Woodward individually as top litigators in the field.
- Our firm is one of only six in Minnesota to be “highly recommended” by *Benchmark Plaintiff: The Definitive Guide to America’s Leading Plaintiff Firms*



& Attorneys. The inaugural edition wrote that “the litigators of Heins Mills & Olson are disruptive apostles for plaintiffs that have been wounded by corporate transgressors” and “have propelled this firm to top standing in the eyes of their peers.” The guide also recognizes Vincent Esades, Samuel Heins, Dylan McFarland, Renae Steiner and David Woodward as Minnesota “Litigation Stars” in the practice of Antitrust, Consumer Protection, Securities, and Commercial Litigation. Renae was also honored as one of the Top 150 Women in Litigation. These selections are the product of a six-month research project during which *Benchmark* conducted extensive interviews with litigators and clients.

- *Who's Who Legal*, a publication by Global Competition Review, has selected Renae Steiner and Vince Esades for 2015 as being among the world's leading competition lawyers. The selection process includes questionnaires, independent research of the legal press and peer evaluations.
- We were named the recipient of the 2013 Litigation Law Firm of the Year in Minnesota award from Corporate INTL. According to Corporate INTL, its awards “commemorate those who have been active over the past 12 months and who have shown excellence not only in expertise but in service and during a difficult global economic downturn.” To select award winners, Corporate INTL “undertake[s] detailed research in all categories through our editorial and research teams.” Heins Mills & Olson was “chosen by an independent panel of senior lawyers and leaders from industry and private practice.” Corporate INTL has a global circulation comprising leaders in the legal and financial advisor



communities, senior management of leading businesses, both public and private, the venture capital community, and members of various networks and alliances.

- Commentators have also recognized Heins Mills for its groundbreaking advocacy in antitrust cases. An example is the landmark decision we obtained from the First Circuit, historically an arbitration-friendly court, invalidating class action bans in cable TV subscriber agreements. The ruling, handed down in *Kristian v. Comcast Corp.*, was described by Paul Bland, an attorney with Trial Lawyers for Public Justice in Washington with extensive expertise in challenging class waivers in consumer arbitration agreements, as the “most important decision on arbitration law” of 2006. (From “Decision Seen As Major Arbitration Policy Development,” *ADRWorld.com* (April 28, 2006)). As another commentator observed, “Consumer lawyers have lauded the court’s decision. . . as the first to recognize that the bans deprive plaintiffs of the ability to exercise their statutory rights under federal antitrust law.” (From “1st Circuit Rejects a Class Action Ban,” *The National Law Journal* (May 5, 2006)).



Attorneys

Samuel D. Heins

After recently ending his tenure as a member of the firm, Sam is now of counsel to the firm. Sam has extensive experience in complex litigation, particularly in securities fraud and antitrust class actions, and has served as lead or co-lead counsel in a number of major class actions. He served as lead trial counsel in *In re Travel Agency Commission Antitrust Litigation* (D. Minn.) (antitrust claims on behalf of travel agents against major domestic airlines), and has been involved in numerous other cases, among them *In re AOL Time Warner Securities Litigation* (S.D.N.Y.) (securities fraud claims on behalf of AOL and Time Warner shareholders); *In re Pharmaceutical Industry Average Wholesale Price Litigation* (E.D. Mass.) (price-fixing, RICO and other claims against pharmaceutical companies on behalf of consumers, self-insured employers, health and welfare plans, health insurers and other end payors); *In re Monosodium Glutamate Antitrust Litigation* (D. Minn.) (price-fixing claims on behalf of business purchasers of MSG against manufacturers); *In re High Pressure Laminates Antitrust Litigation* (S.D.N.Y.) (price-fixing claims by businesses against manufacturers of high pressure laminates); *In re Polyester Staple Antitrust Litigation* (W.D.N.C.) (price-fixing claims against polyester staple manufacturers on behalf of business purchasers); *In re Universal Service Fund Telephone Billing Practices Litigation* (D. Kan.) (consumer fraud and antitrust claims against AT&T, MCI and Sprint for USF telephone charges); *In re Fiber Optic Cable Litigation* (N.D. Ill.) (claims on behalf of property owners alleging that telecoms installed facilities within rights of way without consent); *In re Broadcom Corp. Securities Litigation* (C.D. Cal.) (securities fraud claims on behalf of Broadcom shareholders); *In re Green Tree Financial Stock Litigation* (D. Minn.) (securities fraud claims against Green Tree); and *In re Vitamins Antitrust Litigation* (D.D.C.) (antitrust claims against domestic vitamin producers and distributors on behalf of foreign direct purchasers).

In addition, Sam represented several state public pension funds in private litigation to recover the funds' securities losses related to their purchases of McKesson HBOC common stock. These funds include the Utah State Retirement Board, the Public Employees' Retirement Association of Colorado, and the Minnesota State Board of Investment. Other cases in which he has participated in the representation of plaintiff classes include: *In re Mercury Finance Co. Securities Litigation* (N.D. Ill.); *In re Stucco Litigation* (E.D.N.C.); *In re Olympic Financial Securities Litigation* (D. Minn.); *American Carriers Securities Litigation* (D. Kan.); *Archer Communications Securities Litigation* (C.D. Cal.); *In re Grand Casinos Securities Litigation* (D. Minn.); *Bulk Popcorn Antitrust Litigation* (D. Minn.); *Charterhouse Securities Litigation* (D. Minn.); *Comserv. Securities Litigation* (D. Minn.); *Craig-Hallum Securities Litigation* (D. Minn.); *Daisy Systems Corp. Securities Litigation* (N.D. Cal.); *Damson Oil & Gas Limited Partnerships Securities Litigation* (S.D.N.Y.); *Diamonds Antitrust Litigation*



(S.D.N.Y.); *EECO Securities Litigation* (C.D. Cal.); *Embassy Suites Securities Litigation* (C.D. Cal.); *Endotronics Securities Litigation* (D. Minn.); *Fidelity Medical Inc. Securities Litigation* (D.N.J.); *Harcourt Brace Jovanovich, Inc. Securities Litigation* (S.D.N.Y.); *In re HMOA Securities Litigation* (N.D. Ill.); *Jan Bell Securities Litigation* (S.D. Fla.); *K-tel Corp. Securities Litigation* (D. Minn.); *Kirschner Medical Corp. Securities Litigation* (D. Md.); *L.A. Gear Securities Litigation* (C.D. Cal.); *Miniscribe Securities Litigation* (D. Colo.); *In re Molybdenum Antitrust Litigation* (W.D. Pa.); *Mortgage & Realty Trust Securities Litigation* (E.D. Pa.); *Netteburg v. Cheyenne Land Co.* (D. Minn.); *Pinnacle West Securities Litigation* (D. Ariz.); *Residential Resources Securities Litigation* (D. Ariz.); *Saxon Industries Securities Litigation* (S.D.N.Y.); *Simmons Co. ERISA Litigation* (W.D. Wis.); *Tandon Corp. Securities Litigation* (C.D. Cal.); *Thousand Trails, Inc. Securities Litigation* (W.D. Wash.); and *Wirebound Boxes Antitrust Litigation* (D. Minn.).

Sam served as a law clerk to the Honorable Earl R. Larson, United States District Judge, District of Minnesota. He has been a visiting professor at the University of Minnesota's School of Architecture. He is a member of the Federal Advisory Committee to the Judicial Council of the Eighth Circuit, was a member of the Minneapolis Charter Commission, and has served as president of both the Minnesota Advocates for Human Rights and the Minnesota Center for Victims of Torture. He also is a member of the Hennepin County, Minnesota State (Member, Board of Governors, 1978-1984) and American Bar Associations.

B.A., U. of Minnesota, 1968; J.D., U. of Minnesota, 1972

Admitted: Minnesota; U.S. District Court, District of Minnesota; U.S. Court of Appeals, Eighth Circuit

Stacey L. Mills

After recently ending her tenure as a member of the firm, Stacey is now of counsel to the firm. She has a wealth of experience litigating class and other complex litigation. She was one of the lead lawyers most actively involved on behalf of the plaintiff class in *In re Travel Agency Commission Antitrust Litigation* (D. Minn.) (antitrust claims on behalf of travel agents against major domestic airlines). Stacey has been involved in *In re AOL Time Warner Securities Litigation* (S.D.N.Y.) (securities fraud claims on behalf of AOL and Time Warner shareholders); *In re High Pressure Laminates Antitrust Litigation* (S.D.N.Y.) (price-fixing claims by businesses against manufacturers of high pressure laminates); *In re Fiber Optic Cable Litigation* (N.D. Ill.) (claims on behalf of property owners alleging that telecoms installed facilities within rights of way without consent); and *In re Broadcom Corp. Securities Litigation* (C.D. Cal.) (securities fraud claims on behalf of Broadcom shareholders).



Among other cases in which Stacey has been involved are *In re Green Tree Financial Stock Litigation* (D. Minn.); *In re Grand Casinos, Inc. Securities Litigation* (D. Minn.); *In re Buffets, Inc. Securities Litigation* (D. Minn.); *In re Mercury Finance Co. Securities Litigation* (N.D. Ill.); *In re Digi International, Inc. Securities Litigation* (D. Minn.); *In re Olympic Financial Securities Litigation* (D. Minn.); *In re Policy Management Systems Corp. Secs. Litigation* (D.S.C.); *In re High-Fructose Corn Syrup Antitrust Litigation* (C.D. Ill.); *Jong Lee v. Summit Medical Systems, Inc.* (D. Minn.); *In re Tricord Systems, Inc. Securities Litigation* (D. Minn.); *In re NASDAQ Market-Makers Antitrust Litigation* (S.D.N.Y.); *In re Scimed Life Securities Litigation* (D. Minn.); *A & J Deutscher Family Fund v. Bullard* (C.D. Cal.); *In re Unioil Securities Litigation* (C.D. Cal.); *In re Cousins Securities Litigation* (S.D. Cal.); *In re Daisy Systems* (N.D. Cal.); *In re HMOA Securities Litigation* (N.D. Ill.); *In re Employee Benefit Plans Securities Litigation* (D. Minn.); *Guenther v. Cooper Life Sciences* (N.D. Cal.); *In re Tera Securities Litigation* (N.D. Cal.); *In re Technical Equities Securities Litigation* (N.D. Cal.); *Krasner v. Mitchell* (Cal. Super. Ct. Los Angeles); *Kurgen v. Boise* (C.D. Cal.); *Levy v. Eletr* (N.D. Cal.); *Mirochnick v. Glasky* (C.D. Cal.); *Shields v. Smith* (N.D. Cal.); *Steiner v. Whittaker Corp.* (Cal. Super. Ct. Los Angeles); *Thau v. Johnson* (S.D. Cal.); *The Clothetime Securities Litigation* (C.D. Cal.); *Weinberger v. Kwiker* (C.D. Cal.); and *Weinberger v. Liebel* (S.D. Cal.).

Stacey has also represented plaintiffs asserting derivative claims on behalf of corporations in complex civil actions, including *Goldman v. Belzberg* (Cal. Super. Ct. Los Angeles) (on behalf of FarWest Savings & Loan Association); *Grobaw v. Dingman* (S.D. Cal.) (on behalf of The Henley Group, Inc.); *In re Lockheed Corp. Securities Litigation* (C.D. Cal.); *Pacific Gas & Elec. Shareholder Derivative Litigation* (Cal. Super. Ct. San Francisco); and *Seaman v. Pratt* (Cal. Super. Ct. Orange Co.) (on behalf of Pfizer Inc.).

B.A., U. of Nebraska; J.D., California Western School of Law
Admitted: Minnesota; U.S. District Court, District of Minnesota; Southern, Central and Northern Districts of California; District of Arizona; U.S. Court of Appeals, Seventh, Eighth and Ninth Circuits

Vincent J. Esades

Vincent Esades is an equity member of the firm. He has a national practice in the field of complex litigation, primarily in the areas of antitrust, consumer fraud and securities fraud. Mr. Esades has consistently been recognized as an outstanding attorney in the practice of antitrust, consumer law, class action and mass torts litigation on the annual Thomson Reuters Super Lawyers list, most recently in the 2014 edition. He has also been recognized as a top antitrust litigator by *The Legal 500 US*, which ranks Heins Mills & Olson as one of the top five antitrust class actions firms nationally. The 2012



inaugural edition of *Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* recognized Vincent Esades as one of the Minnesota "Litigation Stars" in the practice of antitrust, consumer and complex litigation.

Vince has worked on numerous major antitrust cases, as lead counsel and in other capacities. He currently serves as lead counsel for the consumer class in a class action on behalf of Target customers arising from one of the largest data security breaches in history. (*In re Target Corporation Customer Data Security Breach Litigation*, MDL No. 2522 (D. Minn.)). On December 18, 2014, the court denied for the most part Target's motion to dismiss, which had presented a particularly daunting challenge in the wake of decisions by other courts to dismiss similar claims for compensation for theft of personal data from other U.S. retailers. To distinguish Target from other cases, where customers claimed only the potential for future injury, the Target complaint carefully detailed actual injury to the class representatives in the form of unauthorized charges on their cards, lost access to their accounts, and payment of late fees, card-replacement fees, credit monitoring costs and other financial harm, as well as harm flowing from additional future abuse of their sensitive information arising from sale of consumers' data on the Internet black market.

Vince has also served in a leadership role in a number of other major antitrust cases, including appointment as co-lead counsel in *In re Lipitor Antitrust Litigation*, MDL No. 2332 (D.N.J.), which involves antitrust and consumer protection claims on behalf of proposed class of indirect purchasers of the prescription drug; *Fond Du Lac Bumper Exchange, Inc., Plaintiff, v. Jui Li Enterprise Company, Ltd., et al.*, Case No. 09c0852 (E.D. Wis.) which involves claims of nationwide price fixing of automotive sheet metal parts by after market sheet metal parts manufacturers; and *In re Puerto Rican Cabotage Antitrust Litigation* (MDL No. 1960 D.P.R) which involves price fixing by Jones Act shipping companies for ocean shipping services between the U.S. and Puerto Rico. Vince was also appointed by the court as a member of the plaintiffs' steering committee in *In re Pool Products Distribution Market Antitrust Litigation* (MDL No. 2328, E.D. La.) (asserting claims of monopolization and attempted monopolization of the U.S. pool products distribution market) and in *In re Aluminum Warehousing Antitrust Litigation*, MDL No. 2481 (S.D.N.Y.) (claims alleging conspiracy to inflate aluminum prices, restrain aluminum supplies and provide extremely inefficient, low quality load out and other services).. He has served as plaintiffs' lead or co-lead counsel in several other nationwide class actions, including *In re Publication Paper Antitrust Litigation* (MDL No. 1631 D. Conn.) (price-fixing claims against paper manufacturers); *Johnson v. ELCA Board of Pensions* (representing retired pastors and church employees with breach of contract and breach of fiduciary duty claims against the ELCA Board of Pensions); *In re Polyester Staple Antitrust Litigation* (MDL No. 1516 W.D.N.C.) (price fixing claims against polyester staple manufacturers on behalf of business purchasers where Vince also served as member of the trial team before the case



settled on the eve of trial); and *In Re Bulk Graphite Antitrust Litigation* (D.N.J.) (price fixing claims against manufacturers of bulk graphite on behalf of business purchasers).

Vince is also currently involved as a member of plaintiffs' executive committees in numerous other nationwide class actions including *In re TFT-LCD (Flat Panel) Antitrust Litigation* (N.D. Cal.) (price-fixing claims against producers of Thin Film Transistor Liquid Crystal Displays); *In re Municipal Derivatives Antitrust Litigation* (S.D.N.Y.) (claims on behalf of local governments against brokers, banks and insurance companies alleging bid-rigging and other anti-competitive practices in the municipal derivatives industry); *In re Rail Freight Fuel Surcharge Antitrust Litigation* (D.D.C.) (claims alleging conspiracy among major domestic railroads to fix prices for rail freight surcharges); *In re Intel Corp. Microprocessor Antitrust Litigation* (D. Del) (claims alleging monopolistic practices by Intel in the x86 microprocessor market). He is also participating in *In re: LIBOR-Based Financial Instruments Antitrust Litigation* (S.D.N.Y.) (claims alleging that member banks of the British Bankers' Association conspired to manipulate the London InterBank Offered Rate) and *In re Air Cargo Shipping Services Antitrust Litigation* (E.D.N.Y) (claims against major airlines alleging price-fixing of fuel surcharges for freight transportation).

Vince tried a price-fixing case to verdict as a member of multi-firm trial team in the *In re High Pressure Laminates Antitrust Litigation* (MDL No. 1368 S.D.N.Y.) (price-fixing claims against manufacturers of high pressure laminates on behalf of business purchasers) and served as lead counsel in a case tried by Heins Mills and other co-lead counsel in November 2008, the *In re Universal Service Fund Telephone Billing Practices Litigation*. (MDL No. 1468 D. Kan.) (consumer fraud and price-fixing claims against AT&T, MCI and Sprint for USF surcharges). As lead counsel, Vince represented classes of consumers and obtained nationwide settlements in *In re Lawnmower Engines Horsepower Marketing & Sales Practices Litigation* (MDL No. 1999 E.D. Wisc.) (alleging RICO, consumer fraud, civil conspiracy and unjust enrichment claims against manufacturers of lawn mowers and lawn mower engines).

Vince has actively participated in numerous other complex class actions as well, including *In re Hydrogen Peroxide Antitrust Litigation* (E.D. Pa.) (price-fixing claims against manufacturers of hydrogen peroxide); *In re Vitamins Antitrust Litigation* (D.D.C.) (discovery co-chair); *Howe v. Microsoft Corp.* (N.D.) (lead counsel); *Gordon v. Microsoft Corp.* (Minn., 4th Jud. Dist.); *In re NASDAQ Market-Makers Antitrust Litigation* (S.D.N.Y.); and *In re Motorsports Merchandise Antitrust Litigation* (N.D. Ga.).

Vince has presented at the ABA Annual Convention and the ABA Annual National Institute on Class Actions as a moderator and panelist regarding major antitrust issues, including the Class Action Fairness Act, multi-state settlement issues and class arbitration.



- Institute Planning Committee and Moderator, ABA's 17th Annual National Institute on Class Actions, "'Arbageddon!!' Has the Revolution to End Class Actions Spawned Weapons of Mass Arbitration?", Boston, MA, October 23-24, 2013, sponsored by the ABA's Litigation Section's Class Action and Derivative Suits Committee
- Institute Planning Committee and Moderator, ABA's 16th Annual National Institute on Class Actions, "Sifting Through All the Big Shoulders." Litigating Class Actions Alongside Opt-Outs – Free-Riding or Riding Shotgun", Chicago, IL, October 24-25, 2012, sponsored by the ABA's Litigation Section's Class Action and Derivative Suits Committee
- Institute Planning Committee and Moderator, ABA's 15th Annual National Institute on Class Actions, "Melee in Manhattan! Class-Action Objectors — Are They Protectors of Absent Class Members or Merely Gadflies?", New York City, NY, October 14, 2011, sponsored by the ABA's Litigation Section's Class Action and Derivative Suits Committee
- Institute Planning Committee and Moderator, ABA's 14th Annual National Institute on Class Actions, "Perspectives on Multidistrict Litigation from the MDL Panel and Beyond", Chicago, IL, October 14, 2010, sponsored by the ABA's Litigation Section's Class Action and Derivative Suits Committee
- Panelist and Moderator, ABA's 13th Annual National Institute on Class Actions, "A Funny Thing Happened on the Way to the Courthouse . . . I Had to Litigate an Arbitration Clause! Crafting, Opposing, and Arguing Arbitration Clauses and Class-Action Waivers in Three Scenes," Washington DC, November 20, 2009, sponsored by the ABA's Litigation Section's Class Action and Derivative Suits Committee
- Panelist, American Antitrust Institute's Annual Invitational Symposium on The Future of Private Antitrust Enforcement, "Action on the Class Action Front: A Potpourri" Washington, DC, December 11, 2008.
- Panelist, ABA's 12th Annual National Institute on Class Actions, "I Could Have Sworn It was CAFA, *not Kafka!* The Metamorphosis of Pleading, Defending, and Settling Multi-State Class Actions—A Surreal-Life, Three-Act Play," New York, NY, November 7, 2008, sponsored by the ABA's Litigation Section's Class Action and Derivative Suits Committee



- Lecturer, “Class Actions: Growing Your Business by Understanding the Basics and Recognizing Opportunities,” Cleveland, OH, October 31, 2008, sponsored by the Cleveland Bar Association
- Panelist, ABA’s 11th Annual National Institute on Class Actions, “The Nationwide Class: White Elephant, Endangered Species, or Alive and Well?” Chicago, IL, October 19, 2007, sponsored by the ABA’s Litigation Section’s Class Action and Derivative Suits Committee
- Panelist, ABA’s 2007 Annual Meeting, “‘Is this CAFA or Kafka?’ Multi-State Class Actions in a Time of Metamorphosis—A Surreal-Life, Three-Act Play,” San Francisco, CA, August 9-12, 2007, sponsored by the ABA

B.A. *cum laude*, U. of N. Dakota; J.D., U. of N. Dakota School of Law
Admitted: Minnesota and North Dakota; U.S. District Court, District of Minnesota

Renae D. Steiner

Renae is an equity member of the firm. Renae has consistently been selected by her peers for inclusion as a “Super Lawyer” in the areas of antitrust and class action litigation (Thomson Reuters publication; 2008-2014). Renae has also been recognized as a top antitrust litigator in *The Legal 500 US*, *Who’s Who Legal* and *Benchmark Plaintiff*. Renae also is listed by *Benchmark Plaintiff* as one of the *Top 150 Women in Litigation*.

Renae has a national practice in the field of complex litigation, primarily in the areas of antitrust actions (both direct purchaser and indirect purchaser cases), as well as in consumer fraud and securities actions. Over the course of her career, Renae has worked on novel issues of antitrust law, including some of the first post-*Illinois Brick* class actions, some of the first post-*Actavis* class actions, in establishing antitrust standing under Florida’s consumer protection statutes, in establishing the co-conspirator theory of state court jurisdiction in Florida, and on issues related to CAFA (Class Action Fairness Act) and standing arguments for indirect purchasers of price-fixed goods. She has worked cooperatively with many state Attorneys General in their related litigation against antitrust defendants.

Likewise, in the *Grand Casinos* securities litigation, Renae was part of the lead counsel team at Heins Mills & Olson that was the first to address the new pleading standards for motions for summary judgment under the newly-enacted PSLRA’s scienter requirements.



Recently, Renae has actively participated in the representation of former and current college athletes in the landmark *In re NCAA Student-Athlete Name & Likeness Licensing Litigation*, No. 4:09-cv-1967 (N.D. Cal.) (commonly called the “*O’Bannon case*”) (challenging policies that prevent U.S. collegiate student-athletes from receiving a share of the revenue generated from use of their likeness). In *O’Bannon*, Renae lead the discovery team, deposed key witnesses and was one of the trial counsels in the 3 week trial conducted in June 2014. At trial, Renae presented the testimony of the plaintiffs’ key survey expert and cross-examined two of the NCAA’s witnesses. The *O’Bannon case* is widely heralded as the biggest sports law case in the last 30 years.

Renae is currently serving as a Lead Counsel for the classes in *In re Lidoderm Antitrust Litigation* (N.D. Cal.) and *In re Aggrenox Antitrust Litigation* (D. Ct.). Renae and James Anderson were recently appointed as liaison counsel in *Freedman v. St. Jude Medical, Inc.* (D. Minn.), a securities fraud class action alleging on behalf of purchasers of common stock of St. Jude Medical, Inc. that the company failed to disclose problems with leads it made for implantable cardiac defibrillators.

Past representative cases include: *In re Aftermarket Filters Antitrust Litigation* (N.D. Ill.) (as lead counsel; antitrust, consumer protection and unfair competition claims of price-fixing against leading manufacturers of replacement vehicle filters on behalf of indirect purchasers); *In re Prograf Antitrust Litigation* (D. Mass.); *In re Lipitor Antitrust Litigation* (D.N.J.); *In re DRAM Antitrust Litigation* (multiple federal and state court actions); *In re St. Paul Travelers Securities Litigation* (D. Minn.) (securities fraud); *In re Ready-Mixed Concrete Antitrust Litigation* (S.D. Ind.) (Indiana price-fixing case involving concrete); *In re Iowa Ready-Mixed Concrete Antitrust Litigation* (N.D. Iowa); *In re Universal Service Fund (USF) Telephone Billing Practices Litigation* (D. Kan.) (alleged consumer fraud in the assessment of USF fees); *Fiber Optic Cable Litigation* (multiple state and federal court actions related to the installation of fiber optic cable); *Infant Formula Antitrust Litigation* (price-fixing claims as to infant formula; multiple state court actions; Wisconsin trial team); and *In re Thermal Facsimile Paper Antitrust Litigation* (multiple state court actions).

Renae has lectured on antitrust and sports law topics at conferences sponsored by the American Antitrust Institute, the Minnesota Section of the American Bar Association (ABA), at Women Antitrust Plaintiffs Attorneys’ conferences, at Northwestern University’s Sports Law Symposium and at the ABA’s Class Action Institute. Topics have included the intersection of sports and antitrust law, pay-for-delay generic drug litigation, cooperation in parallel litigation with Attorneys General, class certification issues and arbitration clauses in antitrust litigation.

Renae is a member of the Federal, Minnesota, and Hennepin County Bar associations.

B.A., U. of Minnesota; J.D. *with distinction*, U. of Nebraska College of Law



Admitted: Minnesota; U.S. District Court, Districts of Minnesota, Nebraska, Colorado, and E.D. of Wisconsin; U.S. Court of Appeals, Seventh and Eighth Circuits
Member, Federal Bar Association, Minnesota Bar Association, and Hennepin County Bar Association.

Dylan J. McFarland

Dylan is an officer of the firm. Named a “Super Lawyer” and “Rising Star” by *Minnesota Law & Politics*, he practiced in the area of complex commercial litigation as an associate with Gray Plant Mooty before attending the University of Minnesota Medical School. As a partner of Burstein Hertogs Olson & McFarland, P.A., he continued to represent corporations and municipalities in complex litigation, including shareholder derivative actions. In a case of first impression, he represented the defendant in *Skoglund v. Brady* (Minn.), which defined the scope of derivative claims and the authority of special litigation counsel under Minnesota law.

Since joining the firm, Dylan has worked on several securities fraud class actions, including *In re AOL Time Warner Securities Litigation* (S.D.N.Y.) (\$2.65 billion recovery for shareholders of AOL and Time Warner); *In re Broadcom Corp. Securities Litigation* (C.D. Cal.) (\$150 million recovery for shareholders of semiconductor manufacturer).

Dylan’s work has involved a number of antitrust class actions, including *In re TFT-LCD (Flat Panel) Antitrust Litigation* (N.D. Cal.) (price-fixing claims against producers of liquid crystal displays); *In re Municipal Derivatives Antitrust Litigation* (S.D.N.Y.) (claims on behalf of local governments against brokers, banks and insurance companies alleging bid-rigging and other anticompetitive practices in the municipal derivatives industry); *In re: LIBOR-Based Financial Instruments Antitrust Litigation* (S.D.N.Y.) (claims alleging that member banks of the British Bankers’ Association conspired to manipulate the London InterBank Offered Rate); *Fond Du Lac Bumper Exchange, Inc., et. al. v. Jui Li Enterprise Company, Ltd., et. al.* (E.D. Wis.) (supply and price-fixing claims against manufacturers and distributors of aftermarket automotive sheet metal parts); *In re Plasma Derivative Protein Therapies Antitrust Litigation* (N.D. Ill.) (supply and price-fixing claims against manufacturers of plasma-derivative protein therapies); *In re Pool Products Distribution Market Antitrust Litigation* (E.D. La.) (asserting claims of monopolization and attempted monopolization of the U.S. pool products distribution market); *In re American Express Anti-Steering Rules Antitrust Litigation* (E.D.N.Y.) (challenging rules preventing merchants from providing consumers with incentives to use forms of payment that are less expensive than American Express branded payment cards); *In re Puerto Rican Cabotage Antitrust Litigation* (D.P.R.) (antitrust claims against the largest providers of domestic ocean shipping between the mainland U.S. and Puerto Rico); *Glaberson v. Comcast Corp.*



(E.D. Pa.) (antitrust claims against cable services provider on behalf of subscribers); and *In re Lawnmower Engines Horsepower Marketing & Sales Practices Litigation* (MDL No. 1999 E.D. Wis.) (alleging consumer fraud, civil conspiracy and unjust enrichment claims against manufacturers of lawn mowers and lawn mower engines).

While attending Harvard Law School, Dylan was an editor of the *Harvard Civil Rights-Civil Liberties Law Review*. He was an Adjunct Professor of Law at William Mitchell College of Law from 1998-2002, where he taught Legal Writing, Trial Skills, and Appellate Advocacy, and he has spoken at legal education programs on a number of litigation topics.

Dylan is named as a “Litigation Star” in *Benchmark Plaintiff: The Definitive Guide to America’s Leading Plaintiff Firms & Attorneys*.

B.A. *summa cum laude*, U. of Minnesota; J.D. *cum laude*, Harvard Law School
Admitted: Hawaii and Minnesota; U.S. District Court, District of Minnesota; U.S. Court of Appeals, Second and Eighth Circuits

David Woodward

David is an officer of the firm. From 1987-2003, he served as an Assistant Attorney General in the Civil Enforcement Unit of the Minnesota Attorney General’s Office. David has extensive experience representing the State of Minnesota in lawsuits enforcing statutory prohibitions against false advertising, deceptive trade practices and consumer fraud. His consumer protection litigation areas of emphasis included health frauds, mortgage related enforcement matters and deceptive practices particularly impacting vulnerable consumers. On behalf of the Minnesota Attorney General’s Office, David helped to create a multi-state health fraud litigation group, which he co-chaired from 1994-1996. He served as lead counsel on behalf of the State of Minnesota in numerous multi-state enforcement efforts involving the application of state consumer protection statutes to nationwide drug advertising and promotional practices within the pharmaceutical industry, as well as a multi-state settlement with a large food company involving application of federal and state food laws and state consumer laws to the advertising and sale of a combination food/toy product marketed to young children.

David has extensive consumer protection litigation experience. He has represented the State of Minnesota in both state and federal courts. He represented the State of Minnesota in *State v. American Family Mut. Ins. Co.*, 609 N.W.2d 1 (Minn. Ct. App. 2000), a consumer and insurance law enforcement matter benefiting homeowners statewide in a case confirming the Attorney General’s authority to sue insurers to enforce Minnesota consumer and insurance laws. David has represented the State in numerous false advertising, deceptive trade practices and consumer fraud cases,



including litigation challenging advance fee loan schemes; college financial aid services companies; credit repair frauds; usurious credit card charges; home mortgage escrow overcharges; false advertising for bogus yellow page directories; the sale of bogus cancer treatment devices; the marketing to young consumers of an unapproved, dangerous drug misrepresented as a safe and natural product; misrepresentations in the sale of hearing aids; travel promotion schemes; deceptive practices affecting small businesses; and deceptive sweepstakes practices by major national sweepstakes companies.

From 1976-1979 and 1980-1987, David served as a staff attorney for a non-profit legal services corporation providing legal representation in civil matters, including litigation, to low-income persons in south central Pennsylvania. He was counsel before the Pennsylvania Supreme Court in *Pugh v. Holmes*, 405 A.2d 897 (Pa. 1979), a seminal case which established on a statewide basis the implied warranty of habitability in residential lease transactions.

David works on antitrust, consumer fraud and securities fraud class litigation in which the Heins Mills & Olson firm serves as plaintiffs' counsel including, for example, *Glaberson v. Comcast Corp.* (E.D. Pa.) (antitrust claims on behalf of cable subscribers); *In re Lipitor Antitrust Litigation*, MDL No. 2332 (D.N.J.) (state antitrust and consumer protection claims on behalf of a proposed class of indirect purchasers represented by Heins Mills & Olson as co-lead counsel); *In re Municipal Derivatives Antitrust Litigation* (S.D.N.Y.) (antitrust claims alleging bid rigging and other anticompetitive conduct in the municipal derivatives industry); *In re McKesson HBOC Securities Litigation* (N.D. Cal.) (securities fraud claims); *In re New Motor Vehicles Canadian Export Antitrust Litigation* (D. Maine) (antitrust action on behalf of consumers against automobile manufacturers); *In re Lawnmower Engines Horsepower Marketing & Sales Practices Litigation*, MDL No. 1999 (E.D. Wis.) (alleging consumer fraud, civil conspiracy and unjust enrichment claims against manufacturers of lawn mowers and lawn mower engines); *Nogosek v. Carrier Corp.* (D. Minn.) (consumer fraud and breach of warranty action against furnace manufacturer); and class actions on behalf of consumers against Target Corporation arising from a large data security breach (*In re Target Corporation Customer Data Security Breach Litigation* (MDL No. 2522)).

David also works with Renae Steiner on various antitrust class actions alleging anticompetitive conduct by pharmaceutical companies delaying entry of lower-priced generic drugs into the market, including *In re Aggrenox Antitrust Litigation*, MDL No. 2516 (D. Conn.), *In re Lidoderm Antitrust Litigation*, MDL No. 2521 (N.D. Cal.), *In re Solodyn (Minocycline Hydrochloride) Antitrust Litigation*, Case No. 14-md-2503-DJC (D. Mass.), *In re Suboxone (Buprenorphine Hydrochloride and Naloxone) Antitrust Litigation*, MDL No. 2445 (E.D. Pa.), and *Minnesota and North Dakota Bricklayers and Allied Craftworkers Health Fund, et al. v. Takeda Pharmaceutical Co., Ltd., et al.*, Case No. 1:14-cv-01691 (S.D.N.Y.).



David has provided pro bono representation to persons seeking asylum. In 2000 and again in 2013, he received the Pro Bono Volunteer Annual Attorney Award from The Advocates for Human Rights.

After graduating with highest honors from St. Cloud State University (B.A.), he obtained his J.D. from the School of Law of the University of California in Los Angeles, where he was admitted to the Order of the Coif and was a member of the UCLA Law Review. He was also awarded a Masters of Law with highest honors from the National Law Center, Washington, D.C.

David presented as a panelist at the PLI's "Class Action Litigation 2013" conference in New York on July 10, 2013.

Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms & Attorneys includes David in its listing of *Litigation Stars*.

B.A. *with highest honors*, St. Cloud State University; J.D., UCLA School of Law; Masters of Law, National Law Center

Admitted: Minnesota, Pennsylvania and California; U.S. District Court, District of Minnesota, Middle District of Pennsylvania; U.S. Court of Appeals, Third, Fifth, Eighth and Ninth Circuits; U.S. Supreme Court

Jessica N. Servais

Jessica is an officer of the firm. She currently is or has recently been working on complex litigation, including *Fond Du Lac Bumper Exchange, Inc., et. al. v. Jui Li Enterprise Company, Ltd., et. al.* (E.D. Wis.) (supply and price-fixing claims against manufacturers and distributors of aftermarket automotive sheet metal parts); *In re Plasma Derivative Protein Therapies Antitrust Litigation* (N.D. Ill.) (supply and price-fixing claims against manufacturers of plasma-derivative protein therapies); *In re Transpacific Passenger Air Transportation Antitrust Litigation* (N.D. Cal.) (antitrust claims against airlines for price-fixing passenger fares and/or fuel surcharges on transpacific air passenger transportation); *Glaberson v. Comcast Corp.* (E.D. Pa.), *Kristian v. Comcast Corp.* (E.D. Pa.) and *Rogers v. Comcast Corp.* (E.D. Pa.) (antitrust claims against cable services provider on behalf of subscribers); *In re Ready-Mixed Antitrust Litigation* (S.D. Ind.) (price-fixing claims against ready-mixed concrete suppliers on behalf of purchasers); *In re Korean Air Lines Co., Ltd., Antitrust Litigation* (claims against Korea's major airlines alleging price-fixing of fuel surcharges); *In re Universal Service Fund Telephone Billing Practices Litigation* (D. Kan.) (consumer fraud and antitrust claims against AT&T, MCI and Sprint for USF telephone charges); and *In re Relafen Antitrust Litigation* (N.D. Cal.) (antitrust claims on behalf of consumers against manufacturers of brand name nabumetone tablets).



In addition, Ms. Servais is one of the lawyers who represented Colorado, Minnesota and Utah state employee pension funds in private litigation regarding losses suffered in connection with their purchases of McKesson HBOC securities in *In re McKesson HBOC Securities Litigation* (N.D. Cal.).

At the University of Minnesota Law School, Jessica was the Executive Editor of the *Minnesota Intellectual Property Review*. Jessica served as a federal judicial law clerk to the Honorable Michael J. Davis, United States District Court, District of Minnesota.

B.A. *magna cum laude*, Macalester College; J.D., U. of Minnesota Law School
Admitted: Minnesota, Wisconsin; U.S. District Court, District of Minnesota

James Anderson

James Anderson is a senior associate of the firm. James was named in the 2014 edition of the annual Thomson Reuters *Super Lawyers* list of outstanding attorneys as a “Rising Star” in the areas of antitrust, securities and consumer law litigation. He is currently working on, or has worked on, a variety of complex civil matters, including *In re Lithium Ion Batteries Antitrust Litigation* (N.D. Cal.) (asserting antitrust claims against manufacturers of lithium ion batteries); *Kleen Products LLC v. Packaging Corporation of America, et al.* (N.D. Ill.) (antitrust claims against manufacturers of containerboard products); *In re American Express Anti-Steering Rules Antitrust Litigation* (E.D.N.Y.) (challenging rules preventing merchants from providing consumers with incentives to use forms of payment that are less expensive than American Express branded payment cards); *In re Aftermarket Filters Antitrust Litigation* (N.D. Ill.) (antitrust, consumer protection and unfair competition claims against leading manufacturers of replacement vehicle filters on behalf of indirect purchasers); *In re Pool Products Distribution Market Antitrust Litigation* (E.D. La.) (asserting claims of monopolization and attempted monopolization of the U.S. pool products distribution market); *In re Air Cargo Shipping Services Antitrust Litigation* (E.D.N.Y.) (claims against major airlines alleging price-fixing of fuel surcharges for freight transportation); *In re Cathode Ray Tube (CRT) Antitrust Litigation* (N.D. Cal.) (price-fixing claims against the producers of CRT televisions); *In re DRAM Antitrust Litigation* (multiple federal and state court actions involving price-fixing claims against the producers of DRAM computer memory); *In re SRAM Memory Products Antitrust Litigation* (N.D. Cal.) (price-fixing claims against the producers of SRAM computer memory); and *In re AOL Time Warner Securities Litigation* (S.D.N.Y.) (securities fraud claims on behalf of AOL and Time Warner shareholders). James has also been involved in other, non-class litigation including *Spine Solutions, Inc. v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.).



James graduated *cum laude* from William Mitchell College of Law where he was awarded a *21st Century Scholarship*, received a CALI Award for his performance in Legislative Advocacy, and a Minnesota State Bar Association outstanding achievement award in *Employment Discrimination*.

B.A. *magna cum laude*, St. Olaf College; J.D. *cum laude*, William Mitchell College of Law

Admitted: Minnesota; U.S. District Court, District of Minnesota; U.S. Court of Appeals, Eighth Circuit

Teresa M. Jones

Teresa is an associate of the firm and works on a wide range of complex litigation matters, with a focus on antitrust litigation, securities litigation, class actions, and consumer fraud matters. Before joining the firm, Teresa was part of the trial team in a large antitrust class action lawsuit against a major software company which settled in 2007 after several months of trial for \$180 million.

Teresa has significant experience in document-intensive discovery, through which she has developed practices to identify, highlight and manage key case documents.

She is currently working on *In re Lipitor Antitrust Litigation* (D.N.J.) (state antitrust and consumer protection claims on behalf of proposed class of indirect purchasers represented by Heins Mills & Olson as co-lead counsel); *In re Domestic Drywall Antitrust Litigation* (E.D. Pa.) (supply and price-fixing claims against manufacturers of gypsum wallboard); and *Fond Du Lac Bumper Exchange, Inc., et. al. v. Jui Li Enterprise Company, Ltd., et. al.* (E.D. Wis.) (supply and price-fixing claims against manufacturers and distributors of aftermarket automotive sheet metal parts). She has also worked on *In re Plasma Derivative Protein Therapies Antitrust Litigation* (N.D. Ill.) (supply and price-fixing claims against manufacturers of plasma-derivative protein therapies); *Glaberson v. Comcast Corp.* (E.D. Pa.) (antitrust claims against cable services provider on behalf of subscribers); and *In re AOL Time Warner Securities Litigation* (S.D.N.Y) (securities fraud claims on behalf of AOL and Time Warner shareholders).

Teresa graduated *magna cum laude* from William Mitchell College of Law and is admitted to practice in the state courts of Minnesota, the U.S. District Court for the District of Minnesota, and the United States Court of Appeals for the Eighth Circuit. Teresa is an active member of the Minnesota State Bar Association, Hennepin County Bar Association and American Bar Association and has held leadership positions in each.



B.A., U. of Minnesota; J.D. *magna cum laude*, William Mitchell College of Law
Admitted: Minnesota; U.S. District Court, District of Minnesota; U.S. Court of Appeals,
Eighth Circuit

Maureen E. Sandey

Maureen is an associate of the firm. She is currently working on a variety of complex civil cases, including *Kleen Products LLC v. Packaging Corporation of America, et al.* (N.D. Ill.) (antitrust claims against manufacturers of containerboard products); *In re NCAA Student-Athlete Name & Likeness Licensing Litigation*, Case No. 4:09-cv-1967 (N.D. Cal.) (challenging policies that prevent U.S. collegiate student-athletes from receiving a share of the revenue generated from use of their likeness); *Fond Du Lac Bumper Exchange, Inc., et. al. v. Jui Li Enterprise Company, Ltd., et. al.* (E.D. Wis.) (supply and price-fixing claims against manufacturers and distributors of aftermarket automotive sheet metal parts); and *In re Processed Egg Products Antitrust Litigation* (E.D. Pa.) (price-fixing claims by direct purchasers against shell egg and processed egg producers). Maureen also worked on *Pastor Benjamin A. Johnson, et al. v. The Evangelical Lutheran Church of America, et al.* (D. Minn.) (breach of contract and breach of fiduciary duty claims against the ELCA and the ELCA Board of Pensions on behalf of retired pastors and church employees).

In her previous professional experience, Maureen worked as a discovery attorney at a law firm in Minneapolis. She has worked on *Auxilium Pharmaceuticals, Inc. and FCB 1, L.L.C. v. Upsher-Smith Laboratories, Inc.* (D.N.J.); *Federal Home Loan Bank of Pittsburgh v. J.P. Morgan Securities, L.L.C., et al.* (Allegheny County Court of Common Pleas); *Devi Khoday and Danise Townsend, individually and on behalf of the class they represent v. Symantec Corp. and Digital River, Inc.* (D. Minn.); *Blue Cross and Blue Shield of Minnesota, as Administrator of the Blue Cross and Blue Shield of Minnesota Pension Equity Plan, et al. v. Wells Fargo Bank, N.A.* (D. Minn.); and *ObjectVideo, Inc. v. Robert Bosch, GMBH, et al.* (E.D. Va.).

Previously, Maureen served as a law clerk for the Ramsey County Attorney's Office and as a judicial extern to the Honorable Tanya Bransford, United States District Court, District of Minnesota.

At William Mitchell College of Law, Maureen was the Co-Editor-in-Chief of *Cybaris®: Intellectual Property Law Review* and was a student attorney in the Intellectual Property Law Clinic. Currently, Maureen volunteers at various organizations, such as Feed My Starving Children.

B.A., Macalester College; J.D., William Mitchell College of Law
Admitted: Minnesota

**Cole S. Woodward**

Cole is an associate of the firm. He is currently assisting with work on, or has assisted with work on, complex litigation, including *Fond Du Lac Bumper Exchange, Inc., et. al. v. Jui Li Enterprise Company, Ltd., et. al.* (E.D. Wis.) (supply and price-fixing claims against manufacturers and distributors of aftermarket automotive sheet metal parts), and *In re NCAA Student-Athlete Name & Likeness Licensing Litigation*, Case No. 4:09-cv-1967 (N.D. Cal.) (challenging policies that prevent U.S. collegiate student-athletes from receiving a share of the revenue generated from use of their likeness). He currently assists, or has assisted with legal research on *In re Target Corporation Customer Data Security Breach Litigation* (MDL No. 2522).

While attending William Mitchell College of Law, Cole was a law clerk at Mid-Minnesota Legal Aid's Minneapolis office and worked in immigration law. He was a Minnesota Justice Foundation summer law clerk at Legal Aid Service of Northeastern Minnesota. There, he worked in landlord-tenant and housing law.

B.A., St. John's University, J.D., William Mitchell College of Law
Admitted: Minnesota

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

HEINS MILLS & OLSON, P.L.C.

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
David Woodward (P)	.25	\$665.00	\$166.25
Vincent J. Esades (P)	.75	\$575.00	\$431.25
Vincent J. Esades (P)	31.50	\$560.00	\$17,640.00
Vincent J. Esades (P)	.25	\$550.00	\$137.50
Jessica N. Servais (P)	119.25	\$450.00	\$53,662.50
Jessica N. Servais (SA)	168.00	\$405.00	\$68,040.00
Jessica N. Servais (SA)	159.75	\$390.00	\$62,302.50
Scott W. Carlson (A)	13.75	\$365.00	\$5,018.75
Katherine T. Kelly (A)	264.25	\$300.00	\$79,275.00
Kathryn Q. Chang (A)	658.25	\$300.00	\$197,475.00
Matthew V. Fisher (A)	2.75	\$250.00	\$687.50
Attorney Totals:	1,418.75		\$484,836.25
NON-ATTORNEY HOURS			
Irene M. Kovarik (SPL)	10.00	\$200.00	\$2,000.00
Marguerite E. O'Brien (SPL)	8.00	\$200.00	\$1,600.00
Marguerite E. O'Brien (SPL)	.50	\$195.00	\$97.50
David A. Olson (DC)	1.25	\$150.00	\$187.50
Sarah L. Deutl (DC)	2.50	\$150.00	\$375.00
Non-Attorney Totals:	22.25		\$4,260.00
TOTAL:	1,441.00		\$489,096.25

(P) Partner
 (SA) Senior Associate
 (A) Associate
 (SPL) Senior Paralegal
 (DC) Document Clerk

EXHIBIT 3

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

EXHIBIT 3

HEINS MILLS & OLSON, P.L.C.

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$7,528.63
Document Production	\$
Experts / Consultants	\$7,093.88
Messenger Delivery	\$156.83
Photocopies – In House	\$1,381.30
Photocopies – Outside	\$
Postage	\$6.20
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$228.70
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$2,428.33
Travel (Meals and Lodging)	\$704.40
TOTAL:	\$19,528.27

1 Brian S. Kabateck, SBN 152054
(bsk@kbklawyers.com)
2 Richard L. Kellner, SBN 171416
(rlk@kbklawyers.com)
3 Joshua H. Haffner, SBN 188652
(jhh@kbklawyers.com)
KABATECK BROWN KELLNER LLP
4 644 S. Figueroa Street
Los Angeles, California 90017
5 Telephone: (213) 217-5000
Fax: (213) 217-5010

6
7 *Counsel for Plaintiffs*
8
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10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**
13

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

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

DECLARATION OF JOSHUA H.
HAFFNER IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

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18 **This Document Relates to:**

19 **ALL ACTIONS**
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1 I, Joshua H. Haffner, declare and state as follows:

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

6 2. My firm has served as counsel to Plaintiffs throughout the course of this litigation. The
7 background and experience of Kabateck Brown Kellner LLP and its attorneys are summarized in
8 the *curriculum vitae* attached hereto as Exhibit 1.

9 3. Kabateck Brown Kellner LLP has prosecuted this litigation solely on a contingent-fee
10 basis, and has been at risk that it would not receive any compensation for prosecuting claims
11 against the Defendants. While Kabateck Brown Kellner LLP devoted its time and resources to
12 this matter, it has foregone other legal work for which it would have been compensated.

13 4. During the pendency of the litigation, Kabateck Brown Kellner LLP performed the
14 following work:

15 **DISCOVERY**

16 Kabateck Brown Kellner LLP reviewed more than 45,000 pages of documents produced
17 by Defendants. Document review, in its entirety, took nearly 252.70 hours and four (4) months to
18 complete. Each document reviewed by Kabateck Brown Kellner LLP was unique in nature and
19 content, and required to be tagged, flagged, described, or otherwise indicated based on
20 significance. Furthermore, some documents were in a foreign language (i.e. Japanese) without
21 translation.

22 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
23 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
24 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
25 hours spent by Kabateck Brown Kellner LLP during this period of time was **269.10** hours with a
26 corresponding lodestar of **\$43,945.00**. This summary was prepared from contemporaneous, daily
27 time records regularly prepared and maintained by my firm. The lodestar amount reflected in
28

1 Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at
2 my law firm for the benefit of the Class.

3 6. The hourly rates for the attorneys and professional support staff in my firm included in
4 Exhibit 2 are the usual and customary hourly rates charged by Kabateck Brown Kellner LLP
5 during that time frame.

6 7. My firm has expended a total of **\$434.90** in unreimbursed costs and expenses in
7 connection with the prosecution of this litigation. These costs and expenses are broken down in
8 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
9 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
10 in this action are reflected on the books and records of my firm. These books and records are
11 prepared from expense vouchers, check records and other source materials and represent an
12 accurate recordation of the expenses incurred.

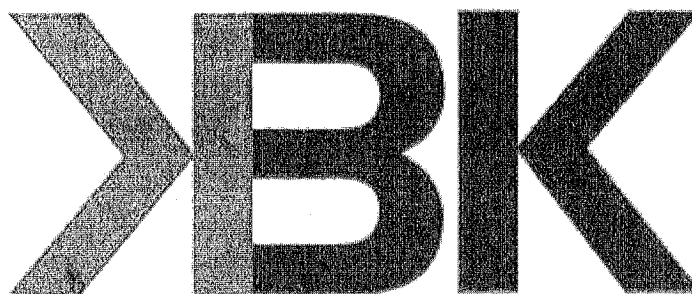
13 8. I have reviewed the time and expenses reported by my firm in this case which are
14 included in this declaration, and I affirm that they are true and accurate.

15 I declare under penalty of perjury under the laws of the United States of America that the
16 foregoing is true and correct. Executed on this 3rd day of April, 2015 at Los Angeles, California.

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18 /s/ Joshua H. Haffner

19 Joshua H. Haffner
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EXHIBIT 1



Kabateck Brown Kellner LLP

644 South Figueroa Street
Los Angeles, California 90017
Tel: (213) 217-5000
Fax: (213) 217-5010

www.kbklawyers.com

Kabateck Brown Kellner LLP is one of the foremost plaintiffs-only litigation law firms in the western United States, with attorneys recovering more than \$750 million in judgments, verdicts, and settlements on behalf of their clients, including more than 75 recoveries of more than \$1 million.

The following constitutes some representative class action cases handled by the partners at KBK:

In re Epson Cartridge Cases, L.A.S.C. Case No. BC293641 & S.F.S.C. Case No. CGC-03-425588, Kabateck Brown Kellner, LLP and co-counsel Chitwood Harley & Harnes successfully certified a national class on behalf of consumers who owned Epson inkjet printer cartridges. Settlement approved on August 15, 2006 has been valued in excess of \$350 million, representing one of the largest consumer class action settlements in United States history.

Armenian Genocide/New York Life Insurance class action

Armenians living in Turkey before the 1915 Armenian Genocide purchased insurance policies from New York Life Insurance Company. Brian Kabateck acted as class co-counsel in securing a \$20 million class settlement to be distributed to Armenian charities and beneficiaries of the original insurance policies. This case, the first that successfully enabled the families of victims of a genocide to collect on insurance claims, brought international attention to the existence of the Armenian Genocide, which neither the United States nor Turkish governments recognize. It is potentially the oldest case in U.S. history—spanning 89 years from the date of loss to restitution. A related lawsuit, against AXA Konzern AG, was also recently settled for \$17.5 million. Pending decisions include those for class-action lawsuits against Deutsche Bank and Dresdner Bank.

Borrayo, et al. v. Carlton Forge Works, L.A.S.C. Case No. BC298858, Kabateck Brown Kellner, LLP's attorneys obtained a settlement that fully compensated a class composed of 244 employees who were not paid overtime wages which were owed for time worked on alternative work week schedule.

Checkmate v. Yahoo!, Inc., U.S. District Court, Case No. CV-05-4588 (U.S.D.C., Central Dist. CA), which alleges that defendants improperly charged its pay-per-click internet advertising clients for fraudulent website "clicks" by third parties. The settlement was approved on March 26, 2007.

Balandran, et. al. v. Labor Read, Inc., L.A.S.C. Case No. BC 278551. Employment discrimination class action. Final settlement approval was granted August 6, 2007.

Alba v. Papa John's USA, Inc. et al., U.S. District Court, Case No. CV-05-7487 (U.S.D.C., Central Dist. CA), a wage and hour suit involving more than 900 possible plaintiffs who worked at Papa John's pizzerias, which was certified by the United States District Court on February 8, 2007. Following certification, the case settled. The settlement was granted final approval on July 11, 2008.

Hurtado v. TEG/LVI, Environmental Services Inc., L.A.S.C. Case No. BC276468, a class action for unpaid wages. The case was settled and final approval was granted on April 13, 2007.

Harrison, et al. v. Pacific Bay Properties, et al., L.A.S.C. Case No. BC285320, a construction defect class action involving hundreds of homeowners. After class certification, settlement entered and finally approved on March 4, 2008.

Galvanized Steel Pipe Class Action - Lead class counsel for approximately 5,000 residents of Santa Clarita Valley for defective galvanized steel water pipes and plumbing installed in their homes. The settlement resulted in a \$41 million payment divided between the various homeowners.

Cossey v. BCI Coca Cola Bottling Co. of Los Angeles (Los Angeles Superior Court), an employment class action involving Coca-Cola Bottling Company employees who did not receive adequate pay. Settlement was entered and finally approved in 2008.

Van Horn v. Nationwide Casualty Insurance Company, et al, U.S. District Court, Civil No.: 1:08CV605 (U.S.D.C., Northern Dist. Ohio) a breach of contract class action involving approximately 180,000 insurance policy holders. Class certification was granted on February 10, 2009 and the parties reached a settlement on May 10, 2009.

Lockette v. Ross Stores, Inc. Case No.: CV 03430 MMC, a Fair Labor Standards Act suit involving a class of assistant managers who were not paid overtime wages while working at Ross Department Stores. The case

resulted in a 1.2 million payment divide among the assistant managers. Settlement was entered and finally approved on March 11, 2008.

Saloman v. Bodee, LLC, (Los Angeles Superior Court-- Case No.: BC 379376), a California Business and Professions Code suit involving a claim for misrepresentation of male enhancement products. The class was certified on April 22, 2009.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

KABATECK BROWN KELLNER LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Richard L. Kellner (P)	7.60	\$725.00	\$5,510.00
Joshua H. Haffner (P)	10.10	\$650.00	\$6,565.00
Tsolik Kazandjian (A)	3.20	\$200.00	\$640.00
Alfredo Torrijos (A)	.40	\$350.00	\$140.00
NON-ATTORNEYS			
Sergio Aranda (PL)	.50	\$110.00	\$55.00
Hrag Kouyoumjian (LC)	242.40	\$125.00	\$30,300.00
Reza Sina (LC)	3.50	\$150.00	\$525.00
Michael Storti (LC)	1.40	\$150.00	\$210.00
TOTAL:			\$43,945.00

(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

KABATECK BROWN KELLNER LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$7.28
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$152.80
Photocopies – Outside	\$
Postage	\$
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$155.82
Telephone / Facsimile	\$
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$
Travel (Meals and Lodging)	\$119.00
TOTAL:	\$434.90

1 Richard J. Kilsheimer
KAPLAN FOX & KILSHEIMER LLP
2 850 Third Avenue, 14th Floor
New York, New York 10022
3 Phone: 212-687-1980
Fax: 212-687-7714
4 Email: RKilsheimer@kaplanfox.com

5 *Counsel for Plaintiffs*

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

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

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

**DECLARATION OF RICHARD J.
KILSHEIMER IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

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17 **This Document Relates to:**

18 **ALL ACTIONS**
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1 I, Richard J. Kilsheimer, declare and state as follows:

2 1. I am a partner in the law firm of Kaplan Fox & Kilsheimer LLP (“Kaplan Fox”). I
3 submit this declaration in support of Plaintiffs’ application for an award of attorneys’ fees in
4 connection with the services rendered in this litigation. I make this Declaration based on my own
5 personal knowledge, and if called as a witness, I could and would competently testify to the
6 matters stated herein.

7 2. My firm has served as counsel to plaintiffs Stephen Gaffigan and Bruce Hut throughout
8 the course of this litigation. The background and experience of Kaplan Fox and its attorneys are
9 summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Kaplan Fox has prosecuted this litigation solely on a contingent-fee basis, and has been
11 at risk that it would not receive any compensation for prosecuting claims against the Defendants.
12 While Kaplan Fox devoted its time and resources to this matter, it has foregone other legal work
13 for which it would have been compensated.

14 4. During the pendency of the litigation, Kaplan Fox performed the following work:

15 **INVESTIGATION AND RESEARCH**

16 Researched potential claims and the identities and corporate structure of potential
17 defendants; performed legal research relating to the standing of certain plaintiffs; performed
18 research concerning discovery of a foreign defendant in the face of a so called “blocking” statute;
19 researched and prepared memoranda concerning evidence of liability of certain defendants.

20 **PLEADINGS AND MOTIONS**

21 Participated in the drafting of the Amended Consolidated Complaint; reviewed data
22 concerning potential plaintiffs to identify appropriate parties to be included in the complaint;
23 researched and drafted opposition to certain motions to dismiss; prepared motion to compel the
24 production of discovery by certain foreign defendants.

25 **DISCOVERY**

26 Participated in the review, analysis, and coding of documents produced by defendants,
27 including foreign language documents; reviewed and analyzed the adequacy of responses to
28 discovery by certain defendants, and met and conferred with counsel for those defendants;

1 prepared for and took six depositions of a certain defendant, including five depositions in the Far
2 East; prepared deposition summaries for circulation to co-counsel of the depositions taken by the
3 firm.

4 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
5 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
6 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
7 hours spent by Kaplan Fox during this period of time was 1472.75, with a corresponding lodestar
8 of \$645,259.50. This summary was prepared from contemporaneous, daily time records regularly
9 prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work
10 assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the
11 benefit of the Class.

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

14 7. My firm has expended a total of \$18,703.31 in unreimbursed costs and expenses in
15 connection with the prosecution of this litigation (not including assessments paid to the joint
16 litigation fund referred to in paragraph 8). These costs and expenses are broken down in the chart
17 attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by my
18 firm on a contingent basis, and have not been reimbursed. The expenses incurred in this action
19 are reflected on the books and records of my firm. These books and records are prepared from
20 expense vouchers, check records and other source materials and represent an accurate recordation
21 of the expenses incurred.

22 8. Kaplan Fox has paid a total of \$125,000 in assessments for the joint prosecution of the
23 litigation against the Defendants.

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

26 I declare under penalty of perjury under the laws of the United States of America that the
27 foregoing is true and correct. Executed on this 1st day of April, 2015 at New York, New York.
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/s/ Richard J. Kilsheimer

RICHARD J. KILSHEIMER

EXHIBIT 1



KAPLAN FOX & KILSHEIMER LLP

FIRM PROFILE

*850 Third Avenue, 14th Floor
New York, New York 10022
Tel.: 212.687.1980
Fax: 212.687.7714*

*350 Sansome Street, Suite 400
San Francisco, CA 94104
Tel.: 415.722.4700
Fax: 415.772.4707*

*160 Morris Street
Morristown, NJ 07960
Tel.: 973.656.0222
Fax.: 973.401.1114*

NEW YORK, NY

LOS ANGELES, CA

SAN FRANCISCO, CA

CHICAGO, IL

MORRISTOWN, NJ

History of Kaplan Fox & Kilsheimer LLP

Leo Kaplan and James Kilsheimer founded “Kaplan & Kilsheimer” in 1954, making the firm one of the most established litigation practices in the country. James Kilsheimer was a celebrated federal prosecutor in the late 1940s and early 1950s in New York who not only successfully tried some of the highest profile cases in the country, but also handled the U.S. Attorney’s Office’s criminal appeals to the Second Circuit.

Now known as “Kaplan Fox & Kilsheimer LLP,” the early commitment to high-stakes litigation continues to define the firm to the present day. In 2009, Portfolio Media’s *Law360* ranked Kaplan Fox’s securities litigation practice as one of the top 5 in the country (plaintiff side). For 2012 and 2013, 5 of the firm’s attorneys – including attorneys on both coasts – were rated “Super Lawyers.” And in March 2013, the *National Law Journal* included Kaplan Fox on its list of the top 10 “hot” litigation boutiques, a list that includes both plaintiff and defense firms.

The firm has three primary litigation practice areas (antitrust, securities, and consumer protection), and the firm is a leader in all three. To date, we have recovered more than **\$5 billion** for our clients and classes. In addition, the firm has expanded its consumer protection practice to include data privacy litigation, and few other firms can match Kaplan Fox’s recent leadership in this rapidly emerging field. The following describes Kaplan Fox’s major practice areas, its most significant recoveries and its personnel.

Securities Litigation

Over the past 35 years, Kaplan Fox has been a leader in prosecuting corporate fraud —ranging from cases concerning accounting fraud to those involving complicated and complex financial instruments. Since the passage of the Private Securities Litigation Reform Act in 1995, Kaplan Fox has emerged as one of the foremost securities litigation firms representing institutional investors of all sizes, including many of the world's largest public pension funds.

Kaplan Fox was named by Portfolio Media's Law360 as one of the five top securities litigation firms (plaintiff side) for 2009. This selection was based, in part, on the representation of public pension funds in high profile and complex securities class actions including *In re Merrill Lynch & Co., Inc. Securities, Derivative & ERISA Litigation*, *In re Bank of America Corp. Sec., ERISA & Derivative Litigation*, *In re Fannie Mae Securities Litigation* and *In re Ambac Financial Group, Inc. Securities Litigation*. Some of the firm's most significant securities recoveries are listed below:

In re Bank of America Corp. Securities, Derivative, and ERISA Litigation, MDL 2058 (S.D.N.Y.) (\$2.425 billion recovered)

In re Merrill Lynch & Co., Inc. Securities Litigation, Master File No. 07-CV-9633 (JSR) (S.D.N.Y.) (\$475 million recovered)

In re 3Com Securities Litigation, No. C-97-21083-EAI (N.D. Ca) (\$259 million recovered)

In re Fannie Mae 2008 Securities Litigation, No. 08-cv-7831 (PAC) (S.D.N.Y.) (\$170 million recovered)

In re MicroStrategy Securities Litigation, No. CV-00-473-A (E.D. Va.) (\$155 million recovered)

AOL Time Warner Cases I & II (Opt-out) Nos. 4322 & 4325 (Cal. State Court, LA County) (\$140 million recovered)

In re Informix Securities Litigation, C-97-129-CRB (N.D. Cal.) (\$136.5 million recovered)

In re Xcel Energy, Inc. Securities Litigation, Master File No. 02-CV-2677-DSD (D. Minn.) (\$80 million recovered)

In re Elan Corporation Securities Litigation, No. 02-CV-0865-RMB (S.D.N.Y.) (\$75 million recovered)

In re Sequenom, Inc. Securities Litigation No. 09-cv-921 (S.D. Cal.) (\$70 million recovered)

Barry Van Roden, et al. v. Genzyme Corp., et al., No. 03-CV-4014-LLS (S.D.N.Y.) (\$64 million recovered)

Antitrust Litigation

Kaplan Fox has been at the forefront of significant private antitrust actions, and we have been appointed by courts as lead counsel or member of an executive committee for plaintiffs in some of the largest antitrust cases throughout the United States. This commitment to leadership in the antitrust field goes back to at least 1967, when firm co-founder Leo Kaplan was appointed by the Southern District of New York to oversee the distribution of all ASCAP royalties under the 1950 antitrust consent decree in **United States v. American Society of Composers, Authors and Publishers**, 41-CV-1395 (SDNY), a role he held for 28 years until his death in 1995. To this day, ASCAP awards the “Leo Kaplan Award” to an outstanding young composer in honor of Leo’s 28 years of service to ASCAP.

Members of the firm have also argued before federal Courts of Appeals some of the most significant decisions in the antitrust field in recent years. For example, Robert Kaplan, son of co-founder Leo Kaplan, argued the appeal in **In re Flat Glass Antitrust Litigation**,

385 F. 3d 350 (3d Cir. 2004), and Greg Arenson argued the appeal in **In re High Fructose Corn Syrup Antitrust Litigation**, 295 F. 3d 651 (7th Cir. 2002). In a recent survey of defense counsel, in-house attorneys and individuals involved in the civil justice reform movement, both were named among the 75 best plaintiffs' lawyers in the country based on their expertise and influence.

Over the years, Kaplan Fox has recovered over **\$2 billion** for our clients in antitrust cases. Some of the larger more recent antitrust recoveries include:

In re High Fructose Corn Syrup Antitrust Litigation, MDL No. 1087, Master File No. 95-1477 (C.D. Ill.) (\$531 million recovered)

In re Brand Name Prescription Drugs Antitrust Litigation, MDL 997 (N.D. Ill.) (\$720 plus million recovered)

In re Infant Formula Antitrust Litigation, MDL 878 (N.D.Fla.) (\$126 million recovered)

In re Flat Glass Antitrust Litigation, MDL 1200 (W.D. Pa.) (\$122 plus million recovered)

In re Hydrogen Peroxide Antitrust Litigation, MDL 1682 (E.D. Pa.) (\$97 million recovered)

In re Air Cargo Shipping Services Antitrust Litigation, MDL 1775 (E.D.N.Y.) (over \$700 million recovered so far; case still pending)

In re Plastics Additives Antitrust Litigation, 03-CV-1898 (E.D. Pa.) (\$46.8 million recovered)

In re Medical X-Ray Film Antitrust Litigation, CV 93-5904 (E.D.N.Y.) (\$39.6 million recovered)

In re NBR Antitrust Litigation, MDL 1684 (E.D. Pa.) (\$34.3 million recovered)

Consumer Protection and Data Privacy Litigation

The Consumer Protection Practice is headquartered in Kaplan Fox's San Francisco office, which opened in 2000, and is led by Laurence King, an experienced trial lawyer and former prosecutor. Mr. King also recently served as a Vice-Chair, and then Co-Chair, of the American Association for Justice's Class Action Litigation Group.

Mr. King and our other effective and experienced consumer protection litigators regularly champion the interests of consumers under a variety of state and federal consumer protection laws. Most frequently, these cases are brought as class actions, though under certain circumstances an individual action may be appropriate.

Kaplan Fox's consumer protection attorneys have represented victims of a broad array of misconduct in the manufacturing, testing, marketing and sale of a variety of products and services, and have regularly been appointed as lead or co-lead counsel, or as a member of a committee of plaintiffs' counsel, in consumer protection actions by courts throughout the nation. Among our significant achievements are highly recognized cases including **In re Baycol Products Litigation**, MDL 1431-MJD/JGL (D. Minn.) (victims have recovered \$350 million recovered to date); **In re Providian Financial Corp. Credit Card Terms Litigation**, MDL No. 1301-WY (E.D. Pa.) (\$105 million recovered); **In re Thomas and Friends Wooden Railway Toys Litig.**, No. 07-cv-3514 (N.D. Ill.) (\$30 million settlement obtained for purchasers of recalled "Thomas Train" toys painted with lead paint); **In re Pre-Filled Propane Tank Marketing and Sales Practices Litigation**, No. 4:09-md-2086 (W.D. Mo.) (settlements obtained where consumers will receive substantially in excess of actual damages and significant injunctive relief); and **Berry v.**

Mega Brands Inc., No. 08-CV-1750 (D.N.J.) (class-wide settlement obtained where consumers will receive full refunds for defective products).

Data privacy is a fairly new area of law and broadly encompasses two scenarios. In a data breach case, a defendant has lawful custody of data, but fails to safeguard it or use it in an appropriate manner. In a tracking case, the defendant intercepts or otherwise gathers digital data to which it is not entitled in the first place.

Kaplan Fox is an emerging leader in both types of data privacy litigation. For example, Laurence King filed and successfully prosecuted one of very first online data breach cases, **Syran v. LexisNexis Group**, No. 05-cv-0909 (S.D. Cal.), and is court-appointed liaison counsel in a pending data breach case against LinkedIn. See **In re: LinkedIn User Privacy Litigation**, 12-cv-3088-EJD (N.D. Cal.) (Davila, J.). The firm is also an industry leader in the even newer field of email and internet tracking litigation. Current cases include **In re: Facebook Internet Tracking Litigation**, 5:12-md-02314-EJD (N.D. Cal.) (Davila, J.), and a Kaplan Fox attorney, David Straite, was one of two attorneys to argue on behalf of the plaintiffs at oral arguments on Facebook's Motion to Dismiss (decision is pending). Finally, Kaplan Fox is also leading an internet tracking case in New York against PulsePoint, Inc., an online advertising company accused of hacking Safari's privacy protections. See **Mount v. PulsePoint, Inc.**, No. 13-cv-6592 (SDNY) (Buchwald, J.). In addition, Kaplan Fox was recently appointed Co-Lead Class Counsel in a digital privacy class action against Yahoo!, Inc., related to Yahoo's alleged practice of scanning emails for content. See *In re: Yahoo Mail Litigation*, 5:13-cv-04980-LHK (N.D. Cal.)

ATTORNEY BIOGRAPHIES

PARTNERS

ROBERT N. KAPLAN is widely recognized as a leading antitrust litigator. He has led the prosecution of numerous antitrust class actions. He also has earned a reputation as a leading litigator in securities fraud class actions. Mr. Kaplan has been with Kaplan Fox for 35 years, joining in 1971.

Mr. Kaplan honed his litigation skills as a trial attorney with the Antitrust Division of the Department of Justice. There, he gained significant experience litigating both civil and criminal actions. He also served as law clerk to the Hon. Sylvester J. Ryan, then chief judge of the U.S. District Court for the Southern District of New York.

Mr. Kaplan's published articles include: "Supreme Court Divide Hampers Nearly All Class Actions," *Law360*, January 2014, "Complaint and Discovery In Securities Cases," *Trial*, April 1987; "Franchise Statutes and Rules," *Westchester Bar Topics*, Winter 1983; "Roots Under Attack: *Alexander v. Haley* and *Courlander v. Haley*," *Communications and the Law*, July 1979; and "Israeli Antitrust Policy and Practice," *Record of the Association of the Bar*, May 1971.

In addition, Mr. Kaplan served as an acting judge of the City Court for the City of Rye, N.Y., from 1990 to 1993.

Mr. Kaplan sits on the boards of several community organizations, including the Board of Directors of the Carver Center in Port Chester, N.Y., the Board of Directors of the Rye Free Reading Room in Rye, N.Y. and a Member of the Dana Farber Visiting Committee Thoracic Oncology.

Education:

- B.A., Williams College (1961)
- J.D., Columbia University Law School (1964)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1964)
- U.S. Supreme Court

- U.S. Courts of Appeals for the Second, Third, Seventh, Ninth, and Eleventh Circuits
- U.S. District Courts for the Southern, Eastern, and Northern Districts of New York, the Central District of Illinois, and the District of Arizona

Professional Affiliations:

- Committee to Support the Antitrust Laws (past President)
- National Association of Securities and Commercial Law Attorneys (past President)
- Advisory Group of the U.S. District Court for the Eastern District of New York
- American Bar Association
- Association of Trial Lawyers of America (Chairman, Commercial Litigation Section, 1985-86)
- Association of the Bar of the City of New York (served on the Trade Regulation Committee; Committee on Federal Courts)

Mr. Kaplan can be reached by email at: RKaplan@kaplanfox.com

FREDERIC S. FOX first associated with Kaplan Fox in 1984, and became a partner in the firm in 1991. He has concentrated his work in the area of class action litigation. Mr. Fox has played important roles in many major class action cases. He was one of the lead trial lawyers in two recent securities class actions, one of which was the first case tried to verdict under the Private Securities Litigation Reform Act of 1995.

Mr. Fox currently represents many institutional investors including governmental entities in both class actions and individual litigation, including *In re Merrill Lynch & Co., Inc. Securities, Derivative & ERISA Litigation*, which was recently settled for \$475 million. Mr. Fox is currently serving as lead counsel on behalf of major public pension funds in pending securities litigation arising out of Bank of America's acquisition of Merrill Lynch. Mr. Fox also represents institutional clients in pending securities litigation involving Fannie Mae, Sequenom, Ambac and Credit Suisse and in the past has served as lead counsel in numerous cases, including *In re Merrill Lynch Research Reports Securities Litigation* (S.D.N.Y.) (arising from analyst reports issued by Henry Blodget); *In re Salomon Analyst*

Williams Litigation (S.D.N.Y.) and *In re Salomon Focal Litigation* (S.D.N.Y.) (both actions stemming from analyst reports issued by Jack Grubman). Mr. Fox is a frequent speaker and panelist in both the U.S and abroad on a variety of topics including securities litigation and corporate governance.

In the consumer protection area, he served on the Plaintiffs' Steering Committee in the *Baycol Products Litigation* where there have been more than \$350 million in settlements. Additionally, he is serving as one of the Co-lead Counsel in *In re RC2 Corp. Toy Lead Paint Products Liability Litigation* pending in the Northern District of Illinois.

Mr. Fox is listed in the current editions of New York Super Lawyers and is recognized in Benchmark Litigation 2010 as a New York "Litigation Star."

Mr. Fox is the author of "Current Issues and Strategies in Discovery in Securities Litigation," ATLA, 1989 Reference Material; "Securities Litigation: Updates and Strategies," ATLA, 1990 Reference Material; and "Contributory Trademark Infringement: The Legal Standard after *Inwood Laboratories, Inc. v. Ives Laboratories*," University of Bridgeport Law Review, Vol. 4, No. 2.

During law school, Mr. Fox was the notes and comments editor of the University of Bridgeport Law Review.

Education:

- B.A., Queens College (1981)
- J.D., Bridgeport School of Law (1984)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1985)
- U.S. Courts of Appeals for the Fourth, Fifth, and Sixth Circuits
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations:

- American Bar Association
- Association of the Bar of the City of New York
- Association of Trial Lawyers of America (Chairman, Commercial Law Section, 1991-92)

Mr. Fox can be reached by email at: FFox@kaplanfox.com

RICHARD J. KILSHEIMER first associated with Kaplan Fox in 1976 and became a partner in the firm in 1983. His practice is concentrated in the area of antitrust litigation. During his career, Mr. Kilsheimer has played significant roles in a number of the largest successful antitrust class actions in the country, and he is serving as co-lead counsel for plaintiffs in several currently pending cases. He also practices in the areas of securities fraud and commercial litigation.

In December 2007, Mr. Kilsheimer was a speaker on the subject “Elevated Standards of Proof and Pleading: Implications of *Twombly* and *Daubert*” at the American Antitrust Institute Symposium on the Future of Private Antitrust Enforcement held in Washington, D.C. Mr. Kilsheimer has also served on the Antitrust and Trade Regulation Committee of the Association of the Bar of the City of New York (2004-2007).

Prior to joining the firm, Mr. Kilsheimer served as law clerk to the Hon. Lloyd F. MacMahon (1975-76), formerly Chief Judge of the U.S. District Court for the Southern District of New York.

Mr. Kilsheimer is co-author of “Secondary Liability Developments,” ABA Litigation Section, Subcommittee on Secondary Liability, 1991-1994.

Education:

- A.B., University of Notre Dame (1972)
- J.D., *cum laude*, St. John's University (1975)

Bar Affiliations and Court Admissions:

- State of New York (1976)
- U.S. Court of Appeals for the Second (1983), Third (2002), Sixth (2002) and D.C. (2005) Circuits
- U.S. District Courts for the Southern and Eastern Districts of New York (1976) and the Northern District of Indiana (1987)

Professional Affiliations:

- Association of the Bar of the City of New York (Member: Antitrust and Trade Regulation Committee (2004-2007))
- Federal Bar Council
- Committee to Support the Antitrust Laws

Mr. Kilsheimer can be reached by email at: RKilsheimer@kaplanfox.com

GREGORY K. ARENSON is a seasoned business litigator with experience representing clients in a variety of areas, including antitrust, securities, and employee termination. His economics background has provided a foundation for his recognized expertise in handling complex economic issues in antitrust cases, both as to class certification and on the merits. He argued the appeals in *In re High Fructose Corn Syrup Antitrust Litig.*, 295 F.3d 651 (7th Cir. 2002), and *In re Hydrogen Peroxide Antitrust Litig.*, 552 F.3d 305 (3d Cir. 2009).

Mr. Arenson has been a partner in the firm since 1993. Prior to joining Kaplan Fox, Mr. Arenson was a partner with Proskauer Rose. Earlier in his career, he was a partner with Schwartz Klink & Schreiber, and an associate with Rudnick & Wolfe (now DLA Piper).

Mr. Arenson writes frequently on discovery issues and the use of experts. His published articles include: "Rule 8 (a)(2) After *Twombly*: Has There Been a Plausible Change?" 14 NY LITIGATOR 23 (2009); "Report on Proposed Federal Rule of Evidence 502," 12 NY LITIGATOR 49 (2007); "Report: Treating the Federal Government Like Any Other Person: Toward a Consistent Application of Rule 45," 12 NY LITIGATOR 35 (2007); "Report of the Commercial and Federal Litigation Section on the Lawsuit Abuse Reduction Act of 2005," 11 NY LITIGATOR 26 (2006); "Report Seeking To Require Party Witnesses Located Out-Of-State Outside 100 Miles To Appear At Trial Is Not A Compelling Request," 11 NY LITIGATOR 41 (2006); "Eliminating a Trap for the Unwary: A Proposed Revision of Federal Rule of Civil Procedure 50," 9 NY LITIGATOR 67 (2004); "Committee Report on Rule 30(b)(6)," 9 NY LITIGATOR 72 (2004); "Who Should Bear the Burden of Producing Electronic Information?" 7 FEDERAL DISCOVERY NEWS, No. 5, at 3 (April 2001); "Work Product vs. Expert Disclosure – No One Wins," 6 FEDERAL DISCOVERY NEWS, No. 9, at 3 (August 2000); "Practice Tip: Reviewing Deposition Transcripts," 6 FEDERAL DISCOVERY NEWS, No. 5, at 13 (April 2000); "The Civil Procedure Rules: No More Fishing Expeditions," 5 FEDERAL DISCOVERY NEWS, No. 9, at 3 (August 1999); "The Good, the Bad and the Unnecessary: Comments on the Proposed Changes to the Federal Civil Discovery Rules," 4 NY LITIGATOR 30 (1998); and "The Search for Reliable Expertise: Comments on Proposed Amendments to the Federal Rules of Evidence," 4 NY LITIGATOR 24 (1998). He was co-editor of FEDERAL RULES OF CIVIL PROCEDURE, 1993 AMENDMENTS, A PRACTICAL GUIDE,

published by the New York State Bar Association; and a co-author of "Report on the Application of Statutes of Limitation in Federal Litigation," 53 ALBANY LAW REVIEW 3 (1988).

Mr. Arenson's *pro bono* activities include being vice chair of the New York State Bar Association Commercial and Federal Litigation Section; a co-chair of the New York State Bar Association Task Force on the State of Our Courthouses, whose report was approved by the New York State Bar Association House of Delegates on June 20, 2009; a member of the New York State Bar Association Special Committee on Standards for Pleadings in Federal Litigation, whose report was approved New York State Bar Association House of Delegates on June 19, 2010; and a member of the New York State Bar Association Special Committee on Discovery and Case Management in Federal Litigation, whose Interim Report on Preservation and Spoliation was adopted by the Executive Committee of the New York State Bar Association on July 15, 2011. He is a member of The Sedona Conference® Working Group 1 on Electronic Document Retention and Production. He also serves as a mediator in the U.S. District Court for the Southern District of New York. In addition, he is an active alumnus of the Massachusetts Institute of Technology, having served as a member of the Corporation, a member of the Corporation Development Committee, vice president of the Association of Alumni/ae, and member of the Alumni/ae Fund Board (of which he was a past chair).

Education:

- S.B., Massachusetts Institute of Technology (1971)
- J.D., University of Chicago (1975)

Bar Affiliations and Court Admissions:

- Bar of the State of Illinois (1975)
- Bar of the State of New York (1978)
- U.S. Supreme Court
- U.S. Courts of Appeals for the Second, Third and Seventh Circuits
- U.S. District Courts for the Northern and Central Districts of Illinois, and the Southern and Eastern Districts of New York
- U.S. Tax Court

Professional Affiliations:

- New York State Bar Association, Commercial and Federal Litigation Section, Vice-Chair (2011-12), and Committee on Federal Procedure (Chairman since 1997)
- New York State Bar Association, Task Force on the State of Our Courthouses, Co-Chair
- New York State Bar Association, Special Committee on Discovery and Case Management in Federal Litigation (2010-)
- New York State Bar Association, Special Committee on Standards for Pleadings in Federal Litigation (2008-09)
- Association of the Bar of the City of New York
- American Bar Association
- The Sedona Conference® Working Group 1 on Electronic Document Retention and Production
- Member, advisory board, FEDERAL DISCOVERY NEWS (1999 – present)

Mr. Arenson can be reached by email at: GArenson@kaplanfox.com

LAURENCE D. KING first associated with Kaplan Fox in 1994, and became a partner in the firm in 1998. Mr. King initially joined the firm in New York, but in 2000 relocated to San Francisco to open the firm's first West Coast office. He is now partner-in-charge of the firm's San Francisco and Los Angeles offices.

Mr. King practices primarily in the areas of consumer protection litigation and securities litigation, the latter with an emphasis on institutional investor representation. In both of these practice areas, he has played a substantial role in cases that have resulted in some of the largest recoveries ever obtained by Kaplan Fox, including *In re Bank of America Corp. Securities, Derivative, and ERISA Litigation* (S.D.N.Y.), *In re Baycol Products Litigation* (E.D. Pa.), *In re 3Com Securities Litigation* (N.D. Cal.), *In re Informix Securities Litigation* (N.D. Cal.), *AOL Time Warner Cases I & II* (Ca. Super. Ct., L.A. Cty.) and *Providian Credit Card Cases* (Ca. Super. Ct., S.F. Cty.).

An experienced trial lawyer, prior to joining Kaplan Fox Mr. King served as an assistant district attorney under the legendary Robert Morgenthau in the Manhattan (New

York County, New York) District Attorney's office, where he tried numerous felony prosecutions to a jury verdict. At Kaplan Fox, he was a member of the trial team for two class actions tried to verdict, *In re Biogen Securities Litigation* (D. Mass.) and *In re Health Management Securities Litigation* (E.D.N.Y.). Mr. King has also participated in trial preparation for numerous other cases in which favorable settlements were achieved for our clients on or near the eve of trial.

Mr. King was selected for inclusion in Northern California *SuperLawyers* for 2012 and 2013, and from 2011-13, he served as a Vice-Chair, and then as Co-Chair, of the American Association for Justice's Class Action Litigation Group.

Education:

- B.S., Wharton School of the University of Pennsylvania (1985)
- J.D., Fordham University School of Law (1988)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1989)
- Bar of the State of California (2000)
- U.S. District Courts for the District of New Jersey, the Eastern District of Pennsylvania, the Southern and Eastern Districts of New York, and the Northern, Central and Southern Districts of California

Professional Affiliations:

- Bar Association of San Francisco
- American Bar Association
- American Association for Justice
- San Francisco Trial Lawyers' Association
- American Business Trial Lawyers

Mr. King can be reached by email at: LKing@kaplanfox.com

JOEL B. STRAUSS first associated with Kaplan Fox in 1992, and became a partner of the firm in 1999. He practices in the area of securities and consumer fraud class action litigation, with a special emphasis on accounting and auditing issues.

Prior to joining Kaplan Fox, Mr. Strauss served as a senior auditor with one of the former "Big Eight" accounting firms. Combining his accounting background and legal

skills, he has played a critical role in successfully prosecuting numerous securities class actions across the country on behalf of shareholders. Mr. Strauss was one of the lead trial lawyers for the plaintiffs in the first case to go to trial and verdict under the Private Securities Litigation Reform Act of 1995.

More recently Mr. Strauss has been involved in representing the firm's institutional clients in the following securities class actions, among others: *In re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation* (S.D.N.Y.) (\$475 million settlement); *In re Prestige Brands Holdings Inc. Securities Litigation* (S.D.N.Y.) (\$11 million settlement); *In re Gentiva Securities Litigation* (E.D.N.Y.); and *In re Sunpower Securities Litigation* (N.D. Cal.) (\$19.7 million). He has also served as lead counsel for lead plaintiffs in *In re OCA, Inc. Securities Litigation* (E.D. La.) (\$6.5 million settlement) and *In re Proquest Company Securities Litigation* (E.D. Mich.) (\$20 million settlement). Mr. Strauss also played an active role for plaintiff investors in *In re Countrywide Financial Corporation Securities Litigation* (C.D. Cal.) which settled for more than \$600 million.

In the consumer protection area, Mr. Strauss served as Chair of Plaintiffs' Non-Party Discovery Committee in the *Baycol Products Litigation*, where there were more than \$350 million in settlements.

Although currently practicing exclusively in the area of law, Mr. Strauss is a licensed Certified Public Accountant in the State of New York.

Mr. Strauss has also been a guest lecturer on the topics of securities litigation, auditors' liability and class actions for seminars sponsored by the Practicing Law Institute and the Association of the Bar of the City of New York.

Education:

- B.A., Yeshiva University (1986)
- J.D., Benjamin N. Cardozo School of Law (1992)

Bar Affiliations and Court Admissions:

- Bar of the State of New Jersey
- Bar of the State of New York
- U.S. District Courts for the Southern and Eastern Districts of New York and the District of New Jersey
- U.S. Court of Appeals for the Third Circuit

Professional Affiliations:

- American Bar Association (member, Litigation Section, Rule 23 Subcommittee)
- Association of the Bar of the City of New York
- New York State Bar Association
- American Institute of Certified Public Accountants

Mr. Strauss can be reached by email at: JStrauss@kaplanfox.com

HAE SUNG NAM first associated with Kaplan Fox in 1999 and became a partner in the Firm in 2005. She practices in the areas of securities and antitrust litigation, mainly focusing in the Firm's securities practice.

Since joining the Firm, Ms. Nam has been involved in all aspects of securities practice, including case analysis for the Firm's institutional investor clients as well as being a key member of the litigation team representing a number of institutional clients in securities litigation. She is currently part of the team prosecuting securities claims against Bank of America Corporation, Fannie Mae and Ambac Financial Group, Inc. She also has a focus in prosecuting opt-out actions on behalf of the Firm's clients and has played a significant role in *AOL Time Warner Cases I & II* (Ca. Sup. Ct., L.A. Cty.) and *State Treasurer of the State of Michigan v. Tyco International, Ltd., et al.* The recoveries for the Firm's institutional clients in both of these cases were multiples of what they would have received had they remained members of the class action.

Prior to joining the Firm, Ms. Nam was an associate with Kronish Lieb Weiner & Hellman LLP, where she trained as transactional attorney in general corporate securities law and mergers and acquisitions.

Ms. Nam graduated, magna cum laude, with a dual degree in political science and public relations from Syracuse University's Maxwell School and S.I. Newhouse School of Public Communications. Ms. Nam obtained her law degree, with honors, from George Washington University Law School. During law school, Ms. Nam was a member of the George Washington University Law Review. She is the author of a case note, "Radio – Inconsistent Application Rule," 64 Geo. Wash. L. Rev. (1996). In addition, she also served as an intern for the U.S. Department of Justice, Antitrust Division.

Education:

- B.A., magna cum laude, Syracuse University (1994)

- J.D., with honors, George Washington University School of Law (1997)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (1998)
- U.S. District Court for the Eastern District of Wisconsin

Professional Affiliations:

- New York State Bar Association
- American Bar Association

Ms. Nam can be reached by email at: HNam@kaplanfox.com

DONALD R. HALL has been associated with Kaplan Fox since 1998, and became a partner of the firm in 2005. He practices in the areas of securities, antitrust and consumer protection litigation. Mr. Hall is actively involved in maintaining and establishing the Firm's relationship with institutional investors and oversees the Portfolio Monitoring and Case Evaluation Program for the Firm's numerous institutional investors.

Mr. Hall currently represents a number of the Firm's institutional investor clients in securities litigation actions including, *In re Bank of America Corp. Litigation*, *In re Fannie Mae 2008 Securities Litigation*, *In re Ambac Financial Group, Inc. Securities Litigation*, *In Re Credit Suisse – AOL Securities Litigation*. Recently Mr. Hall has successfully represented institutional clients in *In re Merrill Lynch & Co., Inc. Securities, Derivative & ERISA Litigation*, which was recently settled for \$475 million; *In re Majesco Securities Litigation*; and *In re Escala Securities Litigation*. Additionally, he was a member of the litigation team in *AOL Time Warner Cases I & II* (Ca. Sup. Ct., L.A. Cty.), an opt-out action brought by institutional investors that settled just weeks before trial. This action, stemming from the 2001 merger of America Online and Time Warner, resulted in a recovery of multiples of what would have been obtained if those investors had remained members of the class action.

Mr. Hall has played a key role in many of the Firm's securities and antitrust class actions resulting in substantial recoveries for the Firm's clients, including *In re Merrill Lynch Research Reports Securities Litigation* (arising from analyst reports issued by Henry Blodget); *In re Salomon Analyst Williams Litigation* and *In re Salomon Focal*

Litigation (both actions stemming from analyst reports issued by Jack Grubman); *In re Flat Glass Antitrust Litigation*; and *In re Compact Disc Antitrust Litigation*.

Mr. Hall graduated from the College of William and Mary in 1995 with a B.A. in Philosophy and obtained his law degree from Fordham University School of Law in 1998. During law school, Mr. Hall was a member of the Fordham Urban Law Journal and a member of the Fordham Moot Court Board. He also participated in the Criminal Defense Clinic, representing criminal defendants in federal and New York State courts on a pro-bono basis.

Education:

- B.A., College of William and Mary (1995)
- J.D., Fordham University School of Law (1998)

Bar Affiliations and Court Admissions:

- Bar of the State of Connecticut (2001)
- Bar of the State of New York (2001)
- U.S. District Court for the Southern District of New York

Professional Affiliations:

- American Bar Association
- Association of Trial Lawyers of America
- New York State Bar Association

Mr. Hall can be reached by email at: DHall@kaplanfox.com

JEFFREY P. CAMPISI joined Kaplan Fox in 2004 and became a partner of the firm in 2013. He practices in the area of securities litigation.

Mr. Campisi currently represents state pension funds in pending securities class actions against Monsanto Company (*Rochester Laborers Pension Fund v. Monsanto Company, et al.*) (10cv1380) (E.D. Mo.) and in *In re 2008 Fannie Mae Securities Litigation* (08cv7831) (S.D.N.Y.). Jeff recently represented shareholders in the following securities class actions: *In re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation* (07cv9633) (S.D.N.Y.) (\$475 million settlement); *In re Sequenom, Inc. Securities Litigation* (S.D. Cal.) (09cv921) (\$48 million in cash and stock recovered).

Mr. Campisi served as law clerk for Herbert J. Hutton, United States District Court Judge for the Eastern District of Pennsylvania.

Education:

- B.A., cum laude, Georgetown University (1996)
- J.D., summa cum laude, Villanova University School of Law (2000)
Member of Law Review and Order of the Coif

Bar affiliations and court admissions:

- Bar of the State of New York (2001)
- U.S. Dist. Court for the Southern District of New York (2001)
- U.S. Dist. Court for the Eastern District of New York (2001)

Professional affiliations:

- American Bar Association
- New York State Bar Association
- American Association for Justice
- Nassau County Bar Association

Mr. Campisi can be reached by email at: jcampisi@kaplanfox.com

MELINDA CAMPBELL became associated with Kaplan Fox in September 2004 and became a partner of the firm in 2013. She practices in the areas of antitrust, securities and other areas of civil litigation.

While attending law school, Ms. Rodon provided pro bono legal services to the Philadelphia community through the Civil Practice Clinic of the University of Pennsylvania Law School as well as the Homeless Advocacy Project. She also conducted pro bono legal research for the Southern Poverty Law Center.

Education:

- B.A., University of Missouri (2000)
- J.D., University of Pennsylvania Law School (2004)

Bar Affiliations and Court Admissions:

- Bar of the State of New York, (2005)
- U.S. District Courts for the Southern and Eastern Districts of New York

Ms. Campbell can be reached by email at: MCampbell@kaplanfox.com

OF COUNSEL

GARY L. SPECKS practices primarily in the area of complex antitrust litigation. He has represented plaintiffs and class representatives at all levels of litigation, including appeals to the U.S. Courts of Appeals and the U.S. Supreme Court. In addition, Mr. Specks has represented clients in complex federal securities litigation, fraud litigation, civil RICO litigation, and a variety of commercial litigation matters. Mr. Specks is resident in the firm's Chicago office.

During 1983, Mr. Specks served as special assistant attorney general on antitrust matters to Hon. Neil F. Hartigan, then Attorney General of the State of Illinois.

Education:

- B.A., Northwestern University (1972)
- J.D., DePaul University College of Law (1975)

Bar Affiliations and Court Admissions:

- Bar of the State of Illinois (1975)
- U.S. Courts of Appeals for the Third, Fifth, Seventh, Ninth and Tenth Circuits
- U.S. District Court for the Northern District of Illinois, including Trial Bar

Professional Affiliations:

- American Bar Association
- Illinois Bar Association
- Chicago Bar Association

Mr. Specks can be reached by email at: GSpecks@kaplanfox.com

W. MARK MCNAIR practices in the area of securities litigation with a special emphasis on institutional investor involvement. He associated with the firm in 2003, and is resident in Washington, D.C. Prior to entering private practice, he was an attorney at the Securities and Exchange Commission and the Municipal Securities Rulemaking Board.

Education:

- B.A. with honors, University of Texas at Austin (1972)
- J.D. University of Texas at Austin (1975)
- L.L.M. (Securities) Georgetown University (1989)

Mr. McNair can be reached at MMcnair@kaplanfox.com

LINDA M. FONG practices in the areas of general business and consumer protection class action litigation. She has been associated with Kaplan Fox since 2001, and is resident in the firm's San Francisco office. Ms. Fong served on the Board of the San Francisco Trial Lawyers Association from 2000 to 2011. She was selected for inclusion to the Northern California Super Lawyers list for 2011 through 2013.

Education:

- J.D., University of San Francisco School of Law (1985)
- B.S., with honors, University of California, Davis
- Elementary Teaching Credential, University of California, Berkeley

Bar affiliations and court admissions:

- Bar of the State of California (1986)
- U.S. District Courts for the Northern, Southern and Eastern Districts of California
- U.S. Court of Appeals for the Ninth Circuit

Professional affiliations:

- San Francisco Trial Lawyers Association
- Asian American Bar Association
- American Association for Justice

Awards:

- Presidential Award of Merit, Consumer Attorneys of California

Ms. Fong can be reached by email at: lfong@kaplanfox.com

WILLIAM J. PINILIS practices in the areas of commercial, consumer and securities class action litigation.

He has been associated with Kaplan Fox since 1999, and is resident in the firm's New Jersey office.

In addition to his work at the firm, Mr. Pinilis has served as an adjunct professor at Seton Hall School of Law since 1995, and is a lecturer for the New Jersey Institute for Continuing Legal Education. He has lectured on consumer fraud litigation and regularly teaches the mandatory continuing legal education course Civil Trial Preparation.

Mr. Pinilis is the author of “Work-Product Privilege Doctrine Clarified,” *New Jersey Lawyer*, Aug. 2, 1999; “Consumer Fraud Act Permits Private Enforcement,” *New Jersey Law Journal*, Aug. 23, 1993; “Lawyer-Politicians Should Be Sanctioned for Jeering Judges,” *New Jersey Law Journal*, July 1, 1996; “No Complaint, No Memo – No Whistle-Blower Suit,” *New Jersey Law Journal*, Sept. 16, 1996; and “The *Lampf* Decision: An appropriate Period of Limitations?” *New Jersey Trial Lawyer*, May 1992.

Education:

- B.A., Hobart College (1989)
- J.D., Benjamin Cardozo School of Law (1992)

Bar Affiliations and Court Admissions:

- Bar of the State of New Jersey (1992)
- Bar of the State of New York (1993)
- U.S. District Courts for the District of New Jersey, and the Southern and Eastern Districts of New York

Professional Affiliations:

- Morris County Bar Association
- New Jersey Bar Association
- Graduate, Brennan Inn of Court

Mr. Pinilis can be reached by email at: WPinilis@kaplanfox.com

JUSTIN B. FARAR joined Kaplan Fox in March 2008. He practices in the area of securities and antitrust litigation with a special emphasis on institutional investor involvement. He is located in the Los Angeles office. Prior to joining the firm, Mr. Farar was a litigation associate at O’Melveny & Myers, LLP and clerked for the Honorable Kim McLane Wardlaw on the Ninth Circuit Court of Appeals. Mr. Farar also currently serves as a Commissioner to the Los Angeles Convention and Exhibition Authority.

Education:

- J.D., order of the coif, University of Southern California Law School (2000)
- B.A., with honors, University of California, San Diego

Bar Affiliations and Court Admissions:

- Bar of the State of California (2000)

- U.S. Court of Appeals for the Ninth Circuit (2000)
- U.S. District Court for the Central of California (2000)

Awards:

- The American Society of Composers, Authors and Publishers' Nathan Burkan Award Winner, 2000 for article titled "Is the Fair Use Defense Outdated?"

Ms. Farar can be reached by email at: JFarar@kaplanfox.com

DAVID STRAITE joined Kaplan Fox in 2013. He focuses on securities, corporate governance, hedge fund, antitrust and digital privacy litigation and is resident in the firm's New York office. Prior to joining the Firm, Mr. Straite helped launch the US offices of London-based Stewarts Law LLP, where he was the global head of investor protection litigation, the partner in residence in New York, and a member of the US executive committee. He also worked in the Delaware office of Grant & Eisenhofer and the New York office Skadden Arps.

Mr. Straite is a frequent speaker and panelist in the U.S. and abroad. Most recently, he spoke on the hedge fund panel at the February 6, 2013 meeting of the National Association of Public Pension Attorneys in Washington, D.C. ("*Structuring Investments – Do I Get to Go to the Cayman Islands?*"); debated the General Counsel of Meetup, Inc. during 2013 Social Media Week ("*David vs. Goliath: the Global Fight for Digital Privacy*"); and gave a guest lecture on the Legal Talk Network's "Digital Detectives" podcast. He has also given interviews to Channel 10 (Tel Aviv), BBC World News (London), SkyNews (London), and CBS News Radio (Philadelphia).

Mr. Straite's recent work includes representing investors in the Harbinger Capital hedge fund litigation and the Citigroup CSO hedge fund litigation in New York federal court; pursuing digital privacy claims as court-appointed co-lead counsel in *In re: Facebook Internet Tracking Litigation* in California and *In re: Google Inc. Cookie Placement Consumer Privacy Litigation* in Delaware; pursuing corporate governance claims in Delaware Chancery Court in *In re: Molycorp Derivative Litigation*; and helping to develop the first multi-claimant test of the UK's new prospectus liability statute in a case against the Royal Bank of Scotland in the English courts. Mr. Straite has also authored *Netherlands: Amsterdam Court of Appeal Approves Groundbreaking Global Settlements*

Under the Dutch Act on the Collective Settlement of Mass Claims, in The International Lawyer's annual "International Legal Developments in Review" (2009), co-authored *Google and the Digital Privacy Perfect Storm* in the E-Commerce Law Reports (UK) (2013), and was a contributing author for Maher M. Dabbah & K.P.E. Lasok, QC, *Merger Control Worldwide* (2005).

Education:

- B.A., Tulane University, Murphy Institute of Political Economy (1993)
- J.D., *magna cum laude*, Villanova University School of Law (1996), Managing Editor, Law Review and Order of the Coif

Bar affiliations and court admissions:

- Bar of the State of New York (2000)
- Bar of the State of Delaware (2009)
- Bar of the State of Pennsylvania (1996)
- Bar of the State of New Jersey (1996)
- Bar of the District of Columbia (2008)
- U.S. District Courts for the Southern and Eastern Districts of New York; Eastern District of Pennsylvania; and the District of Delaware
- U.S. Court of Appeals for the Third Circuit

Professional affiliations:

- American Bar Association (Section of Litigation and Section of International Law)
- Delaware Bar Association
- New York American Inn of Court (Master of the Bench)
- Royal Society of St. George (Delaware Chapter)
- Internet Society

Mr. Straite can be reached by email at: dstraite@kaplanfox.com

DEIRDRE A. RONEY joined the San Francisco office of Kaplan Fox as Of Counsel in 2013. Deirdre's focus is in the area of institutional investor participation in securities litigation.

Prior to joining Kaplan Fox, Deirdre represented governmental entities in public finance and public-private partnership transactions as an associate at Hawkins, Delafield & Wood in New York. Before that, she served as a Law Clerk in the U.S. Court of International Trade and a trial attorney for the U.S. Federal Maritime Commission.

Education:

- J.D., George Washington University School of Law (2003)

Bar affiliations and court admissions:

- Bar of the State of New York
- Bar of the State of California

Ms. Roney can be reached by email at: droney@kaplanfox.com

GEORGE F. HRITZ joined Kaplan Fox in 2014. He has extensive experience in both New York and Washington D.C. handling sophisticated litigation, arbitration and other disputes for well-known corporate clients and providing crisis management and business-oriented legal and strategic advice to a broad range of U.S. and international clients, including those with small or no U.S. legal departments, often acting as de facto U.S. general counsel. Mr. Hritz has tried, managed and otherwise resolved large-scale matters for major financial and high-tech institutions and others in numerous venues throughout the U.S. and overseas. While he never hesitates to take matters to trial, he regularly looks for solutions that go beyond expensive victories. He has had great success in resolving disputes creatively by effectively achieving consensus among all of the parties involved, often with considerable savings for his clients.

Mr. Hritz clerked for a federal district judge in New York and spent his associate years at Cravath, Swaine & Moore, one of the leading business litigation firms in the world. In 1980, Mr. Hritz became one of the seven original partners in Davis, Markel, Dwyer & Edwards, which ultimately grew to over 50 lawyers and became the New York litigation group of Hogan & Hartson, then Washington, D.C.'s oldest major law firm. Since 2011, Mr. Hritz has represented both defendants and plaintiffs in resolving international disputes and provided strategic advice and assisted clients on managing of other counsel, including monitoring law firm and consultant performance and billing.

Education:

- A.B., Princeton University, History (1969)
- J.D., Columbia University School of Law (1973) (Harlan Fiske Stone Scholar)

Bar affiliations and court admissions:

- Bars of the State of New York (1974) and District of Columbia (1978)
- U.S. Supreme Court
- U.S. Courts of Appeals for the Second, Third, Fourth, Eleventh and D.C. Circuits
- U.S. District Courts for the Southern and Eastern Districts of New York, the District of Columbia and others

Professional affiliations:

- D.C. Bar Association
- Federal Bar Council (2d Circuit)
- Advisory Group of the U.S. District Court for the Eastern District of New York

Mr. Hritz can be reached by email at: hritz@kaplanfox.com

ASSOCIATES

ELANA KATCHER has been associated with Kaplan Fox since July 2007. She practices in the area of complex commercial litigation.

Education:

- B.A. Oberlin College (1994)
- J.D., New York University (2003)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2004)
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations:

- New York State Bar Association
- New York City Bar Association

Ms. Katcher can be reached by email at: ekatcher@kaplanfox.com

MATTHEW P. McCAHILL was associated with Kaplan Fox from 2003 – 2005 and rejoined the firm in 2013 after working at a prominent plaintiffs' firm in Philadelphia. He practices primarily in antitrust, securities and complex commercial litigation. Mr. McCahill's *pro bono* work includes representing Army and Marine Corps veterans in benefits proceedings before the U.S. Department of Veterans' Affairs. During law school, Mr. McCahill was a member of the *Fordham Urban Law Journal*.

Education:

- B.A., History, *summa cum laude*, Rutgers College (2000)
- J.D., Fordham Law School (2003)

Bar Affiliations and Court Admissions:

- Bars of the State of New York and the Commonwealth of Pennsylvania
- U.S. District Courts for the Southern and Eastern Districts of New York and the Eastern District of Pennsylvania

Professional Affiliations:

- New York State Bar Association
- American Bar Association
- Association of the Bar of the City of New York

Mr. McCahill can be reached by email at: mmccahill@kaplanfox.com

MARIO M. CHOI is a resident of the San Francisco office of Kaplan Fox and practices in the area of complex civil litigation. Prior to joining the firm in February 2009, Mr. Choi was a litigation associate at Pryor Cashman LLP and a law clerk to the Hon. Richard B. Lowe, III, Justice of the New York Supreme Court, Commercial Division.

Education:

- B.A., Boston University (2000)
- M.A., Columbia University (2001)
- J.D., Northeastern University (2005)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2006)
- Bar of the State of California (2006)
- U.S. Courts of Appeals for the Ninth Circuits

- U.S. District Courts for the Northern, Southern and Central Districts of California and the Southern District of New York

Professional Affiliations:

- American Bar Association
- Asian American Bar Association – Bay Area
- Bar Association of San Francisco

Mr. Choi can be reached by email at: mchoi@kaplanfox.com

PAMELA MAYER has been associated with Kaplan Fox since February 2009. She practices in the area of securities litigation.

Prior to joining Kaplan Fox, Ms. Mayer was a securities investigation and litigation attorney for a multinational investment bank. Utilizing her combined legal and business background, including her M.B.A., Ms. Mayer focuses on the research and analysis of securities claims on behalf of our firm's individual and institutional clients and is dedicated full-time to the firm's Portfolio Monitoring and Case Evaluation Program. Ms. Mayer also has substantial litigation experience in the area of intellectual property.

Education:

- B.S., The University of Rochester
- J.D., The George Washington University
- M.B.A., Finance, The University of Michigan

Bar Affiliations and Court Admissions:

- Bar of the State of New York
- U.S. District Courts for the Southern and Eastern Districts of New York

Professional Affiliations:

- New York State Bar Association

Ms. Mayer can be reached by email at: pmayer@kaplanfox.com

LAUREN I. DUBICK joined Kaplan Fox in 2013. She practices in the areas of antitrust and securities litigation, as well as complex commercial litigation. Prior to joining Kaplan Fox, Ms. Dubick served as a trial attorney with the Antitrust Division of the United States Department of Justice where she investigated and prosecuted violations of civil

and criminal antitrust laws. During her tenure at the Justice Department, Ms. Dubick played significant roles on some of the Division's largest investigations and litigations and led two software merger investigations.

Ms. Dubick also served as a Special Assistant U.S. Attorney in the Eastern District of Virginia where she gained substantial trial experience prosecuting white collar crimes and other offenses. During that time, she first-chaired two trials, both of which led to verdicts for the government. Earlier in Ms. Dubick's career, she clerked for the late Hon. Ann Aldrich of the U.S. District Court for the Northern District of Ohio.

Ms. Dubick has been a guest lecturer on judicial discretion and co-authored an article on consumer protection, "*Perspective on Marketing, Self-Regulation and Childhood Obesity: FTC and HHS Call on Industry to Market More Responsibly*," 13.2 *American Bar Association Consumer Protection Update* 19 (2006). She is admitted to practice in the state courts of New York and Ohio as well as the Fourth Circuit Court of Appeals. Prior to law school, Ms. Dubick spent several years working in software and new media.

Education:

- B.A., *cum laude*, Harvard College (2000)
- J.D., *magna cum laude*, The Ohio State University Moritz College of Law (2007), Editor of *The Ohio State Law Review* and Member of the Order of the Coif

Bar Affiliations and Court Admissions:

- Bar of the State of Ohio (2007)
- Bar of the State of New York (2013)
- U.S. Court of Appeals for the Fourth Circuit
- U.S. District Courts for the Southern and Eastern Districts of New York

Ms. Dubick can be reached by email at: ldubick@kaplanfox.com

JASON A. URIS has been associated with Kaplan Fox since May 2013. He practices in the areas of securities, antitrust, and consumer litigation. He is also actively involved in various pro bono matters, working with individuals and organizations in the New York metropolitan area.

Education:

- B.A., *cum laude*, Boston University (2011)
- J.D., Fordham University School of Law (2014)

Bar Affiliations and Court Admissions:

- Bar of the State of New York (2014)

Mr. Uris can be reached by email at: juris@kaplanfox.com

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

KAPLAN FOX & KILSHEIMER LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE*	LODESTAR
ATTORNEY HOURS			
RN Kaplan (P)	45.00	\$730-\$940	\$ 39,025.00
GK Arenson (P)	1.50	\$780-\$865	\$ 1,177.00
LD King (P)	17.75	\$615-\$785	\$ 13,166.25
HS Nam (P)	5.00	\$590-\$720	\$ 2,950.00
JA Zweig (P)	19.00	\$500-\$675	\$ 10,445.00
LM Fong (OC)	6.75	\$460-\$625	\$ 3,260.00
CM Fox (A)	389.00	\$605-\$605	\$ 123,715.00
LS Brody (A)	93.50	\$440-\$475	\$ 42,715.00
E Katcher (A)	93.25	\$460-\$585	\$ 42,202.50
MP McCahill (A)	310.75	\$500-\$585	\$ 167,300.00
MM Choi (A)	425.50	\$440-\$510	\$ 179,362.50
NON-ATTORNEYS			
M. Moonsammy (PL)	18.50	\$300-\$305	\$ 5,612.50
K Weiland (PL)	15.00	\$250-\$265	\$ 3,810.00
S Powley (PL)	38.25	\$275-\$275	\$ 10,518.75
TOTAL:			\$ 645,259.50

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

* This chart reflects that we have “capped” the hourly rates at \$300 per hour for “document review” work, notwithstanding higher rates for other services by the same persons, pursuant to the direction of Co-Lead Counsel.

EXHIBIT 3

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 3

KAPLAN FOX & KILSHEIMER LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$ 650.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 2,662.43
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$ 40.60
Photocopies – Outside	\$ 2,553.95
Postage	\$
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$ 3,670.34
Telephone / Facsimile	\$ 36.10
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$ 4,248.84
Travel (Meals and Lodging)	\$ 4,841.05
TOTAL:	\$18,703.31

1 JAY L. HIMES (NYS Bar # 1236934)
2 LABATON SUCHAROW LLP
3 140 Broadway
4 New York, NY 10005
5 (212) 907-0834
6 (212) 818-0477
7 JHimes@labaton.com

8 *Counsel for Plaintiffs*

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

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

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

**DECLARATION OF JAY L. HIMES IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

16
17 **This Document Relates to:**

18 **ALL ACTIONS**
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1 I, JAY L. HIMES, declare and state as follows:

2 1. I am a partner of the law firm of Labaton Sucharow LLP ("Labaton Sucharow"). I
3 submit this declaration in support of Plaintiffs' application for an award of attorneys' fees in
4 connection with the services rendered in this litigation. I make this Declaration based on my own
5 personal knowledge, and if called as a witness, I could and would be competent to testify to the
6 matters below.

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

10 3. Labaton Sucharow has prosecuted this litigation solely on a contingent-fee basis, and
11 has been at risk that it would not receive any compensation for prosecuting claims against the
12 Defendants. While Labaton Sucharow devoted its time and resources to this matter, it has
13 foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Labaton Sucharow performed the following work:

15 **INVESTIGATION AND RESEARCH**

16 Prepared and filed notices of appearance and pro hac vice applications; communicated with
17 Interim Class Counsel.

18 **PLEADINGS AND MOTIONS**

19 Reviewed consolidated amended complaint, defendants' motions to dismiss, and related
20 court paper filings.

21 **DISCOVERY**

22 Participated in communications with Interim Class Counsel regarding initial discovery;
23 prepared draft of Rule 30(b)(6) deposition notice, including definitions and substantive
24 examination subjects; undertook related legal research.

25 5. Attached as Exhibit 2 is my firm's total hours and lodestar, computed at historical rates,
26 for the period of March 28, 2008 through February 20, 2015. This period reflects the time spent
27 after the appointment of Co-Lead Counsel (while Interim Class Counsel) in this litigation. The
28 total number of hours spent by Labaton Sucharow during this period of time was 43.3, with a

1 corresponding lodestar of \$21,357.00. This summary was prepared from contemporaneous, daily
2 time records regularly prepared and maintained by my firm. The lodestar amount reflected in
3 Exhibit 2 is for work assigned by Co-Lead Counsel (while Interim Class 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 included in
6 Exhibit 2 are the usual and customary hourly rates charged by Labaton Sucharow during that time
7 frame.

8 7. My firm has expended a total of \$213.35 in unreimbursed costs and expenses in
9 connection with the prosecution of this litigation. These costs and expenses are broken down in
10 the chart attached hereto as Exhibit 3. They were incurred on behalf of Plaintiffs by my firm on
11 a contingent basis, and have not been reimbursed. The expenses incurred in this action are
12 reflected on the books and records of my firm. These books and records are prepared from
13 expense vouchers, check records and other source materials and represent an accurate recollection
14 of the expenses incurred.

15 8. Labaton Sucharow has paid a total of \$7,500.00 in assessments for the joint prosecution
16 of the litigation against the Defendants.

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

19 I declare under penalty of perjury under the laws of the United States of America that the
20 foregoing is true and correct. Executed on this 31st day of March, 2015 at New York, New York.

21
22
23 
24 JAY L. HIMES
25
26
27
28

EXHIBIT 1

**Labaton
Sucharow**

Firm Resume

Antitrust & Competition Litigation Practice

New York 140 Broadway | New York, NY 10005 | 212-907-0700 main | 212-818-0477 fax | www.labaton.com
Delaware 300 Delaware Avenue, Suite 1340 | Wilmington, DE 19801 | 302-573-2540 main | 302-573-2529 fax

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Firm Overview

In our 50 years of practice, Labaton Sucharow has recovered billions of dollars for investors and consumers.

Since its beginnings more than 50 years ago, Labaton Sucharow has become a highly revered litigation powerhouse, specializing in securities, M&A and derivative litigation, antitrust and competition, consumer protection, and whistleblower representation. The Firm's victories over the last two years are drawn straight from the headlines, including historic settlements in litigation against AIG, Massey Energy, Schering-Plough, and Freeport-McMoRan Copper & Gold Inc.

Securities Litigation

As a leader in the securities litigation field, the Firm is a trusted advisor to more than 200 institutional investors with collective assets under management in excess of \$2 trillion. The practice focuses on portfolio monitoring, and domestic and international securities litigation for sophisticated institutional investors. Since the passage of the Private Securities Litigation Reform Act of 1995, we have recovered more than \$7 billion in the aggregate. Additionally, we continue to investigate and develop new forms of individual litigation involving complex financial instruments, such as residential mortgage-backed securities. Our success is driven by the Firm's robust infrastructure, which includes one of the largest in-house investigative teams in the plaintiffs bar.

M&A and Derivative Litigation

Our breadth of experience in shareholder advocacy has also taken us to Delaware, where we press for corporate reform through our Wilmington office. These efforts have already earned us a string of enviable successes, including one of the largest derivative settlements ever achieved in the Court of Chancery, a \$137.5 million settlement on behalf of shareholders in *In re Freeport-McMoRan Copper & Gold Inc. Derivative Litigation*.

Antitrust & Competition Litigation

Labaton Sucharow has a well-earned reputation for successfully investigating and litigating complex antitrust class actions. We have led the charge in some of the most significant private antitrust litigation in recent years, including *In re Air Cargo Shipping Services Antitrust Litigation* (over \$940 million in settlements to date). We have also been at the forefront in antitrust cases involving complex financial instruments and commodities manipulation, as well as cases of anticompetitive conduct in the healthcare industry, including pay-for-delay cases.

Whistleblower Representation

Our Whistleblower Representation Practice leverages the Firm's securities litigation expertise to protect and advocate for individuals who report violations of the federal securities laws. Jordan A. Thomas, former Assistant Director and Assistant Chief Litigation Counsel in the Division of Enforcement at the SEC, leads the practice.

"Labaton Sucharow is 'superb' and 'at the top of its game.' The Firm's team of 'hard-working lawyers, who push themselves to thoroughly investigate the facts' and conduct 'very diligent research,' is also praised."

-The Legal 500

Antitrust & Competition Litigation

Based on our record of success, the Firm is regularly appointed lead or co-lead counsel.

Labaton Sucharow's Antitrust & Competition Litigation Practice challenges global anticompetitive conduct and has recovered over \$2 billion on behalf of consumers injured by antitrust and commodities law violations, including price-fixing, price manipulation, and monopolization. The practice is led by co-chairs Gregory Asciolla and Jay L. Himes, longtime leaders in the antitrust bar with significant government, defense, and trial experience. These diverse and specialized backgrounds speak to the invaluable prosecutorial insight and noteworthy settlements achieved by the Antitrust & Competition Litigation Practice.

The practice secured its leadership in the plaintiffs antitrust bar through pioneering work against monopolists in the pharmaceutical industry in the 1990s. More than 20 years later, we continue to break new ground by filing novel cases under federal and state antitrust laws involving pharmaceutical products, as well as antitrust and commodities cases involving complex financial products. Our ability to investigate markets and unearth non-public anticompetitive conduct is unmatched. Regulators have even followed our lead by conducting subsequent government investigations stemming from our cases. Based on this record of success, the Firm is regularly appointed lead or co-lead counsel.

The practice's client base includes pension funds, health and welfare funds, managed care organizations/insurers, municipalities and related quasi-government agencies, small businesses, large corporations, and individual consumers.

Experience

Labaton Sucharow has a distinguished record of success in prosecuting international price-fixing cartels. As co-lead counsel in *In re Air Cargo Shipping Services Antitrust Litigation*, we have secured more than \$940 million in recoveries to date from nearly 40 global airlines for price-fixing air cargo shipping services worldwide. In *In re Automotive Lighting Products Antitrust Litigation*, our antitrust attorneys demonstrated their willingness to litigate a global price-fixing conspiracy involving automotive lighting products all the way to trial. Our unwavering advocacy secured a settlement of more than \$50 million at the eve of trial.

In addition to price-fixing cases, the practice also has extensive experience in prosecuting monopoly claims, including conduct involving exclusive dealing, coercive tying, and conditional pricing programs. For example, in *In re Pool Products Antitrust Litigation*, Labaton Sucharow serves as co-lead counsel for class of direct purchasers of pool products, who allege that defendants monopolized distribution chains for those products.

Labaton Sucharow is also leading the charge in investigating and filing high-profile price-fixing and manipulation cases involving complex financial derivative products, including credit default swaps, foreign currency exchanges, interest rate swaps, and precious metals such as gold, silver, platinum, and palladium. In the healthcare industry, we are also challenging the world's largest pharmaceutical companies for anticompetitive conduct, including entering agreements to delay the entry of lower cost generic drugs into the market and engaging in sham litigation and fraud on the U.S. Patent & Trademark Office.

Notable Successes

Labaton Sucharow has achieved many outstanding results on behalf of its clients. Key highlights include:

Antitrust & Commodities Class Actions

- ***In re Air Cargo Shipping Services Antitrust Litigation*, MDL No. 1775 (E.D.N.Y.)**
Served as co-lead counsel and obtained \$940 million in partial settlements to date to resolve claims that major airlines participated in a global conspiracy to fix surcharges for air cargo shipping services. The case continues against the remaining defendants.
- ***In re Lorazepam and Clorazepate Antitrust Litigation*, No. 99-cv-01082 (D.D.C.)**
Served as co-lead counsel and obtained \$135.4 million in settlements to resolve claims that Mylan Laboratories monopolized the supply of active ingredient for the anti-anxiety drugs Lorazepam and Clorazepate and implemented anticompetitive price increases for those drugs.
- ***In re Natural Gas Commodity Litigation*, No. 03-cv-06186 (S.D.N.Y.)**
Served as co-lead counsel and obtained over \$100 million in settlements to resolve claims that defendants manipulated the price of natural gas futures contracts traded on the New York Mercantile Exchange (NYMEX). The total settlement obtained in this complex litigation was the second largest class action recovery in the 85-year history of the Commodity Exchange Act.
- ***In re Foreign Exchange Benchmark Rates Antitrust Litigation*, No. 13-cv-07789 (S.D.N.Y.)**
Serves as class counsel and obtained partial settlement of \$99.5 million to resolve claims that defendant JPMorgan participated in a conspiracy to manipulate a key benchmark in the foreign exchange market.
- ***National Metals, Inc. v. Sumitomo Corporation et al.*, No. GIC 734001 (Cal. Super. Ct., San Diego County)**
Served as class counsel and obtained over \$90 million in settlements to resolve claims that Sumitomo Corporation participated in a conspiracy to manipulate copper prices on the London Metals Exchange and worldwide in violation of California antitrust law.
- ***In re Buspirone Antitrust Litigation*, No. 01-md-01413 (S.D.N.Y.)**
Served as class counsel and obtained a \$90 million settlement to resolve claims that Bristol-Myers Squibb engaged in monopolistic and other anticompetitive conduct in marketing BuSpar, an anti-anxiety drug.
- ***In re TriCor Indirect Purchaser Antitrust Litigation*, No. 05-cv-00360 (D. Del)**
Served as co-lead counsel and obtained a \$65.7 million settlement to resolve claims that Abbott Laboratories and Fournier Industrie et Sante engaged in anticompetitive sham litigation to avoid competition on its cholesterol lowering drug, TriCor.
- ***In re Puerto Rican Cabotage Antitrust Litigation*, No. 08-md-01960 (D.P.R.)**
Served as co-lead counsel and obtained \$52 million to resolve claims that defendants participated in a conspiracy to fix the prices of ocean freight services between the continental United States and Puerto Rico.
- ***In re Aftermarket Automotive Lighting Products Antitrust Litigation*, No. 09-ml-02007 (C.D. Cal.)**
Served as co-lead counsel and obtained more than \$50 million in settlements to resolve claims that several manufacturers participated in an international conspiracy to fix the prices of aftermarket automotive lighting products.

- ***In re Stock Exchanges Options Trading Antitrust Litigation, No. 99-cv-00962 (S.D.N.Y.)***
Served as class counsel and obtained \$47 million in settlements to resolve claims that defendants participated in a conspiracy to restrict listing of equity options on national exchanges.
- ***In re Warafin Sodium Antitrust Litigation, Nos. 02-3603, 02-3755, 02-3757, 02-3758 (D. Del.)***
Served as co-lead counsel and obtained \$44.5 million settlement to resolve claims that DuPont engaged in campaign of falsely disparaging its competitors' cheaper generic products for purposes of restraining competition in the warafin sodium market. Labaton Sucharow successfully defended the settlement on appeal to the Third Circuit.
- ***In re Marine Hose Antitrust Litigation, No. 08-md-1888 (S.D. Fla.)***
Served as co-lead counsel and obtained \$31.7 million settlements to resolve claims that defendants participated in a conspiracy to fix the prices of and allocate markets for marine hose products.
- ***In re Flat Glass Antitrust Litigation (II), No. 08-mc-00180 (W.D. Pa.)***
Served as co-lead counsel and obtained over \$22 million in settlements to resolve claims that defendants participated in conspiracy to fix the prices of construction flat glass.
- ***In re Aftermarket Filters Antitrust Litigation, No.08-cv-4883. (N.D Ill.)***
Served as co-lead counsel and obtained nearly \$18 million in settlements to resolve claims that defendants participated in a conspiracy to fix the prices of aftermarket automotive filters (oil, air, and fuel).
- ***Ace Marine Rigging & Supply, Inc. v. Virginia Harbor Services, et al., No. 11-cv-00436 (C.D. Cal.)*** and ***Board of Trustees of Commissioners of the Port of New Orleans v. Virginia Harbor Services, et al., No. 11-cv-00437 (C.D. Cal.)***
Served as sole lead counsel and obtained over \$5 million in settlements in two related class actions to resolve claims that defendants participated in a conspiracy to fix the prices of various marine products (foam-filled fenders and buoys and plastic marine pilings).
- ***In re Abbott Labs Norvir Antitrust Litigation, No. 04-cv-01511 (N.D. Cal.)***
Served as co-lead counsel and obtained a \$10 million settlement to resolve claims that Abbott Laboratories unlawfully raised the price of Norvir, a critical HIV medication that is used in conjunction with other medications, in an attempt to limit competitors in the HIV drug market.
- ***In re Imprelis Herbicide Marketing, Sales Practices and Products Liability Litigation, No. 11-md-02284 (E.D. Pa.)***
Served as co-lead counsel and obtained a settlement calling for significant additional relief in the form of improved appeals process, increased warranty, and improved notice to resolve claims that DuPont misled consumers about the safety and effectiveness of Imprelis, an herbicide.

Ongoing Litigation

Antitrust & Commodities Class Actions

- ***In re Air Cargo Shipping Services Antitrust Litigation*, MDL No. 1775 (E.D.N.Y.)**
Served as co-lead for a class of direct purchasers of air cargo shipping services. Plaintiffs allege that defendants participated in a global conspiracy to increase prices charged to ship goods by air transportation. Plaintiffs have obtained \$940 million in partial settlements to date. The case is ongoing against the remaining defendants.
- ***In re Pool Products Distribution Market Antitrust Litigation*, No. 12-md-2328 (E.D. La.)**
Serves as co-lead counsel and represents a class of businesses that purchased swimming pool products directly from Pool Corporation and its subsidiaries. Plaintiffs allege that defendants participated in unlawful anticompetitive conduct to keep new competitors out of local distribution markets across the United States. After filing the first case in the nation, Labaton Sucharow has, to date, secured partial settlements totaling almost \$10 million. The case continues against the other defendants.
- ***Sandhaus v. Bayer AG*, No. 00-cv-6193 (Dist. Ct. of Kansas, Johnson County)**
Serves as co-lead counsel for a class of Kansas end-payors. Plaintiff alleges that Bayer agreed to pay generic manufacturers nearly \$400 million to abandon their patent challenge and refrain from launching a cheaper generic version of Cipro until 2003 so that Bayer could maintain supracompetitive prices for Cipro.
- ***In re Platinum and Palladium Antitrust Litigation*, No. 14-cv-9391 (S.D.N.Y.)**
Serves as co-lead counsel and represents Modern Settings LLC (a New York LLC) and Modern Settings LLC (a Florida LLC) and a class of individuals and entities who transacted in platinum and palladium and platinum- and palladium-based financial derivative products, whose values were derived by reference to the London Platinum and Palladium Fixings. Plaintiffs allege that the major platinum and palladium dealers conspired to manipulate the prices of platinum and palladium during the London Platinum and Palladium Fixings. Labaton Sucharow conducted its own independent investigation based on non-public information and filed the first case in the nation.
- ***In re Opana ER Antitrust Litigation*, No. 14-cv-10150 (N.D. Ill.)**
Serves as class counsel and represents Massachusetts Bricklayers & Masons Health and Welfare Fund and a class of end-payors against Endo, Penwest, and Impax. Plaintiffs allege that defendants entered into an unlawful and anticompetitive pay-for-delay agreement for the pain reliever drug, Opana ER.
- ***In re Aggrenox Antitrust Litigation*, No. 14-md-02516 (D. Conn.)**
Serves as class counsel and represents class representative Pipefitters Union Local No. 537 Health & Welfare Fund and a class of end-payors. Plaintiffs allege that that Boehringer Ingelheim paid generic competitors \$120 million in non-cash consideration to abandon its patent challenge and delay the launch of a cheaper generic Aggrenox product.
- ***In re Lidoderm Antitrust Litigation*, No. 14-md-02521 (N.D. Cal.)**
Serves as class counsel and represents class representatives Iron Workers District Council of New England Welfare Fund and Letizia Gallotto and a class of end-payors. Plaintiffs allege that Endo Pharmaceuticals and Teikoku Seiyaku agreed to pay generic competitors over \$100 million in non-cash consideration to not launch a cheaper generic version of Lidoderm.

- ***In re Celebrex (Celecoxib) Antitrust Litigation, No. 14-cv-00395 (E.D. Va.)***
Serves as class counsel and represents class representative International Association of Heat and Frost Insulators and Asbestos Workers Local #6 Health and Welfare Fund and a class of end-payors. Plaintiffs allege that Pfizer fraudulently obtained a reissue patent from the U.S. Patent and Trademark Office and filed sham patent litigation to avoid competition to Pfizer's blockbuster drug anti-inflammatory drug, Celebrex, from incoming cheaper generics.
- ***In re Foreign Exchange Benchmark Rates Antitrust Litigation, No. 13-cv-07789 (S.D.N.Y.)***
Serves as class counsel and represents class representative State-Boston Retirement System and a class of individuals and entities that purchased foreign exchange products whose value was derived by reference to the WM/Reuters rates, a key benchmark in the foreign exchange (FX) market. Plaintiffs allege that major FX dealer banks conspired with each other to manipulate the WM/Reuters rates to enrich themselves at the expense of plaintiffs and the class. On January 30, 2015, the plaintiffs asked the court to preliminarily approve a settlement of \$99.5 million with JPMorgan. The case continues against the remaining defendants.
- ***In re Credit Default Swaps Antitrust Litigation, No. 13-md-2476 (S.D.N.Y.)***
Serves as class counsel and represents class representative Essex Regional Retirement System and a class of direct purchasers of credit default swaps (CDS). Plaintiffs allege that major CDS dealers conspired to, among other things, prevent the development of an exchange-based CDS trading platform so that they could maintain artificially high bid-ask spreads on their CDS trades with plaintiffs and the class.
- ***Alaska Electrical Pension Fund, et al. v. Bank of America, Corp., No. 14-cv-7126 (S.D.N.Y.)***
Serves as class counsel and represents class representative Genesee County Employees' Retirement System and a class of individuals and entities that transacted in any financial instrument whose value was affected by defendants' conspiracy to manipulate ISDAFIX. Plaintiffs allege that major banks conspired to manipulate ISDAFIX, a key benchmark for valuing various interest rate derivatives (including swaps and swaptions), for purposes of enriching themselves at the expense of plaintiffs and the class.
- ***In re Commodity Exchange, Inc. Gold Futures and Options Trading Litigation, No. 14-md-2548 (S.D.N.Y.)***
Serves as class counsel and represents class representative David Markun and a class of individuals and entities who transacted in gold and gold-based derivatives products, whose value was derived by reference to the London Gold Fixings. Plaintiffs allege that major gold dealers conspired to manipulate the prices of gold during the London Gold Fixings for purposes of enriching themselves at the expense of plaintiffs and the class.
- ***In re Capacitors Antitrust Litigation, No. 14-cv-03264 (N.D. Cal.)***
Serves as class counsel for a class of direct purchasers of aluminum, tantalum, and film capacitors. Plaintiffs allege that major capacitor manufacturers participated in an international conspiracy to fix the prices of aluminum, tantalum, and film capacitors.

Reputation & Leadership in the Antitrust Bar

Court Commendations

Many judges have remarked favorably on the Firm's experience and results achieved in class action litigation.

- "I want to thank you all for your professionalism in this . . . very lengthy and complicated matter . . . I appreciate your cooperation and the manner in which all of the attorneys conducted themselves in this litigation . . . It makes our job much easier when we have fine lawyers representing their clients in a professional manner."
 - Judge Donald L. Graham
In re Marine Hose Antitrust Litigation, No. 08-md-01888 (S.D. Fla.) (granting final approval of partial settlement).
- "I do want to just make the point that the advocacy has really been remarkable both on the papers and in the arguments today – I really appreciate it. It's been a pleasure to hear so many good litigators advocate their positions. So thank you."
 - Judge Viktor V. Pohorelsky
In re Air Cargo Shipping Services Antitrust Litigation, MDL 1775 (E.D.N.Y.) (remarking on advocacy at hearing on the defendants' motions to dismiss).
- "The Labaton firm is very well known to the courts for the excellence of its representation."
 - Judge Jed S. Rakoff
Middlesex County Retirement System v. Monster Worldwide, Inc., No. 07-cv-2237 (S.D.N.Y.) (appointing Labaton Sucharow as Lead Counsel).
- "Let me say that the lawyers in this case have done a stupendous job. They really have."
 - Chief Judge John Koeltl
In Re Buspirone Antitrust Litigation, MDL No. 1413 (S.D.N.Y.) (approving \$90 million settlement with Bristol-Myers Squibb).
- "The class counsel are well-qualified to litigate this type of complex class action, and they showed their effectiveness in the case at bar through the favorable cash settlement they were able to obtain."
 - Chief Judge Sue L. Robinson
In re Warfarin Sodium Antitrust Litigation, MDL No. 1232 (D. Del.) (approving \$44.5 million cash settlement).

Awards & Accolades

Industry publications and peer rankings consistently recognize the Firm as a respected leader in antitrust and securities litigation.

The National Law Journal

Hall of Fame Honoree and Top Plaintiffs' Firm for nine consecutive years (2006-2014)

"Definitely at the top of their field on the plaintiffs' side"

Benchmark Litigation

Highly Recommended, top recognition, in Antitrust and Securities Litigation (2012-2015)

"Clearly living up to its stated mission 'reputation matters'...consistently earning mention as a respected litigation-focused firm fighting for the rights of institutional investors"

Chambers & Partners USA

Band 1, top nationwide ranking, in Antitrust: Plaintiff (2014)

Jay L. Himes noted as *"one of the finest plaintiffs lawyers in New York"*

The Legal 500

Recognized in Antitrust (2010-2014)

"Superb" and "at the top of its game." The Firm's team of "hard-working lawyers, who push themselves to thoroughly investigate the facts" and conduct "very diligent research," is also praised"

Law360

Most Feared Plaintiffs Firm for the second year in a row (2013-2014), Class Action Practice Group of the Year (2012 and 2014), and Gregory Ascioffa named "Titan" and one of the most admired attorneys of the plaintiffs bar (2014)

"Known for thoroughly investigating claims and conducting due diligence before filing suit, and for fighting defendants tooth and nail in court"

2014 William T. Lifland Award

Jay L. Himes (presented to antitrust practitioners in recognition of their contributions and accomplishments in the field of antitrust)

Thomson Reuters' Super Lawyers

Gregory Ascioffa (2013-2014) and Jay L. Himes (2010-2014) in Antitrust Litigation

Bar Activities & Appointments

Along with their active caseload, co-chairs Gregory Ascioffa and Jay L. Himes make substantial contributions to the antitrust bar.

Gregory Ascioffa

- Chairman of the Horizontal Restraints Committee of the New York State Bar Association Antitrust Committee
- Co-Chairman of the Antitrust and Trade Regulation Committee of the New York County Lawyers' Association
- Member of the Law360 Competition Editorial Advisory Board since 2013

Jay L. Himes

- Antitrust Law Section's delegate to the House of Delegates of the New York State Bar Association
- Co-chair of the antitrust committee of the State Bar's Commercial and Federal Litigation Section
- Appointed and currently serving as the monitoring trustee in Bazaarvoice, Inc.'s compliance with its obligations under the proposed final judgment in the Department of Justice's most recent merger victory after trial—*United States of America v. Bazaarvoice, Inc.*, No. 13-cv-00133.

Thought Leadership

The co-chairs are recognized for their experience and involvement in high-profile cases and frequently sought after by the media, including *The Wall Street Journal*, *Law360*, and *Global Competition Review*, for commentary on global antitrust developments.

The co-chairs also regularly organize and facilitate panels and lectures discussing the latest developments and trends in antitrust law and frequently publish work in national publications. Recent publications include:

- "Oil in the Joints or Monkey Wrench in the Gears: Deferred and Non-Prosecution Agreements in Antitrust Cases," *NYPatentLitigator*, November 3, 2014
- "What's Located in Washington, Part of the Government and Rolling in Dough?" *Bloomberg BNA Daily Report for Executives*, March 12, 2014
- "Angels Rush in Where Fools Fear to Tread: State Enforcement Against Patent Trolls," *CPI Antitrust Chronicle*, January 1, 2014)
- "When Blue Turns to Grey: Grand Jury Subpoenas for Foreign Documents Produced in Civil Litigation," *NYPatentLitigator*, January 1, 2014

Community Involvement

As a result of our deep commitment to the community, Labaton Sucharow stands out in areas such as pro bono legal work and public and community service.

Firm Commitments

Brooklyn Law School Securities Arbitration Clinic

Mark S. Arisohn, Adjunct Professor and Joel H. Bernstein, Adjunct Professor

Brooklyn Law School has partnered with Labaton Sucharow to establish a securities arbitration clinic. The program serves a dual purpose: to assist defrauded individual investors who cannot otherwise afford to pay for legal counsel; and to provide students with real-world experience in securities arbitration and litigation. Partners Mark S. Arisohn and Joel H. Bernstein lead the program as adjunct professors.

Change for Kids

Labaton Sucharow supports Change for Kids and became its Lead School Partner as a Patron of P.S. 73 in the South Bronx.

The Lawyers' Committee for Civil Rights under Law

Edward Labaton, Member, Board of Directors

The Firm is a long-time supporter of The Lawyers' Committee for Civil rights Under Law, a nonpartisan, nonprofit organization formed in 1963 at the request of President John F. Kennedy. The Lawyer's Committee involves the private bar in providing legal services to address racial discrimination.

Labaton Sucharow attorneys have contributed on the federal level to United States Supreme Court nominee analyses (analyzing nominees for their views on such topics as ethnic equality, corporate diversity and gender discrimination) and national voters' rights initiatives.

Sidney Hillman Foundation

Labaton Sucharow supports the Sidney Hillman Foundation. Created in honor of the first President of the Amalgamated Clothing Workers of America, Sidney Hillman, the Foundation supports investigative and progressive journalism by its awarding monthly and yearly prizes. Partner Thomas A. Dubbs is frequently invited to present these awards.

Volunteer Lawyers for the Arts (VLA)

Labaton Sucharow supports Volunteer Lawyers for the Arts, working as part of VLA's pro bono team representing low-income artists and nonprofit arts organizations. VLA is the leading provider of educational and legal services, advocacy and mediation to the arts community.

Individual Attorney Commitments

Labaton Sucharow attorneys serve in a variety of pro bono and community service capacities:

- Pro bono representation of mentally ill tenants facing eviction, appointed as Guardian ad litem in several housing court actions.
- Recipient of a Volunteer and Leadership Award from a tenants' advocacy organization for work defending the rights of city residents and preserving their fundamental sense of public safety and home.
- Board Member of the Ovarian Cancer Research Fund – the largest private funding agency of its kind supporting research into a method of early detection and, ultimately, a cure for ovarian cancer.

Our attorneys also participate in many charitable organizations, including:

- | | |
|---|--|
| ▪ Big Brothers/Big Sisters of New York City | ▪ Legal Aid Society |
| ▪ Boys and Girls Club of America | ▪ Mentoring USA |
| ▪ City Harvest | ▪ The National Lung Cancer Partnership |
| ▪ City Meals-on-Wheels | ▪ National MS Society |
| ▪ Cycle for Survival | ▪ National Parkinson Foundation |
| ▪ Cystic Fibrosis Foundation | ▪ New York Cares |
| ▪ Dana Farber Cancer Institute | ▪ Peggy Browning Fund |
| ▪ Food Bank for New York City | ▪ Sanctuary for Families |
| ▪ Fresh Air Fund | ▪ Sandy Hook School Support Fund |
| ▪ Habitat for Humanity | ▪ Save the Children |
| ▪ Lawyers Committee for Civil Rights | ▪ Special Olympics |
| | ▪ Williams Syndrome Association |

Commitment to Diversity

Recognizing that opportunities for advancement and collaboration have not always been equitable to women in business, Labaton Sucharow launched its Women's Networking and Mentoring Initiative in 2007.

The Women's Initiative, led by partner and Executive Committee member, Martis Alex, reflects our commitment to the advancement of women professionals. The goal of the Initiative is to bring professional women together to collectively advance women's influence in business. Each event showcases a successful woman role model as a guest speaker. We actively discuss our respective business initiatives and hear the guest speaker's strategies for success. Labaton Sucharow mentors and promotes the professional achievements of the young women in our ranks and others who join us for events. The Firm also is a member of the National Association of Women Lawyers (NAWL). For more information regarding Labaton Sucharow's Women's Initiative, please visit: www.labaton.com/en/about/women/Womens-Initiative.cfm

Further, demonstrating our commitment to diversity in law and to introduce minority students to Labaton Sucharow, in 2006, we established the Labaton Sucharow Minority Scholarship and Internship. The annual award – a grant and a summer associate position – is presented to a first-year minority student from a metropolitan New York law school who has demonstrated academic excellence, community commitment and personal integrity.

The Firm has also instituted a diversity internship in which we invite two students from Hunter College to join us each summer. These interns are rotated through our various departments, shadowing Firm partners and getting a feel for the inner workings of Labaton Sucharow.

Antitrust Team

The attorneys who are involved in the prosecution of antitrust and commodities litigation include former state and federal government enforcers, former in-house counsels, and former members of the defense bar.

The practice is led by co-chairs Gregory Asciolla and Jay L. Himes. Other attorneys that are part of this practice are Partners Lawrence A. Sucharow (Chairman of the Firm), Thomas A. Dubbs, Eric J. Belfi, Christopher J. McDonald, and Michael W. Stocker; Of Counsel Garrett J. Bradley; and Associates Robin A. van der Meulen and Matthew J. Perez.

Detailed biographies of the team's qualifications and accomplishments follow.

Labaton Sucharow



Gregory Ascioffa

Partner

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Practice Areas

Antitrust & Competition Litigation

Consumer Protection Litigation

Education

Catholic University of America
J.D., 1993

Boston College
A.B., English and Economics,
cum laude, 1987

Admissions

1994, New York

U.S. District Court

2007, Southern District of New York

2007, Eastern District of New York

U.S. Court of Appeals

2013, Second Circuit

2013, Third Circuit

Gregory Ascioffa, Co-Chair of the Firm's Antitrust & Competition Litigation Practice, focuses on representing businesses and public pension funds in complex antitrust and commodities class actions. Currently, Greg represents clients in global antitrust matters involving alleged price-fixing, benchmark and commodities manipulation, pay-for-delay, and other anticompetitive practices, including: *In re Air Cargo Shipping Services Antitrust Litigation*, *In re Credit Default Swaps Antitrust Litigation*, *Sandhaus v. Bayer AG*, *ISDAFIX Price-Fixing Litigation*, and *In re Platinum and Palladium Antitrust Litigation*.

Prior to joining Labaton Sucharow, Greg practiced antitrust litigation and counseling on behalf of clients worldwide at Morgan Lewis & Bockius LLP and Schulte Roth & Zabel LLP. He began his career as an attorney at the U.S. Department of Justice's Antitrust Division, where he focused on anticompetitive conduct in the healthcare industry.

Recommended by *The Legal 500* for being "very effective plaintiffs' counsel" and for "always act[ing] with a good degree of professionalism," Greg is often recognized for his experience and involvement in high-profile cases and frequently sought after by the media, including *The Wall Street Journal*, *The New York Times*, *Financial Times*, and *Global Competition Review*, for commentary on global antitrust developments. Greg also makes substantial contributions to the antitrust bar. He currently serves as the Chairman of the Horizontal Restraints Committee of the New York State Bar Association's Antitrust Committee as well as the Co-Chairman of the Antitrust and Trade Regulation Committee of the New York County Lawyers' Association. Greg regularly organizes and sits on panels and lectures discussing the latest developments and trends in antitrust law and frequently publishes work in national publications such as *The National Law Journal*, *New York Law Journal*, and *Law360*. Additionally, he serves on the Competition *Law360* Editorial Advisory Board.

As a law student at Catholic University, he served as a member of the Catholic University Law Review and was the Co-Founder and Executive Editor of the *CommLaw Conspectus: Journal of Communications Law & Policy*. He also earned a certificate after successfully completing the law school's Comparative and International Law Program.

Greg also represents clients in the arts in several pro bono matters involving art law and intellectual property.

Labaton Sucharow

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Ongoing Cases

In re Aggrenox Antitrust Litigation
In re Air Cargo Shipping Services Antitrust Litigation
In re Capacitors Antitrust Litigation
In re Celebrex (Celecoxib) Antitrust Litigation
In re Commodity Exchange Inc. Gold Futures and Options Antitrust Litigation
In re Credit Default Swaps Antitrust Litigation
In re Foreign Exchange Benchmark Rates Antitrust Litigation
ISDAFIX Price-Fixing Litigation
In re Lidoderm Antitrust Litigation
In re Opana ER Antitrust Litigation
In re Platinum and Palladium Antitrust Litigation
Sandhaus v. Bayer Corp., et al.
In re Takata Airbag Products Liability Litigation

Settled Cases

In re Aftermarket Filters Antitrust Litigation
In re Imprelis Herbicide Marketing, Sales Practices and Products Liability Litigation
In re Marine Hose Antitrust Litigation
Marine Products Antitrust Litigations
In re Natural Gas Commodity Litigation

Noteworthy

In the News

Law360, 3 Key Issues In The Foreign Antitrust Reach Cert. Fight (03/19/2015)
Law360, Nexium Ruling Offers Road Map for Pay-For-Delay Classes (01/23/2015)
Law360, JPML Sends Opana Pay-for-Delay Suits to Illinois (12/12/2014)
Law360, Nexium Verdict No Final Word on Pay-for-Delay (12/08/2014)
Global Competition Review, Lawsuit Puts Platinum and Palladium Prices Under Antitrust Scrutiny (11/30/2014)
Business Day TV, Banks Under Fire for "FIXING" Platinum Prices (11/26/2014)
The Wall Street Journal, Lawsuit Alleges Palladium, Platinum Prices Manipulated (11/26/2014)
The Financial Times, Lawsuit Alleges Manipulation of Precious Metals Benchmark (11/26/2014)
Bloomberg, HSBC, Goldman Rigged Metals Prices for Years, Suit Says (11/26/2014)
Law360, Goldman Hit With More Metal-Rigging Claims (11/25/2014)
Law360, Titan of the Plaintiffs Bar: Gregory Asciolla (11/14/2014)
FX Week, FX Settlements Strengthen Civil Law Suit in U.S. (11/12/2014)
Law360, 3 Key Holdings from DOJ's 9th Circ. AUO Win (07/11/2014)
FX Week, Traders Could Face Extradition to U.S. in Fixing Lawsuit (07/04/2014)

Labaton Sucharow

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Global Competition Review, Global Competition Review's Plaintiffs' Antitrust Bar Survey (06/30/2014)

Global Competition Review, E-Books Settlement Depends on Apple Appeals (06/17/2014)

Law360, With Goldman, Bain Out, PE Players Pressured to Cut Deals (06/13/2014)

FX Week, FX Benchmark Manipulated More Than 25% of the Time, Plaintiffs Say (04/09/2014)

Law360, 7th Circ. FTAIA Ruling Curtails U.S. Antitrust Reach (04/01/2014)

Financial Times, Fears Over Gold Price Rigging Put Investors on Alert (02/24/2014)

Law360, NY Law Gives Antitrust Immunity to State Health Care System (10/25/2013)

Law360, JPML Centralizes Oil Price-Fixing Suits in NY (10/21/2013)

Law360, AUO Appeal to Test Foreign Reach of U.S. Antitrust Laws (10/17/2013)

Law360, Plaintiffs Attys Say EU Antitrust Litigation Plan Falls Short (06/12/2013)

Law360, EU Oil Price-Fixing Probe Could Rival Libor Scandal (05/21/2013)

Law360, Lawyers Weigh In on Supreme Court's Comcast Ruling (03/27/2013)

Law360, AUO Appeals Let 9th Circ. Revisit Antitrust Precedent (02/05/2013)

Global Competition Review (GCR), Potash Case Brings FTAIA to the Limelight (01/24/2013)

Law360, Marine Equipment Price-Fixing Suits Wind Down with Deals (05/10/2012)

Law360, Marine Equipment Sellers Pay \$5M in Antitrust Actions (07/27/2011)

Digital Library

Business Day TV, Banks Under Fire for "FIXING" Platinum Prices (11/26/2014)

Special Mentions

Law360, Law360 Competition Editorial Advisory Board (2010, 2014, 2015)

Law360, Titan of the Plaintiffs Bar (2014)

The Legal 500, Recommended in the Field of Class Action – Antitrust (2014)

Former U.S. Department of Justice Attorney Gregory Asciolla Elected Partner of Labaton Sucharow (02/20/2013)

Published & Presented

New York State Bar Association, Annual Fall Symposium (Moderator) (11/21/2014)

American Bar Association, Questioning the integrity of Financial Benchmarks: Legal Tools and Practical Problems (Panelist) (01/23/2014)

NYLitigator, When Blue Turns to Grey: Grand Jury Subpoenas for Foreign Documents Produced in Civil Litigation (01/01/2014)

National Law Journal, Europe Advancing Victims' Rights in Antitrust Actions (08/29/2013)

New York State Bar Association, Antitrust Spring Lecture 2013 (Moderator) (05/30/2013)

New York State Bar Association, Annual Meeting (Moderator) (01/24/2013)

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NYSBA State Bar News, Two New Court Rulings Say No Exception In Per Se Rule On International Price-Fixing (12/01/2012)

The National Law Journal, Recent Cases on Antitrust Implications of Petitioning Foreign Governments (11/28/2011)

Insights & Analyses, DOJ and FTC Announce New Statement of Enforcement Policy Regarding Accountable Care Organizaitions (11/14/2011)

Westlaw Journal, Quantifying Antitrust Damages in Private Enforcement Actions Under Europeans Union Competition Law (May 2010)

BNA Class Action Litigation, How Courts Analyze Guilty Pleas and Government Investigations When Considering the Plausibility of an Antitrust Conspiracy After Twombly (03/06/2010)

Law360, Iqbal and The Twombly Pleading Standard (06/15/2009)

New York Law Journal, Analyzing Proper Pleading Standard for Commodity Manipulation Claims (02/10/2009)

ABA Antitrust Counselor, The Advantages of Not Opting Out of Class Action Litigation (February 2008)

Labaton Sucharow



Jay L. Himes

Partner

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Practice Areas

Antitrust & Competition Litigation
Consumer Protection Litigation

Education

University of Wisconsin Law School
J.D., *magna cum laude*, 1972

University of Wisconsin
B.A., 1970

Admissions

1974, New York

1982, U.S. Supreme Court

U.S. Court of Appeals

1975, Second Circuit

2010, Fifth Circuit

2001, Sixth Circuit

1982, Ninth Circuit

2001, D.C. Circuit

U.S. District Court

1972, Eastern District of Wisconsin

1972, Western District of Wisconsin

1975, Southern District of New York

1978, Eastern District of New York

Co-Chair of the Firm's Antitrust & Competition Litigation Practice, Jay Himes is experienced in all facets of the antitrust landscape, including investigations and case filings, merger transactions, trial and appellate litigation, and settlements. With more than 40 years of experience in complex litigation, Jay focuses on representing plaintiffs in price-fixing class action cases and protects businesses from anticompetitive activities. Jay also serves as the court-appointed trustee in the Department of Justice's recent merger victory after trial—*United States of America v. Bazaarvoice, Inc.*—with the responsibility to monitor Bazaarvoice's compliance with its obligations under the final judgment.

Jay is the 2014 recipient of the William T. Liffand Service Award, presented by the Antitrust Law Section of the New York State Bar Association for distinguished service. *Chambers USA* reports that sources described him as "one of the finest plaintiffs lawyers in New York," and *The Legal 500's* sources called him "a very solid and highly experienced antitrust lawyer."

Prior to joining Labaton Sucharow, Jay served as the Antitrust Bureau Chief in the New York Attorney General's office. During his nearly eight-year tenure as New York's chief antitrust official, Jay led significant, high-profile antitrust investigations and enforcement actions. These cases included: *In re Buspirone Antitrust Litigation* (\$100 million settlement); *In re Cardizem CD Antitrust Litigation* (\$80 million settlement); and *In re Compact Disc Antitrust Litigation* (\$67 million settlement). Under Jay's leadership, the New York Bureau secured the two largest antitrust civil penalties recoveries ever achieved under the State's antitrust statute.

Jay was also the State principal representative in the marathon negotiations that led to a settlement of the government's 2001 landmark monopolization case against Microsoft. His leadership in the Microsoft judgment enforcement activity continued throughout his time at the Attorney General's office.

Prior to serving in the Attorney General's office, Jay practiced complex litigation for 25 years at Paul, Weiss, Rifkind, Wharton & Garrison LLP, where he represented the 12 Federal Reserve Banks as plaintiffs in a price-fixing case against the nation's leading armored car companies, and defended a Revlon healthcare company in a series of price-fixing cases that spanned nearly a decade. Additionally, Jay handled a wide range of litigation, including securities class actions as well as contract, construction, constitutional, entertainment, environmental, real property, and tax litigation. Active in pro bono matters, Jay worked with the New York Civil Liberties

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Union, NAACP, and National Coalition for the Homeless, while also representing inmate and immigration asylum clients.

A regular speaker at conferences focusing on antitrust and class actions, Jay has authored many articles on related issues. He has lectured on U.S. cartel enforcement at the Zurich University of Applied Science's international competition and compliance programs offered to foreign competition law officials in Geneva, and he presented at panels in Lisbon, Hanoi, Vienna, and Zurich, as well as in the United States.

Jay is also a member of the U.S. Advisory Board of the Loyola University Chicago School of Law's Institute of Consumer Antitrust Studies, the advisory board of the Bloomberg Law's *Antitrust & Trade Regulation Reporter*, and the editorial advisory group of the *Antitrust Chronicle*.

Jay serves as the Antitrust Law Section's delegate to the House of Delegates of the New York State Bar Association (NYSBA). He is also the past chair of the Antitrust Law Section of the NYSBA and currently co-chairs the antitrust committees of both the State Bar's Commercial and Federal Litigation Section and its International Section. Jay is also a member of antitrust, litigation, and intellectual property groups in the American Bar Association.

Jay graduated from the University of Wisconsin Law School, where he served as the Articles Editor of the *Wisconsin Law Review*. Following law school, he pursued independent study at the University of Oxford in England.

Ongoing Cases

In re Air Cargo Shipping Services Antitrust Litigation

In re Pool Products Distribution Market Antitrust Litigation

Settled Cases

In re Aftermarket Automotive Lighting Products Antitrust Litigation

In re Flat Glass II Antitrust Litigation

In re Municipal Derivatives Antitrust Litigation

Noteworthy

In the News

Pool & Spa News, Manufacturer Settles in Antitrust Case (06/27/2014)

Competition Policy International (CPI), Interview Regarding Apple eBook Price-Fixing Verdict (07/10/2013)

cbssports.com, Talks Resume; Is There Time? (11/23/2011)

Law360, Class Action In Flat Glass Antitrust MDL Can Proceed (02/11/2009)

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Special Mentions

NYSBA Antitrust Section, 2014 William T. Lifland Award (01/30/2014)

Chambers & Partners USA, Plaintiffs' Antitrust Leading Individual (2014)

The Legal 500, Recommended in the Field of Class Action - Antitrust (2010, 2012-2014)

Who's Who Legal, The International Who's Who of Competition Lawyers & Economists 2014 (03/01/2014)

Who's Who Legal, The International Who's Who of Business Lawyers 2014 (03/01/2014)

Published & Presented

New York State Bar Association International Section European Conference 2015, (Co-Chair and Speaker) (03/12-13/2015)

New York State Bar Association Antitrust Law Section Annual Meeting, New Wine in Old Wineskins or Old Wine in New Wineskins? 100+ Years of Antitrust (Panel Moderator) (01/29/2015)

NY Litigator, Oil in the Joints or Monkey Wrench in the Gears: Deferred and Non-Prosecution Agreements in Antitrust Cases (Fall 2014)

International Section of the New York State Bar Association Seasonal Meeting, Class Action and Collective Action In Arbitration & Litigation (Panel Co-Chair) (10/15/2014)

Zurich University of Applied Sciences, International Competition Law and Compliance Certificate Program (Lecturer) (07/04/2014)

New York State Bar Association, Global Cartel Enforcement Program (Moderator) (06/05/2014)

Bloomberg BNA Daily Report for Executives, What's Located in Washington, Part of the Government and Rolling in Dough? (03/12/2014)

CPI Antitrust Chronicle, Angels Rush in Where Fools Fear to Tread: State Enforcement Against Patent Trolls (01/01/2014)

NY Litigator, When Blue Turns to Grey: Grand Jury Subpoenas for Foreign Documents Produced in Civil Litigation (01/01/2014)

European Competition Journal, Two Bodies of Law Separated by a Common Mission: Unilateral Conduct by Dominant Firms at the IP/Antitrust Intersection in the EU and the US (December 2013)

New York State Bar Association, Antitrust Basics: An Introduction for New Attorneys (Panelist) (11/14/2013)

International Section of the New York State Bar Association, 2013 Seasonal Meeting (Moderator) (10/25/2013)

Concurrent Antitrust Criminal and Civil Proceedings: Identifying Problems and Planning for Success (07/24/2013)

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Center for Competition and Commercial Law of the ZHAW School of Management, Certificate of Advanced Studies International Competition Law and Compliance Program (Lecturer) (07/03/2013)

Bloomberg BNA, An Ounce of Prevention...: The Preservation Subpoena ('Subpoena Conservo') to Non-Parties as a Litigation Tool (11/22/2012)

CPI Antitrust Chronicle, New Toys For Old Games: eBooks – iTroubles (06/01/2012)

Loyola University Chicago School of Law, Institute of Consumer Antitrust Studies 12th Annual Loyola Antitrust Colloquium (Speaker) (4/27/2012)

Antitrust Connect Blog, I Can't Make You Love Me If You Won't: Capper-Volstead Jilted by Sherman One (02/14/2012)

New York City Bar Association, Moot Court Competition Judge (02/01/2012)

New York University Law School and the ABA Next Generation of Antitrust Scholars Program (Speaker) (01/20/2012)

BNA Antitrust Trade & Regulation Report, No Rest(titution) For The Weary: Crime Victims and Treble Damages in Antitrust Cases (11/18/2011)

State Bar of Michigan, Annual Meeting: Corporate Leniency in an Era of Increased Antitrust Enforcement (Panelist) (09/16/2011)

CPI Antitrust Chronical, Duking It Out in Antitrust Price-Fixing: Class Actions After Dukes (08/01/2011)

New York State Bar Association, Annual Meeting (Program Chair) (01/27/2011)

Ohio State Bar Association, 2nd Annual Great Lakes Antitrust Institute: Resale Price Maintenance – In Search of Certainty (Panelist) (10/29/2010)

ABA and New York State Bar Association, New York's Donnelly Act: Another Tool in the Chest? (Webinar Speaker) (07/22/2010)

CPI Antitrust Journal, The Duchesses Come Out Swinging in Dukes: Restoring the Balance in Class Certification (August 2010)

CPI Antitrust Journal, Just What the Doctor Ordered: A Second Opinion for Vertical Price-Fixing (January 2010)

New York State Bar Association, When Worlds Collide: Current Issues Affecting Parallel Public and Private Litigation (Moderator) (01/28/2010)

GCP, It Ain't Funny How Time Slips Away: Amnesty Recipient Cooperation in Civil Antitrust Litigation (August 2009)

BNA Antitrust & Trade Regulation, Monopoly Is What Happens While You're Busy Making Speeches: Change We Can Believe In Comes To The Antitrust Division (06/12/2009)

BNA Class Action Litigation, The Class Action Fairness Act: A Wolf in Wolves' Clothing (05/08/2009)

NYLitigator, Antitrust Looms Large in the Supreme Court's Past Term (06/01/2008)

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Practice Areas

Securities Litigation
Antitrust & Competition Litigation
Financial Products & Services Litigation
Corporate Governance & Shareholder Rights Litigation
Mergers & Acquisitions Litigation
Derivative Litigation
REITs & Limited Partnerships Litigation
Client Monitoring & Case Evaluation
Consumer Protection Litigation

Education

Brooklyn Law School
J.D., *cum laude*, 1975
Baruch School of the City College of the City University of New York
B.B.A., *cum laude*, 1971

Admissions

1976, New York
1992, Arizona
1980, New Jersey
2003, U.S. Supreme Court
U.S. Court of Appeals
1983, Second Circuit
U.S. District Court
1976, Southern District of New York
1976, Eastern District of New York
1980, District of New Jersey
1992, District of Arizona

With nearly four decades of experience, the Firm's Chairman, Lawrence A. Sucharow is an internationally recognized trial lawyer and a leader of the class action bar. Under his guidance, the Firm has grown into and earned its position as one of the top plaintiffs securities and antitrust class action firms in the world. As Chairman, Larry focuses on counseling the Firm's large institutional clients, developing creative and compelling strategies to advance and protect clients' interests, and the prosecution and resolution of many of the Firm's leading cases.

Over the course of his career, Larry has prosecuted hundreds of cases and the Firm has recovered billions in groundbreaking securities, antitrust, business transaction, product liability, and other class actions. In fact, a landmark case tried in 2002 – *In re Real Estate Associates Limited Partnership Litigation* – was the very first securities action successfully tried to a jury verdict following the enactment of the Private Securities Litigation Reform Act (PSLRA). Experience such as this has made Larry uniquely qualified to evaluate and successfully prosecute class actions.

Other representative matters include: *In re CNL Resorts, Inc. Securities Litigation* (\$225 million settlement); *In re Paine Webber Incorporated Limited Partnerships Litigation* (\$200 million settlement); *In re Prudential Securities Incorporated Limited Partnerships Litigation* (\$110 million partial settlement); *In re Prudential Bache Energy Income Partnerships Securities Litigation* (\$91 million settlement) and *Shea v. New York Life Insurance Company* (over \$92 million settlement).

In recognition of his career accomplishments and standing at the Bar, Larry was selected by *Law360* as one the 10 Most Admired Securities Attorneys in the United States. Further, he is one of a small handful of plaintiffs' securities lawyers in the United States independently selected by each of *Chambers and Partners USA*, *The Legal 500*, *Benchmark Litigation* and *Lawdragon 500* for their respective highest rankings. Referred to as a "legend" by his peers in *Benchmark Litigation*, *Chambers* describes him as "an immensely respected plaintiff advocate" and "renowned figure in the securities plaintiff world...[that] has handled some of the most high-profile litigation in this field." According to *The Legal 500*, clients characterize Larry as a "a strong and passionate advocate with a desire to win." In addition, Brooklyn Law School honored Larry with the 2012 Alumni of the Year Award for his notable achievements in the field.

Larry has served a two-year term as President of the National Association of Shareholder and Consumer Attorneys, a membership organization of approximately 100 law firms that practice complex civil litigation including class

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actions. A longtime supporter of the Federal Bar Council, Larry serves as a trustee of the Federal Bar Council Foundation. He is a member of the Federal Bar Council's Committee on Second Circuit Courts, and the Federal Courts Committee of the New York County Lawyers' Association. He is also a member of the Securities Law Committee of the New Jersey State Bar Association and was the Founding Chairman of the Class Action Committee of the Commercial and Federal Litigation Section of the New York State Bar Association, a position he held from 1988-1994. In addition, Larry serves on the Advocacy Committee of the World Federation of Investors Corporation, a worldwide umbrella organization of national shareholder associations. In May 2013, Larry was elected Vice Chair of the International Financial Litigation Network, a network of law firms from 15 countries seeking international solutions to cross-border financial problems.

Ongoing Cases

In re Takata Airbag Products Liability Litigation

Settled Cases

In re CNL Hotels & Resorts, Inc. Securities Litigation

In re Empire State Realty Trust, Inc. Investor Litigation

In re Prudential Bache Energy Income Partnerships

In re Prudential Securities Incorporated Limited Partnerships Litigation

In re Real Estate Associates Limited Partnership Litigation

Noteworthy

In the News

Law360, Ford, Automakers Ask JPML to Move Air Bag Suits to Pa. (12/01/2014)

Law360, Most Feared Plaintiffs Firm: Labaton Sucharow (11/10/2014)

The National Law Journal, Plaintiffs Move to Combine Airbag Cases in Florida (11/10/2014)

Law360, Titan of the Plaintiffs Bar: Lawrence Sucharow (11/05/2014)

Law360, Car Owners Want Takata Air Bag Defect Suits Consolidated (11/04/2014)

Bloomberg News, Takata Airbag Customers Seek Joining of Lost-Value Suits (11/04/2014)

Law360, Takata, Carmakers Face 1st Round of Exploding Air Bag Suits (10/28/2014)

Pensions & Investments, Precedent is Upheld on Class Action Lawsuits that are Spurred by Stock Losses (07/07/2014)

Law360, Analysis of the U.S. Supreme Court Ruling in Halliburton v. Erica P. John Fund (06/25/2014)

The Wall Street Journal, The Morning Risk Report: The Big Securities-Fraud Ruling That Wasn't (06/24/2014)

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Reuters – Alison Frankel's On the Case, SCOTUS Halliburton Ruling Could Backfire for Securities Defendants (06/23/2014)

AmLaw Litigation Daily, Securities Lawyers Dodge a Bullet with Halliburton Ruling (06/23/2014)

The National Law Journal, Halliburton Ruling Aids Both Sides in Securities Litigation (06/23/2014)

Law360, High Court Sends Securities Class Actions Back to Basic(s) (06/23/2014)

The Recorder, After Shake Ups, Securities Bar is a Different Landscape (06/15/2014)

Pensions & Investments, Supreme Court to Revisit Investor Class Actions (11/18/2013)

Lawdragon, The Lawdragon 500 Lawyer Limelight: Lawrence Sucharow (04/08/2013)

Law360, REIT Shareholders Frustrated As Exec Pay Surpasses Returns (05/31/2012)

Reuters, Empire State Building IPO Could Bring Big Tax Bill (04/09/2012)

BLS Law Notes, Pay It Forward - Giving Back Paves the Road to the Future (11/01/2011)

Law360, 7 Tips for Maximizing Your Time Before the JPML (09/21/2010)

Law360, Cos. Turn to Plaintiffs Firms To Meet Litigation Needs (02/01/2010)

The National Law Journal, Plaintiffs' Firm Unite on Shareholder Rights (08/31/2009)

The Wall Street Journal, Unusually Structured REIT Got Bid, Now Firm Founder is Being Sued (07/20/2007)

Legal Week, U.S. Class Action Specialists Target U.K. Clients as Market Activity Intensifies (07/12/2007)

Digital Library

Law360, Analysis of the U.S. Supreme Court Ruling in Halliburton v. Erica P. John Fund (06/25/2014)

Wallstrip Chat, Relationship Between Corporations and Their Shareholders (02/09/2007)

Special Mentions

Law360, Titan of the Plaintiffs Bar (2014)

Benchmark Litigation, Antitrust, Products Liability, and Securities Litigation Star (2012-2015)

The Legal 500, Recommended in the Field of Securities Litigation (2007, 2009-2014)

Chambers & Partners USA, Plaintiffs' Securities Litigation Senior Statesman (2013-2014); Leading Individual (2010-2012)

Who's Who Legal, The International Who's Who of Competition Lawyers & Economists 2014 (2014)

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International Financial Litigation Network, Lawrence A. Sucharow Elected Vice Chair (2013)

Lawdragon, Named One of the Leading Lawyers in America (2012)

World Federation of Investors, Lawrence A. Sucharow Appointed to the Advocacy Committee (2012)

Brooklyn Law School, Alumni of the Year (2012)

Law360, Most Admired Attorneys in America Series (2010)

The National Law Journal, Plaintiffs' Hot List: Noteworthy Cases (2008)

Published & Presented

American Association for Justice's Takata Airbag Recall Seminar, Next Steps (Speaker) (12/11/2014)

Axis Insurance and Kaufman Dolowich & Voluck, How will the Supreme Court's ruling on "fraud-on-the-market" presumption impact securities class action litigation? (Panelist) (06/26/2014)

IFLN, Spring Meeting (Panelist) (05/12/2014 - 05/13/2014)

Responsible-Investor.com and ACI, National Summit of Fiduciary Responsibility (Speaker) (06/10/2011)

BNA, Class Action Litigation How Courts Analyze Guilty Pleas and Government Investigations When Considering the Plausibility of an Antitrust Conspiracy After Twombly (03/06/2010)

Securities Regulation & Law, Death of the Worldwide Class? (06/22/2009)

Pensions & Investments, Schapiro Takes Right Path on Market Reform (06/01/2009)

Brooklyn Law School, Dean's Roundtable Discussion (Host) (10/01/2008)

New York Law Journal, Executive Compensation (03/20/2008)

IPE Class Actions & Pensions, FIFO vs LIFO (05/01/2006)

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Practice Areas

Securities Litigation
Client Monitoring & Case Evaluation
Antitrust & Competition Litigation

Education

University of Wisconsin-Madison
J.D., 1974
Fletcher School of Law and Diplomacy,
Tufts University
M.A., 1971
University of Wisconsin-Madison
B.A., 1969

Admissions

1976, New York
2010, U.S. Supreme Court
U.S. Court of Appeals
1976, Second Circuit
2007, Ninth Circuit
2002, Eleventh Circuit
U.S. District Court
1985, Southern District of New York

Thomas A. Dubbs concentrates his practice on the representation of institutional investors in domestic and multinational securities cases. Recognized as a leading securities class action attorney, Tom has received the highest ranking from *Chambers & Partners*—an honor he shares with only three other plaintiffs' securities lawyers in the United States.

Tom has served as lead or co-lead counsel in some of the most important federal securities class actions in recent years, including those against American International Group, Goldman Sachs, the Bear Stearns Companies, Facebook, Fannie Mae, Broadcom, and WellCare. Tom has also played an integral role in securing significant settlements in several high-profile cases including: *In re American International Group, Inc. Securities Litigation* (settlements totaling more than \$1 billion); *In re Bear Stearns Companies, Inc. Securities Litigation* (\$275 million settlement with Bear Stearns Companies, plus a \$19.9 million settlement with Deloitte & Touche LLP, Bear Stearns' outside auditor); *In re HealthSouth Securities Litigation* (\$671 million settlement); *Eastwood Enterprises LLC v. Farha et al. (WellCare Securities Litigation)* (over \$200 million settlement); *In re Fannie Mae 2008 Securities Litigation* (\$170 million settlement); *In re Broadcom Corp. Securities Litigation* (\$160.5 million settlement with Broadcom, plus \$13 million settlement with Ernst & Young LLP, Broadcom's outside auditor); *In re St. Paul Travelers Securities Litigation* (\$144.5 million settlement); and *In re Vesta Insurance Group, Inc. Securities Litigation* (\$79 million settlement).

Representing an affiliate of the Amalgamated Bank, the largest labor-owned bank in the United States, a team led by Tom successfully litigated a class action against Bristol-Myers Squibb, which resulted in a settlement of \$185 million as well as major corporate governance reforms. He has argued before the United States Supreme Court and has argued 10 appeals dealing with securities or commodities issues before the United States Courts of Appeals.

Due to his reputation in securities law, Tom frequently lectures to institutional investors and other groups such as the Government Finance Officers Association, the National Conference on Public Employee Retirement Systems, and the Council of Institutional Investors. He is a prolific author of articles related to his field, and he recently penned "Textualism and Transnational Securities Law: A Reappraisal of Justice Scalia's Analysis in *Morrison v. National Australia Bank*," *Southwestern*

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Journal of International Law (2014). He has also written several columns in UK-wide publications regarding securities class action and corporate governance.

Prior to joining Labaton Sucharow, Tom was Senior Vice President & Senior Litigation Counsel for Kidder, Peabody & Co. Incorporated, where he represented the company in many class actions, including the First Executive and Orange County litigation and was first chair in many securities trials. Before joining Kidder, Tom was head of the litigation department at Hall, McNicol, Hamilton & Clark, where he was the principal partner representing Thomson McKinnon Securities Inc. in many matters, including the Petro Lewis and Baldwin-United class actions.

In addition to his *Chambers & Partners* recognition, Tom was named a Leading Lawyer by *The Legal 500*, an honor presented to only eight U.S. plaintiffs' securities attorneys. *Law360* also named him an "MVP of the Year" for distinction in class action litigation, and he has been recognized by *The National Law Journal*, *Lawdragon 500* and *Benchmark Litigation* as a Securities Litigation Star. Tom has received a rating of AV Preeminent from the publishers of the Martindale-Hubbell directory.

He is a member of the New York State Bar Association, the Association of the Bar of the City of New York, and is a Patron of the American Society of International Law. He also is a member of the American Law Institute and was a member of the Members Consultative Group for the Principles of the Law of Aggregate Litigation and the Department of State Advisory Committee on Private International Law.

Ongoing Cases

In re Facebook, Inc., IPO Securities and Derivative Litigation

California State Teachers' Retirement System v. Alvarez, et al. (Wal-Mart Derivative Litigation)

In re Celestica Inc. Securities Litigation

Claude A. Reese v. John Browne and Robert A. Malone (British Petroleum)

In re Goldman Sachs Group, Inc. Securities Litigation

In re KBR, Inc. Securities Litigation

Settled Cases

In re American International Group, Inc. Securities Litigation

In re Bear Stearns Companies, Inc. Securities Litigation

In re Bristol-Myers Squibb Securities Litigation

In re Broadcom Corp. Securities Litigation

In re Broadcom Corp. Securities Litigation – Ernst & Young Settlement

In re Computer Sciences Corporation Securities Litigation

Eastwood Enterprises, LLC v. Farha et al. (WellCare Securities Litigation)

In re Fannie Mae 2008 Securities Litigation

In re HealthSouth Securities Litigation

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MCI WorldCom, Inc.

In re Millennial Media, Inc. Securities Litigation

In re National Australia Bank Securities Litigation

In re St. Paul Travelers Securities Litigation I

In re St. Paul Travelers Securities Litigation II

In re STEC, Inc. Securities Litigation

In re Vesta Insurance Group, Inc. Securities Litigation

Noteworthy

In the News

Law360, Class Action Group of the Year: Labaton Sucharow (01/28/2015)

Law360, Most Feared Plaintiffs Firm: Labaton Sucharow (11/10/2014)

The National Law Journal, An Inside Look at Fannie's \$170M Securities Settlement (10/29/2014)

Law360, VIDEO: A Primer on Halliburton v. Erica P. John Fund (05/23/2014)

Pensions & Investments, Supreme Court Reconsiders Class-Action Securities Lawsuits (03/05/2014)

Law360, Justices Hint at Middle-Ground Option in Halliburton Args (03/05/2014)

Reuters, Facebook, Zuckerberg, Banks Must Face IPO Lawsuit – Judge (12/18/2013)

Law360, Investors Defend Suit Over Facebook IPO Losses (10/09/2013)

California Lawyer, Too Big to Sue? (12/1/2012)

Law360, Goldman Scoffs At Duty To Reveal SEC's Abacus Warning (05/21/2012)

Risk.net, SEC Charges Against Fannie Mae and Freddie Mac Execs are 'Effort to Rehabilitate Reputation' (12/20/2011)

The AmLaw Litigation Daily, Embattled WellCare Agrees to Settle Securities Class Action it Deal Valued at \$200 Million (08/09/2010)

International Bar Association, People Power – Collective Actions in Europe (06/10/2010)

Reuters, U.S. Securities Fraud Lawsuits Rise as Crisis Ebbs (01/05/2010)

Financial Times, Supreme Court Curbs Actions Against Companies (06/22/2007)

The New York Times, Market Place; Bristol-Myers Chief Stays Cool Even After Lawsuits, the F.D.A. and the F.B.I. (07/29/2006)

The Star-Ledger, When it Comes to Doctors and Disease, the Ties Have it (02/26/2006)

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Lawyers Weekly USA, \$185 Million Settlement Mandates Public Access to Drug Trials (02/13/2006)

New York Daily News, Koch Me If You Can (02/02/2006)

Digital Library

Law360, VIDEO: A Primer on Halliburton v. Erica P. John Fund (05/23/2014)

Stratford Publications Webinar, Libor Manipulation Litigation: Latest Trends and Developments (Speaker) (10/23/2012)

West LegalEdcenter Webinar, LIBOR: Securities, Antitrust and Regulatory Implications (Moderator) (09/06/2012)

Bloomberg Television, Discussion on Securities Class Action Statistics (01/09/2009)

Special Mentions

The American Law Institute, Adviser (2015)

Benchmark Litigation, Securities Litigation Star (2012-2014)

The Legal 500, Leading Lawyers in the Field of Securities Litigation (2011-2014)

Chambers & Partners USA, Plaintiffs' Securities Litigation Leading Individual (2010-2014)

Law360, Class Action MVP of the Year (2012)

Lawdragon, Named One of the Leading Lawyers in America (2008 and 2012)

The Legal 500, Recommended in the Field of Securities Litigation (2010)

The National Law Journal, Benchmarks and Billions: The Plaintiffs' Hot List (2015)

The National Law Journal, Plaintiffs' Hot List: Noteworthy Cases (2006, 2009-2012 and 2014)

Published & Presented

Corporate Disputes, A Major Victory for Investors: The U.S. Supreme Court's Decision in Halliburton Preserves the Status Quo in U.S. Securities Litigation (10/1/2014)

Corporate Disputes, Hot Topic: U.S. Securities Litigation and Enforcement (01/13/14)

Southwestern Journal of International Law, Textualism and Transnational Securities Law: A Reappraisal of Justice Scalia's Analysis in Morrison v. National Australia Bank (2014)

LAPF Investments, Detroit Bankruptcy Ruling: Implications for Public Pension Plans (12/01/2013)

LAPF Investments, Arbitration Developments that Could Affect UK Investment in U.S. (10/01/2013)

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LAPF Investments, Panic in Detroit: Municipal Bankruptcy and Lessons for City Pension Schemes (08/01/2013)

Strafford Publications Webinar, Libor Manipulation Litigation: Latest Trends and Developments (Speaker) (07/11/2013)

LAPF Investments, Two Groups of Investors File Separate Lawsuits Against RBS (04/01/2013)

Strafford Publications Webinar, Libor Manipulation Litigation: Latest Trends and Developments (Speaker) (10/23/2012)

West LegalEdcenter Webinar, LIBOR: Securities, Antitrust and Regulatory Implications (Moderator) (09/06/2012)

LAPF Investments, UK "Shareholder Spring" Shines a Spotlight on Governance Weaknesses (08/01/2012)

Federal Bar Council, 2012 Winter Bench & Bar Conference (02/07/2012)

LAPF Investments, Volker and Vickers are Bringing Necessary—Albeit Challenging—Change to U.S. and UK Financial Systems (02/01/2012)

LAPF Investments, Whistleblowers and Corporate Misconduct: the U.S. vs the UK (12/01/2011)

LAPF Investments, Playing the Blame Game at RBS (10/01/2011)

LAPF Investments, Market Volatility Leaves Room for Risky Practices (08/17/2011)

The George Washington University C-LEAF, Hedge Fund Regulation and Current Developments (Panelist) (06/08/2011)

LAPF Investments, PCAOB Proposals Promise Increased Transparency in Audit Industry (06/01/2011)

American Law Institute (ALI), Extraterritorial Application of Federal Securities Law (Speaker) (05/03/2011)

Association of the Bar of the City of New York, Securities Litigation Committee Program (Speaker) (04/25/2011)

Institute for Law & Economic Policy (ILEP), ILEP Access to Justice (04/07/2011)

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Federal Bar Council, 2011 Winter Bench & Bar Conference (02/25/2011)

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LAPF Investments, 2010 – The Securities Year in Review (12/01/2010)

British Institute of International and Comparative Law (BIICL), Extraterritoriality and Collective Redress (Speaker) (11/15/2010)

Practicing Law Institute (PLI), Securities Litigation & Enforcement Institute (Speaker) (10/14/2010)

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LAPF Investments, Auditor Liability Still a Going Concern (10/01/2010)

Pensions Week, BP's Deep Water Horizon Has a Deep Impact on UK Pension Schemes (08/07/2010)

LAPF Investments, Latest Round of Basel Committee proposed Reforms a Mixed Bag (08/01/2010)

Practising Law Institute (PLI), Supreme Court's Morrison v. National Australia Bank and "Foreign Cubed" Securities Fraud Actions 2010 (Speaker) (07/09/2010)

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Labaton Sucharow / The Scotsman, Beyond the Jurisdiction of U.S. Courts? U.S. Supreme Court to Decide Scope of Federal Securities Laws in Transnational Litigation (Commentator) (04/20/2010)

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IDD Magazine, Shortsighted? (05/29/2009)

The National Law Journal, In Debt Crisis, an Arbitration Alternative - Investors Have a Stronger Claim Under Rules Established by a Financial Industry Regulator (03/16/2009)

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Directors Monthly, The Impact of the LaPerriere Decision: Parent Companies Face Liability (February 2009)

Wisconsin Law Review, A Scotch Verdict on Regularity and Other Issues (01/01/2009)

BNA Tax & Accounting, Auditor Liability in the Wake of the Subprime Meltdown (11/14/2008)

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Pensions Age, Pensions & The People (November 2008)

Legal Week, Fourth Annual Legal Week Litigation Forum 2008 (Panelist)
(09/17/2008)

Legal Week, U.S. Focus: Time for Action (04/17/2008)

Institute for Law & Economic Policy (ILEP), 14th Annual Conference (Speaker)
(04/10/2008)

Center for the Study of Financial Innovation (CSFI), Class Action Lawsuits: The Way Ahead? A Round-table on the UK's Litigation Culture (Speaker) (03/03/2008)

Institute for Law & Economic Policy (ILEP), 13th Annual ILEP Conference (Commentator) (04/20/2007)

Ohio Forum on Public Retirement, Ohio Forum on Public Retirement (Speaker)
(01/29/2007)

Illinois Public Pension Fund Association (IPPFA), IPPFA Conference (Speaker)
(10/01/2005)

National Conference on Public Employee Retirement Systems (NCPERS), Annual Conference (Speaker) (05/08/2005)

Government Finance Officers Association (GFOA), Winter Standing Committee Meeting (Speaker) (02/02/1999)

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Practice Areas

Securities Litigation
International Litigation
Antitrust & Competition Litigation
Financial Products & Services Litigation
Consumer Protection Litigation
Client Monitoring & Case Evaluation

Education

St. John's University School of Law
J.D., 1995

Georgetown University
B.A., 1992

Admissions

1996, New York
U.S. District Court
1996, Southern District of New York
1996, Eastern District of New York
2002, Eastern District of Michigan
2004, District of Colorado
2005, District of Nebraska
2006, Eastern District of Wisconsin

Representing many of the world's leading pension funds and other institutional investors, Eric J. Belfi is an accomplished litigator with experience in a broad range of commercial matters. Eric concentrates his practice on domestic and international securities litigation and shareholder litigation. He serves as a member of the Firm's Executive Committee.

As an integral member of the Firm's Case Evaluation group, Eric has brought numerous high-profile domestic securities cases that resulted from the credit crisis, including the prosecution against Goldman Sachs. In *In re Goldman Sachs Group, Inc. Securities Litigation*, he played a significant role in the investigation and drafting of the operative complaint. Eric was also actively involved in securing a combined settlement of \$18.4 million in *In re Colonial BancGroup, Inc. Securities Litigation*, regarding material misstatements and omissions in SEC filings by Colonial BancGroup and certain underwriters.

Along with his domestic securities litigation practice, Eric leads the Firm's International Securities Litigation Practice, which is dedicated exclusively to analyzing potential claims in non-U.S. jurisdictions and advising on the risk and benefits of litigation in those forums. The practice, one of the first of its kind, also serves as liaison counsel to institutional investors in such cases, where appropriate. Currently, Eric represents nearly 30 institutional investors in over a dozen non-U.S. cases against companies including SNC-Lavalin Group Inc. in Canada, Vivendi Universal, S.A. in France, OZ Minerals Ltd. in Australia, Lloyds Banking Group in the UK, and Olympus Corporation in Japan.

Eric's international experience also includes securing settlements on behalf of non-U.S. clients including the UK-based Mineworkers' Pension Scheme in *In re Satyam Computer Securities Services Ltd. Securities Litigation*, an action related to one of the largest securities fraud in India which resulted in \$150.5 million in collective settlements. Representing two of Europe's leading pension funds, Deka Investment GmbH and Deka International S.A., Luxembourg, in *In re General Motors Corp. Securities Litigation*, Eric was integral in securing a \$303 million settlement in a case regarding multiple accounting manipulations and overstatements by General Motors.

Additionally, Eric oversees the Financial Products & Services Litigation Practice, focusing on individual actions against malfeasant investment bankers, including cases against custodial banks that allegedly committed deceptive practices

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relating to certain foreign currency transactions. He currently serves as lead counsel to Arkansas Teacher Retirement System in a class action against the State Street Corporation and certain affiliated entities, and he has represented the Commonwealth of Virginia in its False Claims Act case against Bank of New York Mellon, Inc.

Eric's M&A and derivative experience includes noteworthy cases such as *In re Medco Health Solutions Inc. Shareholders Litigation*, in which he was integrally involved in the negotiation of the settlement that included a significant reduction in the termination fee.

Eric's prior experience included serving as an Assistant Attorney General for the State of New York and as an Assistant District Attorney for the County of Westchester. As a prosecutor, Eric investigated and prosecuted white collar criminal cases, including many securities law violations. He presented hundreds of cases to the grand jury and obtained numerous felony convictions after jury trials.

Eric is a frequent speaker on the topic of shareholder litigation and U.S.-style class actions in European countries. He also has spoken on socially responsible investments for public pension funds.

Ongoing Cases

Arkansas Teacher Retirement System v. State Street Corp.

Claude A. Reese v. John Brown and Robert A. Malone (British Petroleum)

Fortis SA/NV (Belgium)

In re Goldman Sachs, Inc. Securities Litigation

Markun v. Bank of Nova Scotia, et al.

In re Netflix, Inc. Securities Litigation

Olympus (Japan)

OZ Minerals (Australia)

Petróleo Brasileiro S.A. – Petrobras

Royal Imtech (Netherlands)

Saipem (Italy)

In re Takata Airbag Products Liability Litigation

Treasury Wines (Australia)

Vivendi Universal (France)

Settled Cases

The City of Providence v. Aeropostale, Inc. et al.

In re Colonial BancGroup, Inc. Securities Litigation

Construction Laborers Pension Trust of Greater St. Louis, et al. v. Autoliv, Inc., et al.

In re General Motors Corp. Securities Litigation

In re Lehman Brothers Equity/Debt Securities Litigation

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In re Medco/Express Scripts Merger Litigation

In re Molson Coors Brewing Co. Securities Litigation

In re Satyam Computer Services, Ltd. Securities Litigation

Noteworthy

In the News

Pensions & Investments, Public Pension Plans Take Shareholder Litigation International (07/21/2014)

Law360, Analysis of the U.S. Supreme Court Ruling in Halliburton v. Erica P. John Fund (06/25/2014)

CNBC.com, State Street Pays Full Price in Forex Settlement (02/18/2011)

Pensions Management, SRI Climbs Back up the Agenda (11/01/2008)

American Lawyer, Plaintiffs Firms Score \$303 Million Class Action Settlement From GM, Deloitte (08/11/2008)

Associated Press, GM and Deloitte Settle Shareholder Suit (08/08/2008)

Digital Library

Law360, Analysis of the U.S. Supreme Court Ruling in Halliburton v. Erica P. John Fund (06/25/2014)

Special Mentions

The Legal 500, Recommended in the Field of Securities Litigation (2007, 2009-2011)

The National Law Journal, Plaintiffs' Hot List: Noteworthy Cases (2008)

Published & Presented

Euroshareholders, Legal Committee Meeting: Class Actions in the United States (Speaker) (04/05/2007)

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Practice Areas

Securities Litigation

Antitrust & Competition Litigation

Education

Fordham University School of Law
J.D., 1992

Manhattan College
B.A., *cum laude*, 1985

Admissions

1993, New York

U.S. Court of Appeals

2006, Second Circuit

2005, Third Circuit

2009, Ninth Circuit

2007, Federal Circuit

U.S. District Court

1994, Southern District of New York

1994, Eastern District of New York

Christopher J. McDonald concentrates his practice on prosecuting complex securities fraud cases. Chris also works with the Firm's Antitrust & Competition Litigation Practice, representing businesses, associations, and individuals injured by anticompetitive activities and unfair business practices.

In the securities field, Chris is currently lead counsel in *In re Amgen Inc. Securities Litigation*. Most recently, he was co-lead counsel in *In re Schering-Plough Corporation / ENHANCE Securities Litigation*, which resulted in a \$473 million settlement, one of the largest securities class action settlement ever against a pharmaceutical company and among the ten largest recoveries ever in a securities class action that did not involve a financial reinstatement. He was also an integral part of the team that successfully litigated *In re Bristol-Myers Squibb Securities Litigation*, where Labaton Sucharow secured a \$185 million settlement, as well as significant corporate governance reforms, on behalf of Bristol-Myers shareholders.

In the antitrust field, Chris was most recently co-lead counsel in *In re TriCor Indirect Purchaser Antitrust Litigation*, obtaining a \$65.7 million settlement on behalf of the class.

Chris began his legal career at Patterson, Belknap, Webb & Tyler LLP, where he gained extensive trial experience in areas ranging from employment contract disputes to false advertising claims. Later, as a senior attorney with a telecommunications company, Chris advocated before government regulatory agencies on a variety of complex legal, economic, and public policy issues. Since joining Labaton Sucharow, Chris' practice has developed a focus on life sciences industries; his cases often involve pharmaceutical, biotechnology, or medical device companies accused of wrongdoing.

During his time at Fordham University School of Law, Chris was a member of the *Law Review*. He is currently a member of the New York State Bar Association and the Association of the Bar of the City of New York.

Ongoing Cases

In re Amgen Inc. Securities Litigation

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Settled Cases

In re Beckman Coulter, Inc. Securities Litigation

In re Bristol-Myers Squibb Securities Litigation

In re Natural Gas Commodity Litigation

In re Schering-Plough Corporation / ENHANCE Securities Litigation

In re Stock Exchange Options Trading Antitrust Litigation

In re TriCor Indirect Purchaser Antitrust Litigation

Noteworthy

In the News

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Forbes, Supreme Court May Hem In, But Not Overrule Securities Class-Action Theory (03/05/2014)

Law360, Top Plaintiffs Firms Say Amgen No License To Print Money (02/28/2013)

Pensions & Investments, Supreme Court Rules on Class Action, Gabelli Cases (02/27/2013)

Pink Sheet DAILY, Securities Fraud Class Action Suits Could Grow After Amgen's Supreme Court Loss (02/27/2013)

The New York Times, Merck Settles Suits Over Cholesterol Drug (02/14/2013)

Reuters, Merck to Pay \$688 Million to Settle Enhance Lawsuits (02/14/2013)

Digital Library

Law360, VIDEO: A Primer on Halliburton v. Erica P. John Fund (05/23/2014)

Special Mentions

The National Law Journal, Plaintiffs' Hot List: Noteworthy Cases (2009 and 2014)

Published & Presented

Law Seminars International, Class Actions and Alternatives For Resolving Aggregate Claims (Panelist) (06/17/2013)

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Practice Areas

Securities Litigation
Corporate Governance & Shareholder Rights Litigation
Mergers & Acquisitions Litigation
Derivative Litigation
Antitrust & Competition Litigation
Client Monitoring & Case Evaluation
Consumer Protection Litigation

Education

University of California,
Hastings College of Law
J.D., 1995

University of Sydney
Master of Criminology degree,
Law Department, 2000

University of California, Berkeley
B.A., 1989

Admissions

1995, California

2006, New York

U.S. Court of Appeals

2009, Second Circuit

2008, Eighth Circuit

1998, Ninth Circuit

U.S. District Court

2002, Northern District of California

2005, Central District of California

2007, Southern District of New York

2007, Eastern District of New York

2013, Southern District of California

As a lead strategist on Labaton Sucharow's Case Evaluation Team, Michael W. Stocker is integral to the Firm's investigating and prosecuting securities, antitrust, and consumer class actions.

Mike represents institutional investors in a broad range of class action litigation, corporate governance, and securities matters. In one of the most significant securities class actions of the decade, Mike played an instrumental part of the team that took on American International Group, Inc. and 21 other defendants. The Firm negotiated a recovery of more than \$1 billion. He was also key in litigating *In re Bear Stearns Companies, Inc. Securities Litigation*, where the Firm secured a \$275 million settlement with Bear Stearns, plus a \$19.9 million settlement with the company's outside auditor, Deloitte & Touche LLP.

In a case against one of the world's largest pharmaceutical companies, *In re Abbott Laboratories Norvir Antitrust Litigation*, Mike played a leadership role in litigating a landmark action arising at the intersection of antitrust and intellectual property law. The novel settlement in the case created a multimillion dollar fund to benefit nonprofit organizations serving individuals with HIV. In recognition of his work on *Norvir*, *The National Law Journal* named the Firm to the prestigious Plaintiffs' Hot List, and he received the 2010 Courage Award from the AIDS Resource Center of Wisconsin. Mike has also been recognized by *The Legal 500* in the field of securities litigation and *Benchmark Litigation* as a Securities Litigation Star.

Earlier in his career, Mike served as a senior staff attorney with the United States Court of Appeals for the Ninth Circuit and completed a legal externship with federal Judge Phyllis J. Hamilton, currently sitting in the U.S. District Court for the Northern District of California. He earned a B.A. from the University of California, Berkeley, a Master of Criminology from the University of Sydney, and a J.D. from University of California's Hastings College of the Law.

He is an active member of the National Association of Public Pension Plan Attorneys (NAPPA), the New York State Bar Association, and the Association of the Bar of the City of New York. Since 2013, Mike has served on *Law360's* Securities Editorial Advisory Board, advising on timely and interesting topics warranting media coverage. In 2015, the Council of Institutional Investors appointed Mike to the Markets Advisory Council, which provides input on legal, financial reporting, and investment market trends.

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In addition to his litigation practice, Mike mentors youth through participation in Mentoring USA. The program seeks to empower young people with the guidance, skills, and resources necessary to maximize their full potential.

Ongoing Cases

California State Teachers' Retirement System v. Alvarez (Wal-Mart Derivative Litigation)

Cambridge Retirement System v. Slavko James Joseph Bosnjak (Unilife Derivative Litigation)

City of Providence, Rhode Island v. BATS Global Markets, Inc.

In re Facebook, Inc., IPO Securities and Derivative Litigation

In re Foreign Exchange Benchmark Rates Antitrust Litigation

Markun v. Bank of Nova Scotia, et al.

Norfolk County Retirement System v. Tempur-Pedic International Inc.

In re Nu Skin Enterprises, Inc., Securities Litigation

Petróleo Brasileiro S.A. – Petrobras

In re Takata Airbag Products Liability Litigation

Settled Cases

In re Abbott Laboratories Norvir Antitrust Litigation

In re American International Group, Inc. Securities Litigation

In re Bear Stearns Companies, Inc. Securities Litigation

Eastwood Enterprises, LLC v. Farha et al. (WellCare Securities Litigation)

Noteworthy

In the News

Press Release, Labaton Sucharow Partner Michael Stocker Appointed to the Council of Institutional Investors' Markets Advisory Council (02/09/2015)

Law360, 7 Habits of Highly Effective Partners (10/31/2014)

Pensions & Investments, Pension-Related Cases Being Heard by the Supreme Court (10/13/2014)

Law360, Analysis of the U.S. Supreme Court Ruling in Halliburton v. Erica P. John Fund (06/25/2014)

Financial Times, 'Closet Indexers' Face Legal Action from Investors (05/25/2014)

Los Angeles Times, Investing Along With the Crowd (10/23/2013)

The Globe and Mail, Barrick Slapped With Investor Lawsuit Over Troublesome Project (08/05/2013)

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Crains New York Business, In 'Fab' Case, Wall Street Nemesis Switches Sides (7/09/2013)

Chicago Tribune, Missouri Pension Fund Sues JPMorgan Over 'Whale' Losses (04/15/2013)

Law360, New Citigroup Pay Plan May Not Soothe Shareholder Ire (02/22/2013)

AmLaw Litigation Daily, Susan Beck's Summary Judgement: Is Mary Jo White Tough Enough? There's One Way to Find Out (01/30/2013)

Wall Street Journal, Warning to Investors: We're an 'Emerging' Company (09/03/2012)

Crain's New York Business, If It Walks Like a Little Duck... (08/26/2012)

CFO, A New Risk Factor: The JOBS Act (06/15/2012)

Risk.net, Volcker Compliance-responsibility Aspect Splits Legal Opinion (04/17/2012)

BostInno, Is the JOBS Act a Snake Pit for Investors? (04/11/2012)

Compliance Week, Business Litigation: A Look Into 2012 (01/03/2012)

Pensions & Investments, Shareholders' Hands Tied by News Corp. Structure (07/25/2011)

Law360, Say-On-Pay Forces Cos. To Rethink Exec Perks (06/07/2011)

Digital Library

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PBS, NewsHour Weekend (10/27/2013)

Bloomberg TV - Market Makers, JPMorgan White-Washed Firm's Analysis, Stocker Says (02/07/2013)

Vator, Crowdfunding debate - Dave McClure vs. Michael W. Stocker (07/19/2012)

Fox Business, Senate Bill Looks to Help Small Business with Crowd Funding (03/20/2012)

Special Mentions

Law360, Securities Editorial Advisory Board (2013-2015)

Council of Institutional Investors, Markets Advisory Council (2015)

Benchmark Litigation, Securities Litigation Star (2013-2015)

The Legal 500, Recommended in the Field of Securities Litigation (2012 and 2013)

The National Law Journal, Plaintiffs' Hot List (2011-2012)

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The National Law Journal, Plaintiffs' Hot List: Noteworthy Cases (2008)

Published & Presented

Council of Institutional Investors, Teleconference: Halliburton Co. v. Erica P. John Fund, Inc. (Panelist) (07/16/2014)

Association of Benefit Administrators, 2014 Securities Litigation Overview (05/01/2014)

The NAPPA Report, Mandatory Arbitration Agreements: A New Attack on Access to the Courts (04/30/2014)

Pensions & Investments, Accounting Danger Signs: Tools For Investors (07/30/2013)

American Banker, JPMorgan Shareholders Chose Wrong Side of History (06/04/2013)

West LegalEdcenter, Preparing to Clear OTC Derivatives to Ensure June 10th Compliance: The Brave New World of Swaps Clearing under Dodd-Frank (Webinar Speaker) (05/14/2013)

German Bar Association, Litigating Banking Claims in U.S. Courts - An Insight (Panelist) (04/22/2013)

Economia, Autonomy, HP and the FRC: Who Has the Most to Lose? (02/18/2013)

Ethisphere, Flawed Credit Ratings and the Impact on Investment (01/31/2013)

Lawyers Monthly Magazine, Legal Focus – USA: M&A Litigation (01/01/2013)

New York Law Journal, Requiring SEC to Perform Economic Analyses Hinders Financial Reform (12/17/2012)

Pensions & Investments, Rulemaking Chipping Away at Financial Reform (11/12/2012)

Brooklyn Law School, The JOBS Act and the Future of U.S. Capital Formation (11/07/2012)

Accounting Today, Return to Enron? (11/01/2012)

Corporate Counsel, Are Shareholders Happy With Your Company's Political Spending? (09/26/2012)

Business Insider, Startups, That Crowdfunding You're Raising May Scare Off Other Investors (08/21/2012)

Vator, Venture Shift (Speaker) (07/19/2012)

Financial Executive, The JOBS Act Creates Opportunities and Risks (06/01/2012)

National Conference on Public Employee Retirement Systems (NCPERS), Annual Conference (Panelist) (05/07/2012)

New York Law Journal, Financial Institutions Assume the Role of Plaintiffs in Securities Litigation (04/16/2012)

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PEHUB, How JOBS Act Masks Pitfalls (04/09/2012)

Bloomberg Law Reports, What is the Most Important Volcker Rule Issue that Regulators Must Address Next Year? (01/03/2012)

Institutional Investor, A Scandal Like Olympus Can Happen in the U.S. (12/17/2011)

Council of Institutional Investors, Dodd-Frank Teleconference Series: Recent Court Decision Overview - Credit Ratings Are Not Always Protected by the First Amendment (Speaker) (12/01/2011)

Pensions & Investments, Proposals to Reform Credit-Rating Firms Falling Short (10/31/2011)

Law360, The Benefits of Investor Protection (10/11/2011)

New York Law Journal, Government Reliance on Private Litigants Diverges with Court Trends (09/09/11)

West Professional Development, Developments in Handling Over-the-Counter Derivatives (Moderator) (08/11/2011)

Executive Counsel, U.S. Changing to Looser Accounting Standards (08/01/2011)

Corporate Counsel, Handle With Care (07/01/2011)

The Deal, Shell Game (06/26/2011)

Institutional Investor, Are Regulators Retreating From Dodd-Frank? (05/24/2011)

Forbes.com, Shadowy Shares: The Dark Side of Contingent Value Rights (05/09/2011)

Labaton Sucharow Webinar, Credit Rating Agencies and the Financial Crisis of 2007-2008: What Went Wrong - and Will it Happen Again? (Speaker) (04/21/2011)

Pensions & Investments, Resolving the Deadlock Over Credit Ratings (04/04/2011)

The National Law Journal, M&A on the Rise - and Litigation May Well Follow (04/04/2011)

The Deal, Running On Empty (03/13/2011)

Labaton Sucharow Webinar, Securities Class Action Trials After the Financial Crisis (Moderator) (03/08/2011)

Executive Counsel, SEC Contemplating Government Reforms (12/01/2010)

The National Law Journal, SEC Paper Focuses on Proxy Voting Shortcomings - Agency Signals it Has Serious Questions About Whether Current System Needs Structural Overhaul (11/15/2010)

New York Law Journal, Is the Shield Beginning to Crack? (11/15/2010)

Institutional Investor, What Wall Street Can Learn From the BP Spill (11/09/2010)

West Professional Development, The Future of Over-the-Counter Derivatives (Moderator) (11/01/2010)

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Forbes.com, Automated Trading Leaving Retail Investors in the Dust (10/15/2010)

Directorship, Toyota Debacle Spurs Reform Questions (08/09/2010)

Corporate Counsel, Say What? Pay What? (08/05/2010)

West Professional Development, The Derivatives Market After the Financial Overhaul (Moderator) (08/03/2010)

Forbes.com, SEC Measures To Prevent Flash Crashes Are Sensible, But Are They Enough? (05/20/2010)

Pensions & Investments, A Recall for Toyota's Corporate Governance? (04/05/2010)

New York Law Journal, Reining In The Credit Ratings Agency (01/11/2010)

Pensions & Investments, Trade Talk: SEC Facing Thorny Issues with Flash Trading, Dark Pools, Naked Access (12/14/2009)

New York Law Journal, Eying Executive Compensation (11/17/2009)

Investment Week, Undermining Accounting Rules (10/19/2009)

New York Law Journal, Role of the Event Study in Loss Causation Analysis (08/20/2009)

The Deal Pipeline, Reality Check (05/27/2009)

The National Law Journal, Japan's Past Recession Provides a Cautionary Tale (04/13/2009)

International Financial Law Review, Don't Repeat UBS's Mistake (April 2009)

The National Law Journal, In Debt Crisis, an Arbitration Alternative - Investors Have a Stronger Claim Under Rules Established by a Financial Industry Regulator (03/16/2009)

BNA Securities Regulation & Law, Balancing the Scales: The Use of Confidential Witnesses in Securities Class Actions (01/19/2009)

Financial Executive, Key to Avoiding Compensation Suits (July-August 2008)

BNA Pharmaceutical Law & Industry, Analysis of Abbott Laboratories Antitrust Litigation (06/20/2008)

Lead Counsel, Supreme Court Decides Stoneridge Case (Spring 2008)

New York Law Journal, 'Tellabs': PSLRA Pleading Test Comparative, Not Absolute (10/03/2007)

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Garrett J. Bradley

Of Counsel

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Practice Areas

Securities Litigation

Antitrust & Competition Litigation

Financial Products & Services Litigation

Consumer Protection Litigation

Client Monitoring & Case Evaluation

Education

Boston College Law
J.D., 1995

Boston College
B.A., 1992

Admissions

1995, Massachusetts

2005, New York

U.S. District Court

1999, District of Massachusetts

U.S. Court of Appeals

1999, First Circuit

With more than 20 years of experience, Garrett J. Bradley focuses his practice on representing leading pension funds and other institutional investors. Garrett has experience in a broad range of commercial matters, including securities, antitrust and competition, consumer protection, and mass tort litigation.

Prior to Garrett's career in private practice, he worked as an Assistant District Attorney in the Plymouth County District Attorney's office.

Garrett is a member of the Public Justice Foundation and the Million Dollar Advocates Forum, an exclusive group of trial lawyers who have secured multimillion dollar verdicts for clients.

Noteworthy

Special Mentions

Massachusetts Academy of Trial Attorneys, Legislator of the Year (2014)

Boston Magazine, Outstanding Young Lawyers (2010)

The American Trial Lawyers Association, Top 100 Trial Lawyers

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Practice Areas

Antitrust & Competition Litigation

Consumer Protection Litigation

Education

Brooklyn Law School
J.D., 2009

Columbia University
B.A., 2002

Admissions

2010, New York

U.S. Court of Appeals
2011, Second Circuit

U.S. District Court
2010, Southern District of New York
2010, Eastern District of New York

Robin A. van der Meulen concentrates her practice on representing businesses in complex antitrust litigation.

Prior to joining Labaton Sucharow, Robin was a litigation associate at Willkie Farr & Gallagher LLP, where she practiced antitrust and commercial litigation. During law school, Robin served as a judicial intern in United States Bankruptcy Court for the Eastern District of New York for the Honorable Elizabeth S. Stong.

Robin obtained her J.D. from Brooklyn Law School where she was an Associate Managing Editor of the *Journal of Law and Policy* and a member of the Moot Court Honor Society. During her time there, she also earned the CALI Award for Excellence in Legal Writing I & II. Robin earned her B.A. from Columbia University.

Robin is a member of the Executive Committee of the Antitrust Law Section of the New York State Bar Association and the Advisory Board of the Antitrust Section's Health Care & Pharmaceutical Committee of the American Bar Association.

Ongoing Cases

In re Aggrenox Antitrust Litigation

In re Air Cargo Shipping Services Antitrust Litigation

In re Credit Default Swaps Antitrust Litigation

In re Foreign Exchange Benchmark Rates Antitrust Litigation

In re Pool Products Distribution Market Antitrust Litigation

In re Takata Airbag Products Liability Litigation

Settled Cases

In re Municipal Derivatives Antitrust Litigation

Published & Presented

Bloomberg BNA Daily Report for Executives, What's Located in Washington, Part of the Government and Rolling in Dough? (03/12/2014)

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Labaton Sucharow



Matthew Perez

Associate

email: mperez@labaton.com

t: 212-907-0776

f: 212-883-7558

Practice Areas

Antitrust & Competition Litigation

Education

Benjamin N. Cardozo School of Law School
J.D., 2010

Swarthmore College
B.A., Political Science and History, 2006

Admissions

2010, New Jersey
2011, New York

U.S. District Court
2010, District of New Jersey
2012, Southern District of New York

Matthew Perez concentrates his practice on representing businesses in complex antitrust litigation.

Matthew joined Labaton Sucharow from the New York State Attorney General's office, where he served as a Volunteer Assistant Attorney General in the Antitrust Bureau. While there, he received the Louis J. Lefkowitz Memorial Award for his work investigating bid rigging and other illegal conduct in the municipal bond derivatives market, resulting in more than \$260 million in restitution to municipalities and nonprofit entities. He also investigated pay-for-delay matters involving multinational pharmaceutical companies. Prior to that, he served as an intern for the Honorable Richard B. Lowe III at the New York Supreme Court, Commercial Division.

Matthew obtained his B.A. in Political Science and History from Swarthmore College and his J.D. from Benjamin N. Cardozo School of Law School, where he was Executive Editor of the *Cardozo Journal of Conflict Resolution* and received the Jacob Burns Medal for Outstanding Contribution to the Law School.

Ongoing Cases

In re Aggrenox Antitrust Litigation

In re Capacitors Antitrust Litigation

In re Celebrex (Celecoxib) Antitrust Litigation

In re Commodity Exchange Inc. Gold Futures and Options Antitrust Litigation
(*Markun v. Bank of Nova Scotia*)

In re Foreign Exchange Benchmark Rates Antitrust Litigation

ISDAFIX Price-Fixing Litigation (Alaska Electrical Pension Fund v. Bank of America)

In re Lidoderm Antitrust Litigation

In re Opana ER Antitrust Litigation

In re Platinum and Palladium Price-Fixing Litigation
(*Modern Settings LLC v. BASF Metals Limited*)

Sandhaus v. Bayer Corp., et al.

Labaton Sucharow

Matthew Perez

Associate

email: mperez@labaton.com

t: 212-907-0776

f: 212-883-7558

Settled Cases

In re Aftermarket Automotive Lighting Products Antitrust Litigation

In re Imprelis Herbicide Marketing, Sales Practices and Products Liability Litigation

Published & Presented

CPI Antitrust Chronicle, Angels Rush in Where Fools Fear to Tread: State Enforcement Against Patent Trolls (01/01/2014)

EXHIBIT 2

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

EXHIBIT 2

LABATON SUCHAROW LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME		TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS				
Himes, J.	(P)	13.1	\$750.69	\$ 9,834.00
Salzman, H.	(P)	.3	\$675.00	\$ 202.50
Lerner, K.	(P)	3.2	\$517.34	\$ 1,655.50
Gassman, S.	(A)	.5	\$490.00	\$ 245.00
Falk, M.	(A)	22.7	\$375.00	\$ 8,512.50
NON-ATTORNEYS				
Rogers, D.	(PL)	1.5	\$265.00	\$ 397.50
Cordoba-Riera, D.	(PL)	1.5	\$265.00	\$ 397.50
Buffong, M.	(PL)	.5	\$225.00	\$ 112.50
TOTAL:				\$21,357.00

(P) Partner
(A) Associate
(PL) Paralegal

EXHIBIT 3

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

EXHIBIT 3

LABATON SUCHAROW LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 90.17
Photocopies – In House	\$ 58.40
Telephone / Facsimile	\$.20
Travel (Airfare and Ground Travel)	\$ 45.81
Travel (Meals and Lodging)	\$ 18.77
TOTAL:	\$213.35

1 Name (Bar 135631) Brian Barry
2 Law Offices of Brian Barry
3 Address 151 N. Martel Avenue
4 Phone 323 820 8962
5 Email bribarry1@yahoo.com

6 *Counsel for Plaintiffs*

7
8 **UNITED STATES DISTRICT COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**

10 **SAN FRANCISCO DIVISION**

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

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

**DECLARATION OF BRIAN BARRY IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

15
16 **This Document Relates to:**

17 **ALL ACTIONS**
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1 I, BRIAN BARRY, declare and state as follows:

2 1. I am a PARTNER of the law firm of LAW OFFICES OF BRIAN BARRY. I submit
3 this 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 stated
6 herein.

7 2. My firm has served as counsel to Class Plaintiffs throughout the course of this litigation.
8 The background and experience of Law Offices of Brian Barry and its attorneys are summarized
9 in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Law Offices of Brian Barry 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 Law Offices of Brian Barry devoted its time and resources to this
13 matter, it has foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Law Offices of Brian Barry performed the
15 following work: Extensive Reviewing and coding documents, including g translating and coding
16 Chi8nese language documents, and searching, finding and preparing documents for use in
17 depositions.

18 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
19 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
20 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
21 hours spent by Law Offices of Brian Barry during this period of time was 4,124.96, with a
22 corresponding lodestar of \$1,382,863.50. This summary was prepared from contemporaneous,
23 daily time records regularly prepared and maintained by my firm. The lodestar amount reflected
24 in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at
25 my law firm for the benefit of the Class.

8. Law Offices of Brian Barry has paid a total of \$40,000.00 in assessments for the joint prosecution of the litigation against the Defendants.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 31st day of March 2015 at Los Angeles, CA.

Brian Barry

Brian Barry

EXHIBIT 1

LAW OFFICES OF BRIAN BARRY
Attorneys At Law

1925 Century Park East, suite 2100
Los Angeles, California 90067

Telephone 323.522.5584

FIRM RESUME

The Law Offices of Brian Barry was located in Los Angeles, California, and specialized in complex class action litigation for over 20 years, litigating numerous cases in both state and federal courts throughout the United States.

The firm was Co-Lead Counsel in *In Re Heritage Bond Litigation*, 02 ML 1475, pending in the United States District Court for the Central District of California. The Class members in the Heritage Bond action suffered approximately \$80 million in damages from eleven (11) defaulted bond offerings, which provided the foundation of an enormous Ponzi scheme. A global settlement was reached in the Class Action totaling nearly \$30 million. Authorized claimants received between 36 and 57% of their losses back through the settlement.

In the course of the firm's three-year discovery investigation into the Heritage Bond offerings, over 1.2 million pages of documents were obtained in discovery (all of which were reviewed and coded into a database), over 45 depositions were taken, numerous motions to compel and motions for evidentiary sanctions were filed, and a substantial amount of written discovery was propounded. Early in the Heritage Bond Litigation, the firm successfully moved to open the grand jury files relating to the Department of Justice's investigation into the Heritage Bond debacle and successfully moved to obtain the transcripts of the depositions taken by the

Securities and Exchange Commission. The firm has cooperated with many governmental entities investigating those involved with the Heritage Bond offerings (including the Securities and Exchange Commission, the Department of Justice, the Internal Revenue Service and the Department of Health and Human Services) by providing a substantial amount of information and documentation unearthed in discovery. To date, these governmental investigations have resulted in the filing of a civil complaint by the SEC against five (5) individuals involved in the bond offerings.

The firm is responsible for obtaining a number of favorable opinions in the *In re Heritage Bond Litigation* which have promoted the rights of investors in prosecuting these types of actions, including: *In re Heritage Bond Litigation*, 220 F.R.D. 624 (C.D. Cal. 2004) (deeming requests for admission admitted for failure to adequately and/or timely respond); *In re Heritage Bond Litigation*, 2004 WL 1638201 (C.D. Cal. July 12, 2004) (granting motion to certify the class); *In re Heritage Bond Litigation*, 2004 WL 1970058 (C.D. Cal. July 23, 2004) (granting motion to compel production of documents withheld on a variety of privileges, including, attorney-client, work product, and privacy, et. al.); *In re Heritage Bond Litigation*, 2004 WL 1638200 (C.D. Cal. June 28, 2004) (granting summary judgment on claim of negligence against the corporate controller for creating and processing dummy invoices, and failing to exercise due diligence when participating in the transfer of corporate funds); *In re Heritage Bond Litigation*, 2004 WL 2297981 (C.D. Cal. September 27, 2004) (granting motion for entry of \$28 million judgment against the corporate controller). Thereafter, pursuant to an assignment from the corporate controller, the firm handled a State Court appeal against the insurance companies that issued insurance to Heritage. The insurance companies had obtained a summary judgment ruling

finding that the policies did not provide coverage for the claims asserted in the underlying investor cases, which ruling was upheld on appeal. *Medill v. Westport*, 143 Cal.App.4th 819.

The Court approved the Global settlement in *In re Heritage Bond Litigation*, 2005 WL 1594403 (C.D. Cal. June 10, 2005). The Court noted the settlement of 36-38% of the class' total net loss was an "exceptional result", and "The Court finds that Class Counsel performed at a high level of skill in litigating this action for over three years." It went on to say that the "case cannot be considered a garden variety securities class action" as "Various issues litigated in this case concern relatively uncharted territory", including issues that were of "first impression for district courts within the Ninth Circuit" which required "extensive legal research and analysis". "In addition, the action was based on theories of tort law, contract law and federal and state statutory laws, and marked by extensive motion practice, discovery, oral argument and settlement negotiations." The court noted the case was also factually complex and found the "quality of Class Counsel's effort, experience and skill is demonstrated in the exception result achieved."

ANTI-TRUST AND CONSUMER RIGHTS LITIGATION

Among others, the firm was actively involved in the following cases: *LCD* (ND Cal-case for indirect purchasers in 25 states, settled for \$1.1 Billion, the firm was one of the top ten firms in the case based on billable time (among over 100 firms); *Air Cargo* (ED NY- partial settlements of over \$800 million); *CRT* (ND CA-partial settlements of \$35 million); *Aftermarket Auto Filters* (ND ILL, settlements of just over \$6 million); a case for California purchasers of *Urethane* (settlements of approx. \$3 million to date); *Arbitration Collusion* (SDNY-partial settlements of \$2.5 million with 4 banks who agreed to remove the arbitration provision for 7 years, which allowed numerous other consumer class actions to be brought

against these banks, trial against remaining defendants, verdict for defendants, currently on appeal); *In re Processed Egg Products* (ED PA); and *In re Digital Music* (SDNY). The firm has been actively involved in a number of other cases which have resulted in substantial recoveries, to wit: The firm was actively involved *In re Currency Conversion Fee Antitrust Litigation*. The action related to the fees charged by Visa, Mastercard and the issuing banks to users who utilize their credit cards overseas. A settlement of over \$355 million was reached. The firm was also active in the indirect *SRAM* case, where a settlement of approximately \$40 million was reached. The firm also actively prosecuted a case for California purchasers of *Neoprene*, which settled for over \$4.65 million in 2006. Previously the firm was active in a case brought on behalf of pharmacies subscribing to a computer service from the Hearst Corporation, which settled for \$2.5 million (*First Data*); and was involved in the *In re Stock Exchange Options Trading Antitrust Litigation* (\$44 million settlement), and the *Microsoft* California state case.

SECURITIES AND CORPORATE GOVERNANCE LITIGATION

Since its formation in 1989, the firm has been appointed lead counsel or has been significantly involved in numerous securities cases wherein significant recoveries were obtained for class members. Some of the actions that highlight the firm's accomplishments are as follows:

- In October 2002, the Honorable Victoria Chaney, Los Angeles Superior Court, approved a class action settlement of \$1 million on behalf of investors in *Busybox.com*, which resulted in a distribution to class members of approximately 25% of their damages. Since that time, the Department of Justice and the Securities and Exchange Commission have taken action against a number of the same individuals named in the class action, alleging

facts identical to those alleged in the class action complaint.

- The firm was Lead Counsel in *Kune v. Parretti, et al.*, a derivative action involving Giancarlo Parretti and Pathe Communications Corp.'s takeover of MGM and numerous dealings between Pathe and Mr. Parretti's European companies. People were served in Europe, including Mr. Parretti's former partner, Florio Fiorini, who was served while in a Swiss jail. Numerous depositions were taken both in the U.S. and in Italy. After three (3) years of litigation and substantial motion practice, the case settled for \$4 million. Since that time, the U.S. government has indicted Mr. Parretti and his former partner Mr. Fiorini (who ended up serving time in a Swiss prison previously). The U.S. is attempting to extradite them for prosecution in the U.S. based on the scheme detailed in the derivative action. A scandal and resulting investigation in France into Credit Lyonnais (the bank behind Messers. Parretti and Fiorini) resulted in many senior bankers resigning as a result of their involvement in the scheme as well.
- The firm was Co Lead Counsel in *Eric Goldstein v. Lazertron Corp.*, an action seeking damages for Lazertron shareholders from the merger with Acclaim Entertainment. Shortly after delaying the merger, so as to readjust the stock swap ratio in its favor (as its stock price had recently increased), Acclaim disclosed massive write-downs and restated its financial results. The case settled for approximately \$2.1 million in cash and warrants. By the time the warrants were issued, the warrants were \$6 in the money, making the settlement worth substantially more.
- The firm was Lead Counsel in *Shores v. Samuel Goldwyn Company*, an action seeking damages for Goldwyn shareholders from the merger of Goldwyn and Metromedia

International Group Inc. The Proxy for the merger did not disclose that Metromedia would be conducting a secondary offering within days after pricing the stock swap ratio for the merger. For purposes of the merger, Metromedia stock was valued at \$14 per share. Three days later the secondary offering went out at \$11 per share. A settlement was reached that returned 25% of the alleged damages to Goldwyn shareholders.

- The firm was Co Lead Counsel in two Washington state court cases, one a class action (*Ceraldi v. American United Global Inc.*) and one a derivative action (*Binder v. Rubin, et al.*) involving American United Global Inc. (AUGI). The action alleged self-dealing and breach of fiduciary duty by the Chairman and the other directors. The Chairman agreed to repay the Company \$2.8 million to settle the derivative case and the stockholders received \$2.5 million in cash and stock in a subsidiary of AUGI to settle the class action. Certain corporate governance issues were agreed to as well as a result of the settlement.
- In *Kravitz v. Iwerks Entertainment Inc.*, the firm was Lead Counsel. The action involved an entertainment company that builds motion simulation rides and large screen theaters. The company's IPO went from single digits to the high 30's, and then retreated to approximately \$4 per share. The case alleged omissions of material fact in the Prospectus and settled for approximately \$5 million.
- The firm was Co Lead in an action involving the private placements in *AirPrime* and *Chapparral Networks*, through LLC's controlled by Robert Harvey, both of which settled for approximately 15% of investors losses.
- The firm settled a derivative action pending in N.Y. State Court involving *Dyntek Inc.* and obtained corporate stock valued at over \$700,000 from the former Chairman and a

cash payment of \$300,000 from the insurance carrier in 2002. Certain corporate governance issues were agreed to as well as a result of the settlement.

The firm was also actively involved in actions such as *Asia Pulp & Paper* (\$46 million settlement), *KPNQwest* (\$15 million settlement), and the *In re IPO Securities Litigation* (\$585 million settlement).

OTHER

The firm has represented individual investors in court proceedings and in arbitrations before various arbitration panels, such as (1) the representation of an investor who lost \$1 million in a company's stock which resulted in a recovery of \$750,000 within the first year of litigation; and (2) the representation of a disabled immigrant, with no investment experience and a yearly income of \$25,000, who lost over \$15,000 in a six week period after being pressured into opening a commodities futures option account. The case settled for \$20,000 within months of the filing.

ATTORNEY BIOGRAPHIES

Brian Barry graduated from Syracuse University in 1983 with a B.S. in Marketing and from Fordham University Law School in 1987. He has been a member of the State Bar of California since 1988 and is admitted to practice in the United States District Court for the Central, Northern and Southern Districts of California, as well as the Ninth Circuit.

Prior to forming the firm, Mr. Barry worked in the securities fraud class action litigation field at Stull Stull & Brody. Upon graduating from law school, he relocated to Los Angeles and worked on numerous class actions on behalf of Stull Stull & Brody, including *In re Gibraltar*

Financial Securities Litigation, one of the first cases relating to the savings and loan debacle in the U.S. and which settled for \$8.5 million; and *In re Cannon Group Securities Litigation*, where there was a \$33.5 million settlement relating to the collapse of an independent motion picture company, due to financial statements that were misleading because of improper film amortization, which had the effect of inflating earnings.

Mr. Barry also instituted numerous cases while working for Stull Stull & Brody, including the first case of what became *In re New World Securities Litigation*, where there was a \$5 million settlement, and the second case of what became *In re De Laurentiis Entertainment Group, Inc. Securities Litigation*, where there was a \$9.5 million settlement. Both of these cases were due to the collapse of independent motion picture companies. Additionally Mr. Barry was involved in cases against two health care companies; *Zucker v. Maxicare Health Plans, Inc.*, which settled for \$9 million, and *In re Beverly Enterprises Securities Litigation*, where there was a substantial settlement as well. Like the *Gibraltar* action, these cases marked the beginning of a line of cases filed against companies in this field.

In addition to the class action work, Mr. Barry has handled 25 criminal appeals for indigent defendants through the California Appellate Project; a state bar funded non-profit organization. He has also worked in the entertainment law industry; handling various litigations between producers and film companies, managers and artists, as well as transactional work.

Jeffrey C. Shea was born in Providence, Rhode Island on January 13, 1972. He graduated from Providence College (B.A. 1994) and earned his law degree from Catholic University (J.D. 1997). Mr. Shea was admitted to the Maryland bar in 1997 and the California bar in 2001. His practice areas include antitrust and securities class action litigation. Mr Shea

began working as Of Counsel for the firm in April 2003, working extensively on the *Heritage Bond* case, *SRAM and LCD*. Mr. Shea was a member of a team of attorneys managing discovery on behalf of California consumers in an antitrust class action against *Microsoft*, and also assisted in representing a corporate plaintiff in \$1.05 billion anti-trust jury verdict against *United States Tobacco* (UST). Mr. Shea also represented consumer classes in several states (CA, MA, KS, WI) in unfair competition actions against UST. Mr. Shea participated in the representation of the plaintiff in a Qui Tam action concerning underpayment of royalties on federal and state oil and gas leases. Prior to entering private practice, Mr. Shea was a professional staff member for the Subcommittee on Civil Service in the United States House of Representatives.

Kathleen Langan –Ms. Langan has a bachelor's degree from Manhattan School of Music and a J.D. from Fordham University School of Law in 1989, where she served as associate editor of the Fordham International Law Journal. She is admitted to practice in New York and California. She began working as Of Counsel for the firm in April 2003 and worked extensively on the *Heritage Bond*, *AirPrime/Chapparral*, *SRAM* and *LCD*. Ms. Langan also specializes in business transactional law, having practiced corporate, securities and general business law in New York, Los Angeles and London with Rogers & Wells. Ms. Langan has advised businesses ranging from start-ups to NYSE-listed companies on all aspects of their operations, and specializes in compliance with securities laws, the negotiation of public and private merger acquisition and financing transactions, private placements, commercial loans, venture capital transactions, and asset-based financings. She also advises clients with respect to commercial law, stock option plans, shareholder agreements, employment agreements and other business and employment matters

Rick Xiao- a native of China, Mr. Xiao graduated from Southwestern University School of Law in 2000 where he was a recipient of the John J. Schumacher Minority Leadership Scholarship (3-year full tuition). He is admitted to practice in California. He joined the firm as Of Counsel in 2004 and worked on the *Heritage Bond*, *Asia Pulp*, *AirPrime/Chapparal* and *LCD* cases. Prior to that he worked in litigation at Schaffer, Lax, McNaughton & Chen, Los Angeles, California, 2000-2003.

Natalia Feldgun- Ms. Feldgun has a B.S. in Physics and Philosophy from Leningrad State University, a B.A. in International Relations from Stanford, a M.A. in International Policy Studies from Monterey Institute of International Studies and a J.D. from Cardozo School of Law in 1998. She was admitted to the N.Y. bar in 1999. She has worked for the Rand Corp., the Dept. of Defense as well as various law firms, including Wolf Haldenstein Adler Freeman and Herz where she worked on securities, antitrust, ERISA and consumer protection class actions involving, among others, Tyson Foods, AEGON, Met Life, and the Genetically Modified Rice case. Since joining the firm, she has worked on *Air Cargo* and the *Aftermarket Auto Filters* cases. She is fluent in Russian, French, Spanish and speaks some Italian and German.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

Law Offices of Brian Barry

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Brian Barry(P)	19.21	\$600	\$11,526.00
Partner Name (P)		\$	\$
Partner Name (P)		\$	\$
Of Counsel Name (OC)		\$	\$
Senior Associate Name(SA)		\$	\$
Senior Associate Name (SA)		\$	\$
Senior Associate Name (SA)		\$	\$
Zhihong Xiao(SA)	1861.50	\$375	\$698,062.50
Natalie Feldgun(A)	1537.75	\$300	\$461,325.00
Jeffrey Shea (A)	706.50	\$300	\$211,950.00
		\$	\$
NON-ATTORNEYS			
Senior Paralegal Name (SPL)		\$	\$
Senior Paralegal Name (SPL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Law Clerk (LC)		\$	\$
Law Clerk (LC)		\$	\$
TOTAL:			\$1,382,863.50

(P) Partner
 (OC) Of Counsel
 (SA) Senior Associate
 (A) Associate
 (SPL) Senior Paralegal

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

(PL) Paralegal

(LC) Law Clerk

EXHIBIT 3

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 3

Law Offices of Brian Barry

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$
Photocopies – Outside	\$
Postage	\$
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$365.31
Travel (Meals and Lodging)	\$
TOTAL:	\$365.31

SHERMAN KASSOF California Bar #066383
LAW OFFICES OF SHERMAN KASSOF
954 Risa Road, Suite B
Lafayette, CA 94549

Telephone: (510) 652 2554
(925) 297 9235

Email: heevay@yahoo.com

Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

**DECLARATION OF SHERMAN KASSOF
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, SHERMAN KASSOF, declare and state as follows:

2 1. I am a principal of the law firm of the Law Offices of Sherman Kassof. I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel to Martin Kaufman, Ireatha Diane Mitchell,
8 Rosemary Senger and Lemuel Schenck throughout the course of this litigation. The background
9 and experience of the Law Offices of Sherman Kassof and its attorneys are summarized in the
10 *curriculum vitae* attached hereto as Exhibit 1.

11 3. The Law Offices of Sherman Kassof has prosecuted this litigation solely on a
12 contingent-fee basis, and has been at risk that it would not receive any compensation for
13 prosecuting claims against the Defendants. While the Law Offices of Sherman Kassof has
14 devoted its time and resources to this matter, it has foregone other legal work for which it would
15 have been compensated.

16 4. During the pendency of the litigation, the Law Offices of Sherman Kassof
17 performed the following work:

18
19 **INVESTIGATION AND RESEARCH**

20 My office, in cooperation with the firm of Trump, Alioto, Trump and Prescott, vetted four
21 named plaintiffs; Martin Kaufman, Ireatha Diane Mitchell, Rosemary Senger and Lemuel
22 Schenck. We gathered and evaluated extensive documentation relating to their travel activities,
23 background and suitability; completing questionnaires and submitting documents for each. We
24 screened, evaluated and ultimately rejected several other potential class representatives. In the
25 selection process, we met with each plaintiff several times. We briefed each plaintiff extensively
26 on their responsibilities as class representatives and maintained communications with them,
27 answering their inquiries and providing periodic updates.

28 **PLEADINGS AND MOTIONS**

1 My office, in cooperation with the firm of Trump, Alioto, Trump and Prescott, drafted and
2 did research for the class action complaint filed on behalf of plaintiffs Martin Kaufman, Ireatha
3 Diane Mitchell, Rosemary Senger and Lemuel Schenck.

4
5 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
6 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
7 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
8 hours spent by Law Offices of Sherman Kassof during this period of time was 72.30 hours, with a
9 corresponding lodestar of \$32,835.00. This summary was prepared from contemporaneous, daily
10 time records regularly prepared and maintained by my firm. The lodestar amount reflected in
11 Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at
12 my law firm for the benefit of the Class.

13 6. The hourly rates for the attorneys and professional support staff in my firm
14 included in Exhibit 2 are the usual and customary hourly rates charged by Law Offices of Sherman
15 Kassof during that time frame.

16 9. I have reviewed the time reported by my firm in this case which is included in this
17 declaration, and I affirm that it is true and accurate.

18 I declare under penalty of perjury under the laws of the United States of America that the
19 foregoing is true and correct. Executed on this 31st day of March, 2015 at Lafayette, California

20
21 /s/ Sherman Kassof

22 SHERMAN KASSOF
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EXHIBIT 1

LITIGATION BACKGROUND OF SHERMAN KASSOF

I am admitted to practice before the Bar of the State of California and before the United States District Courts for the Northern and the Central Districts of California. I graduated Hastings College of the Law in 1975 and was admitted to the Bar that same year. I have since been engaged in civil litigation practice. Among the complex litigation and consumer class representation cases undertaken by my office are:

1. Bigon v. Wulff, Hansen & Co., et al., Marin County Superior Court action number 108311. We sought to recover damages for an unsophisticated securities brokerage customer who was induced to buy forged or bogus municipal bonds by her account representative in a "Ponzi" type scheme involving multiple forgeries. The case was removed to U.S. District Court, and, after substantial motion practice, remanded. In a subsequent settlement, plaintiff recovered approximately three times her out-of-pocket loss.

2. Miller v. Union Bank, et al., Contra Costa Superior Court action number 289331, a class action for recovery of pension fund administration charges levied, without proper notice, on Keogh-type pension accounts administered by Union Bank for retail customers of the members of the California Savings and Loan League. A settlement provided for recovery, with interest, by the class members of substantially all fees that were charged without proper notice. Attorney fees and costs were paid by defendant Union Bank.

3. Tokay v. First Interstate Bank, N.A., Alameda County Superior Court action number 615013, a class action on behalf of the bank's credit card holders challenging late and overlimit charges on their accounts. After substantial discovery and motion practice, a settlement provided a cash refund to class members equivalent to the amount of the fees that were found to be excessive.

4. Beasley, et al., v. Wells Fargo Bank, San Francisco Superior Court action no. 861555, a class action on behalf of approximately 1.6 million credit card holders challenging Wells Fargo's late and overlimit charges on credit card accounts. In February 1989, a jury verdict was returned in for damages of approximately \$5.2 million. Defendant unsuccessfully appealed to the Court of Appeal and petitioned for review by the California Supreme Court, which petition was denied.

5. Junglas v. General Motors Corporation, Alameda County Superior Court Action No. 558051-6, a class action seeking damages for purchasers of 1981 Cadillac automobiles with malfunctioning "V8-6-4" engines. A settlement provided all class members with a full individual cash recovery for all repair expenses plus transferable certificates providing a substantial post-purchase discount on any Cadillac vehicle.

6. Ferreira v. VMS Realty Partners, et al., U.S. District Court, Northern District of California, action no. C 90 1102 EFL, a class action seeking to recover losses by investors in a real property tax shelter partnership in which substantially all invested funds were lost. Ferreira was consolidated for pretrial proceedings in Re VMS Limited Partnership Securities Litigation,

U.S. District Court, Northern District of Illinois, action no. 90 C 2412. A complex partial settlement was proposed concerning plaintiffs' claims against certain of the defendants. My client objected on grounds of economic inadequacy but the partial settlement was approved.

After further litigation against the remaining defendants, a settlement releasing the remaining defendants in exchange a settlement fund to be distributed among the class members was approved. While supporting the settlement in principal, we objected to certain provisions. These objections were ultimately resolved by compromise.

7. McMahon v. Abbott Laboratories, Inc., et al., Contra Costa County Superior Court action no. C 91 00434, an indirect purchaser (Cartwright Act) class action suit on behalf of retail customers in California, against manufacturers of infant formula for damages resulting from anti-competitive conduct. We joined in a consolidated amended action, Gallman et al. v. Abbott Laboratories, Inc., et al., Alameda County Superior Court action no. 675679-1. Gallman was coordinated in Judicial Council Coordination Proceeding no. 2557, In Re California Indirect Purchaser Infant Formula Antitrust Class Action Litigation. Settlements with defendants yielded a net recovery to the class of \$13,900,000.00.

8. H. Azizian, Inc. v. The BOC Group, Inc., San Francisco Superior Court action 960034, indirect purchaser (Cartwright Act) class action suit against suppliers of carbon dioxide gas used in soft drinks for damages resulting from anti-competitive conduct. Azizian was coordinated in Liquid Carbon Dioxide Cases, JCCP No. 3012, San Diego Superior Court action# 674759. A settlement provided cash compensation to overcharged buyers.

9. Bel Marin Medical Center v. Eastman Kodak, et al. in San Francisco Superior Court, an indirect purchaser (Cartwright Act) class action against suppliers of medical x-ray film, for damages resulting from anti-competitive conduct. Bel Marin was joined with similar other cases in San Francisco Superior Court Master File 960886. A settlement provided cash compensation rights to substantially all overcharged buyers.

10. Preciado et al. v. Abbott Laboratories, Inc., et al., San Francisco County Superior Court action no. 962294, an indirect purchaser (Cartwright Act) class action suit on behalf of California consumer purchasers of brand name prescription drugs pharmacies with ten or fewer retail locations in California against major manufacturers for damages resulting from anti-competitive conduct and Hamid v. Abbott Laboratories, Inc. et al., Alameda County Superior Court No. 753649 0, on behalf of consumer purchasers of brand name prescription drugs from pharmacies with more than ten retail locations in California. These actions were coordinated in Judicial Council Coordination Proceedings nos. 2969, 2971, and 2972, Pharmaceutical Cases I, II, and III, San Francisco County Superior Court.

Settlements provided for the distribution of brand name prescription drugs with a wholesale value of \$171 million to poor and medically underserved patients in California.

12. Wagh v. Metris Direct, Inc., et al., San Francisco Superior Court action number 316788, on behalf of defendants' credit card holders whose accounts were charged for financial

services and club memberships of no economic worth without their consent. After plaintiff initiated discovery, defendants caused the case to be removed to the U. S. District Court for the Northern District of California. It was subsequently remanded after plaintiff's RICO allegations were dismissed by the District Court. My office pursued an appeal of that decision but did not prevail and we were also ultimately unsuccessful in the California Superior Court litigation.

13. Barbush v. British Airways., et al., U. S. District Court for the Northern District of California action number C 06 7214, a class action on behalf of air passengers who were charged excessive fuel service charges as part of the price of air tickets on major transatlantic air carriers as a result of anti-competitive conduct. That action was coordinated in Air Transportation Surcharge Antitrust Litigation, MDL 1793, in the U. S. District Court for the Northern District of California. A settlement provided for over \$200 million in refunds to passengers in the United States and the United Kingdom representing substantially the entire overcharge.

14. Belai et al. v. LG Electronics et al., U. S. District Court for the Northern District of California action number C 08 1371, seeking to recover damages resulting from an industry-wide conspiracy to fix prices of CRT displays on behalf of a class of indirect purchasers. That action was coordinated in In Re: Cathode Ray Tube (CRT) Antitrust Litigation MDL 1917, in the U. S. District Court for the Northern District of California. Our office continues to provide substantial financial and staffing resources to the case. Class certification has been granted. To date, settlements with some of the defendants have yielded substantial recoveries. Trial against the remaining defendants is scheduled in mid-2015.

15. Cordisco v. Honeywell International et al., U. S. District Court for the Northern District of California action number C 08 2669, on behalf of a class of indirect consumer purchasers seeking to recover damages for anti-competitive conduct in pricing automotive filters. That action was coordinated in In Re: Aftermarket Filters Antitrust Litigation MDL 1957, in the U. S. District Court for the Northern District of Illinois. After experiencing serious difficulties of proof due to the discovery of perjury committed by a key whistleblower witness, settlements were undertaken providing a gross recovery of more than \$6 million to the class.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

LAW OFFICES OF SHERMAN KASSOF

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Sherman Kassofo (P)	72.30	\$450.00*	\$32,835.00
Partner Name (P)		\$	\$
Partner Name (P)		\$	\$
Of Counsel Name (OC)		\$	\$
Senior Associate Name (SA)		\$	\$
Senior Associate Name (SA)		\$	\$
Senior Associate Name (SA)		\$	\$
Associate Name (A)		\$	\$
Associate Name (A)		\$	\$
Associate Name (A)		\$	\$
*Work after 7/1/09 billed at \$500 per hour.		\$	\$
NON-ATTORNEYS			
Senior Paralegal Name (SPL)		\$	\$
Senior Paralegal Name (SPL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Law Clerk (LC)		\$	\$
Law Clerk (LC)		\$	\$
TOTAL:			\$32,835.00

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

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

LITE DEPALMA GREENBERG, LLC

Steven J. Greenfogel
1521 Locust Street, 7th Floor
Philadelphia, PA 19102
Telephone: 267-519-8306
Facsimile: 215-569-0958
sgreenfogel@litedepalma.com

Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

**DECLARATION OF STEVEN J.
GREENFOGEL IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, Steven J. Greenfogel, declare and state as follows:

2 1. I am of counsel to the law firm of Lite DePalma Greenberg, LLC. I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.
7

8 2. My firm has served as counsel to Class Plaintiffs throughout the course of this litigation.
9 The background and experience of Lite DePalma Greenberg, LLC and its attorneys are
10 summarized in the *curriculum vitae* attached hereto as Exhibit 1.

11 3. Lite DePalma Greenberg, LLC 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 Lite DePalma Greenberg, LLC devoted its time and resources to
14 this matter, it has foregone other legal work for which it would have been compensated.
15

16 4. During the pendency of the litigation, Lite DePalma Greenberg, LLC performed the
17 following work:

18 ***Performed document review, analysis and coding of Singapore Airlines documents and***
19 ***prepared materials for the depositions of Singapore Airlines personnel.***
20

21 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
22 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
23 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
24 hours spent by Lite DePalma Greenberg, LLC during this period of time was 492.30, with a
25 corresponding lodestar of \$151,100. This summary was prepared from contemporaneous, daily
26 time records regularly prepared and maintained by my firm. The lodestar amount reflected in
27
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1 Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at
2 my law firm for the benefit of the Class.

3 6. The hourly rates for the attorneys and professional support staff in my firm included in
4 Exhibit 2 are the usual and customary hourly rates charged by Lite DePalma Greenberg, LLC
5 during that time frame.

6
7 7. Lite DePalma Greenberg, LLC has paid a total of \$7,500.00 in assessments for the joint
8 prosecution of the litigation against the Defendants.

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

11 I declare under penalty of perjury under the laws of the United States of America that the
12 foregoing is true and correct. Executed on this 6th day of April, 2015 at Newark, New Jersey.
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14
15 /s/ Steven J. Greenfogel

16 **STEVEN J. GREENFOGEL**
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EXHIBIT 1

EXHIBIT 1

FIRM BIOGRAPHY

LITE DEPALMA GREENBERG, LLC

APRIL 2015

Lite DePalma Greenberg, LLC is a general practice law firm, with three offices in Newark, Chicago and Philadelphia. The firm specializes in commercial and complex litigation with a concentration in class action matters in the areas of securities, antitrust, consumer fraud and insurance sales practices. More detail about the firm and its attorneys appear on its Web site, www.litedepalma.com.

MEMBERS OF THE FIRM



JOSEPH J. DEPALMA (Newark Office), the Firm's Managing Member, has a vast breadth of experience in many types of class action cases involving securities, ERISA, antitrust, product liability and consumer fraud. Mr. DePalma also handles shareholder derivative litigation, commercial litigation and transactional matters for the firm's corporate clients. He has a Masters Degree in Business Administration and a J.D. degree from Seton Hall University School of Law.

Mr. DePalma and LDG have served as Co-Lead Counsel for the State of New Jersey, Division of Investment, as Lead Plaintiff in two prominent class actions that have resulted in significant recoveries: *Reginald Newton v. Tenet Healthcare Corp.*, (Tenet Healthcare Securities Litigation), cv-02-8462-RSWL (C.D. Cal.) (\$281.5 million settlement); *In re Motorola Securities Litig.*, Civ. No. 03-C-287 (N.D. Ill.) (\$193 million settlement reached three business days before trial).

Mr. DePalma has also played an active role in obtaining settlements in numerous recognized class actions comprising some of the largest settlements in the nation. Included in such cases are: *In re Prudential Ins. Co. of America Sales Practices Litig.*, 148 F.3d 283 (3d Cir. 1998) (over \$4 billion paid out in largest insurance sales practices settlement ever) (Liaison Counsel); *In re Lucent Technologies Securities Litig.*, Civil Action No. 00cv621(AJL) (D.N.J.), reported opinions, 2003 WL 25488395 (D.N.J. Dec. 15 2003), 2002 WL 32815233 (D.N.J. July 16, 2002), 217 F. Supp. 2d 529 (D.N.J. 2002), 2002 WL 32818345 (D.N.J., May 9, 2002), 221 F. Supp. 2d 463 (D.N.J. 2001), 221 F. Supp. 2d 472 (D.N.J. 2001)(approximate \$610 million settlement)(Liaison Counsel); *Galanti v. Goodyear*, Civil Action No. 03-209(SRC)(D.N.J.)((\$300 million product liability settlement)(Liaison Counsel); *In re Aremissoft Corp. Securities Litig.*, Civil Action No. 01-CV-2486 (JAP) (D.N.J.), reported opinion, 210 F.R.D. 109 (D.N.J. 2002)(over \$250 million recovered to date; case is ongoing)(Liaison Counsel); *In re Royal Dutch/Shell Transport Litigation*, Civil Action No. 04-1398(JWB)(D.N.J.), reported opinions, 404 F. Supp. 2d 605 (D.N.J. 2005), 380 F. Supp.2d 509 (D.N.J. 2005) (\$90 million ERISA settlement, the largest settlement ever under ERISA) (Liaison Counsel); *P. Schoenfeld Asset Management, LLC v. Cendant Corp.*, Civil Action No. 98-4734(WHW) (\$26 million settlement after precedent-setting

decision in same case, *Semerenco v. Cendant Corp.*, 223 F.3d 165 (3d Cir. 2000))(Liaison Counsel); *Steiner v. MedQuist*, Civil Action No. 04-CV-05487-JBS (D.N.J.), reported opinion, 2006 WL 2827740 (D.N.J. Sept. 29, 2006)(\$7.75 million)(Liaison Counsel); *In re Tellium Securities Litig.*, No. 02-CV-5878 (FLW) (D.N.J.), reported opinion, 2005 WL 1677467 (D.N.J. June 30, 2005)(\$5.5 million)(Liaison Counsel), and; *In re NUI Securities Litig.*, Civil Action No. 02-CV-5220 (MLC)(D.N.J.), reported opinion, 314 F. Supp. 2d 388 (D.N.J. 2004) (\$3.5 million)(liaison counsel).

Mr. DePalma's years of experience also include the following major matters: *In re Computron Software, Inc. Securities Litig.*, Civil Action No. 96-1911 (AJL)(approximate \$15 million settlement) (Liaison Counsel); *In re USA Detergents, Inc. Securities Litigation*, Master File No. 97-2459 (MTB), District of New Jersey (\$10 million settlement)(Liaison Counsel); *In re: The Children's Place Securities Litig.*, Master File No. 97-5021 (JCL), District of New Jersey, reported opinion, 1998 WL 35167284 (D.N.J. Sept. 4, 1998)(\$1.7 million settlement) (Liaison Counsel); *Arthur Fields, et al. v. Biomatrix, Inc., et al.*, Civil Action No. 00-CV-3541(WGB), District of New Jersey (\$2.45 million settlement) (Liaison Counsel), and *In re Atlas Mining Securities Litig.*; Civil Action No. 07-428-N-EJL (D. Idaho) (\$1.25 million) (Lead Counsel).

Some of Mr. DePalma's other court approved class action and mass action settlements, all approved in 2010, involved product liability, takeover and ERISA matters. In a complex MDL mass action proceeding involving the illegal harvesting of body parts and the untested surgical implanting of those parts, Mr. DePalma, along with a team of nationally recognized colleagues, achieved a global settlement in a case captioned *In re Human Tissue Product*

Liability Litig. (D.N.J.). Mr. DePalma achieved a settlement on behalf of shareholders in tender offer litigation, captioned *In re Alparma Shareholder Litigation*, (N.J. Superior Ct.). In a complex ERISA matter involving two appeals to the Third Circuit, Mr. DePalma obtained a settlement of \$8.5 million on behalf of a class of participants in a retirement plan alleging breaches of fiduciary duties. *In re Schering-Plough Corporation ERISA Litigation*, (D.N.J.).

Mr. DePalma has also achieved excellent results for clients in other areas of litigation. Among other things, he won large settlements for a condominium association on construction defect and legal malpractice claims, and has successfully handled securities arbitrations as well.

Mr. DePalma has lectured in the area of real estate law and in complex commercial litigation. He has also served as a member of the New Jersey Supreme Court's District Ethics Committee.

Mr. DePalma was named as a New Jersey Super Lawyer in the May 2007, May 2008, May 2009, May 2010, May 2011, May 2012, and May 2013 issues of *New Jersey Monthly* magazine. He was also named to ALM's 2012 "New Jersey Top Rated Lawyers," listed under "Business & Commercial."



BRUCE D. GREENBERG (Newark Office) has served as Co-Lead Counsel and Liaison Counsel in major securities, antitrust and consumer fraud class action cases. He also handles sophisticated appellate, commercial and real estate litigation.

A number of Mr. Greenberg's class action cases have resulted in significant settlements. Among his federal court class action successes are a settlement worth more than \$750 million for a nationwide class in *Varacallo v. Massachusetts Mutual Life Ins. Co.*, 226 F.R.D. 207 (D.N.J. 2005) (Co-Lead Counsel), an insurance sales practices case, a \$35.75 million settlement in *In re STEC Securities Litig.*, No. SACV 09-01304-JVS (MLGx) (Co-Lead Counsel), a securities fraud case, a highly valuable nationwide settlement in *In re Samsung DLP Television Class Action Litigation*, Civil Action No. 07-2141(GEB) (MCA) (Executive Committee), and settlements totaling over \$200 million for a nationwide class in the multidistrict antitrust litigation captioned *In re Insurance Brokerage Antitrust Litigation*, MDL No. 1663, Civil Action No. 04-5184(FSH) (District of New Jersey) (Liaison Counsel). His efforts as Co-Lead Counsel for certified classes in the United States District Court for the Western District of Pennsylvania (*Zeno v. Ford Motor Co.*, 238 F.R.D. 173 (W.D. Pa. 2006), and 480 F. Supp. 2d 825 (W.D. Pa. 2007)) and in the Superior Court of New Jersey, led to a four-state settlement that afforded full benefit of the bargain relief to consumers in *Pedersen v. Ford Motor Co.*, No. GIC 821797 (Cal. Super Ct.).

Mr. Greenberg was also instrumental in *In re Motorola Securities Litig.*, Civ. No. 03-C-287 (N.D. Ill.), where LDG, as Co-Lead Counsel, achieved a \$193 million settlement just three business days before trial was to begin, and in *Reginald Newton v. Tenet Healthcare Corp.* (Tenet Healthcare Securities Litigation), cv-02-8462-RSWL (C.D. Cal.), where LDG, again as Co-Lead Counsel, won a settlement for \$281.5 million.

Mr. Greenberg's New Jersey state court class actions include a \$100 million settlement for a nationwide consumer class in *Friedman v. Samsung Electronics America, Inc.*, Docket No. BER-L-7250-01 (Liaison Counsel), a comparably sized settlement for a nationwide consumer class in *Summer v. Toshiba America Consumer Products, Inc.*, Docket No. BER-L-7248-01 (Liaison Counsel), another nationwide consumer class settlement in *Barrood v. IBM*, Docket No. MER-L-843-98, that afforded class members full benefit of the bargain relief, (Co-Lead Counsel), a settlement for a New Jersey consumer class worth over \$7 million in *Delaney v. Enterprise Rent-A-Car Co.*, Docket No. OCN-L-1160-01 (Co-Lead Counsel), and a \$4.5 million settlement for a New Jersey consumer class in *DeLima v. Exxon*, Docket No. HUD-L-8969-96 (Co-Lead Counsel).

A 1982 graduate of the Columbia University School of Law, Mr. Greenberg clerked for Justice Daniel J. O'Hern of the Supreme Court of New Jersey for the 1982-83 Term. Before joining the firm, Mr. Greenberg was a partner at Greenbaum Rowe Smith & Davis, LLP, Woodbridge, New Jersey, one of New Jersey's largest law firms.

Mr. Greenberg appears regularly in the appellate courts. He has argued nine times in the Supreme Court of New Jersey, two cases in the Third Circuit Court of Appeals, and several dozen cases in New Jersey's Appellate Division. Nearly 40 of his cases have been published,

including significant cases on class actions, zoning and land use, restrictive employment covenants, real estate brokerage, and other topics.

Among his many other publications, Mr. Greenberg is the author of the chapter entitled “Supreme Court Review” in *New Jersey Appellate Practice Handbook* (New Jersey ICLE 2011 ed.), co-author, with Allyn Z. Lite, of the chapter entitled “Class Action Litigation” in *New Jersey Federal Civil Procedure* (NJLJ Books (1st ed. 1999, 2d ed. 2010, and annual supplements)), and author of “Keeping the Flies Out of the Ointment: Restricting Objectors to Class Action Settlements,” 84 St. John’s L. Rev. 949 (2010). Law review articles that he has written have been cited with approval by the Supreme Court of New Jersey and Appellate Division. Mr. Greenberg has lectured on class actions for both New Jersey and Pennsylvania CLE, and has served as an expert witness on attorneys’ fees in class actions. He has also spoken on civil trial preparation, appellate practice and other subjects.

Mr. Greenberg belongs to the New Jersey State Bar Association, and was Chair of the Association’s Appellate Practice Committee from 2004-2006. He is currently Co-Chair of the NJSBA’s Class Actions Committee, a position he has held since 2008. Mr. Greenberg is also a member of the Land Use Law Section, and Securities Litigation and Regulatory Enforcement Committee. From 1991-2006, Mr. Greenberg was a member of the Supreme Court of New Jersey Committee on Character. He was also one of the founding members, and a past Chairman, of the New Jersey Law Firm Group, a consortium of major law firms to advance hiring of minority lawyers.

Mr. Greenberg was named as a New Jersey Super Lawyer in the May 2005, May 2006, May 2007, May 2008, May 2009, May 2010, May 2011, May 2012, and May 2013 issues of

New Jersey Monthly magazine. He was also named to ALM's 2012 "New Jersey Top Rated Lawyers," listed under "Commercial Litigation." Mr. Greenberg has an "AV" rating from Martindale-Hubbell.



MICHAEL E. PATUNAS (Newark Office) is an experienced litigator with broad experience in many types of complex civil litigation, including a major concentration in intellectual property litigation, commercial, class action, business torts, negligence, land use and real estate matters. Mr. Patunas has been involved extensively in many substantial litigations in the New Jersey state and federal courts.

Mr. Patunas also has substantial experience in the areas of real estate and land use law, and has assisted many individual and corporate clients in acquiring real estate by lease or purchase and prosecuting applications for development approvals before numerous local boards, as well as the New Jersey Meadowlands Commission. Mr. Patunas has also worked closely with major real estate developers designated as redevelopers of blighted properties by municipalities and the New Jersey Meadowlands Commission. He has served as counsel to the Zoning Board of Adjustment of the Borough of Moonachie.

In the corporate area, Mr. Patunas has assisted clients in forming corporations, limited liability companies and other entities for various purposes, including the acquisition of existing

businesses. In this role, he has closed multi-million dollar purchases of such businesses as automobile dealerships and manufacturing operations. Mr. Patunas has also represented corporate clients in drafting shareholder agreements, buy-sell agreements, restrictive covenants and other documents necessary to the proper functioning of closely-held New Jersey businesses.

Mr. Patunas was designated a Super Lawyer by *New Jersey Monthly* magazine in May 2010.



VICTOR A. AFANADOR (Newark Office) handles litigation and trials of civil and criminal cases. His experience includes public entity tort liability defense, employment related defense of CEPA and LAD matters, police related state and federal civil rights defense, condemnation and redevelopment law, complex commercial litigation, and criminal defense. In addition, Mr. Afanador served from September 1999 through May of 2005 as Deputy Director of Law for the City of Perth Amboy. In that capacity, he provided counsel to the Mayor, the City Council, and City department directors on legal matters.

Mr. Afanador has successfully tried to verdict jury and bench trials in civil rights and redevelopment law matters. He has also tried public entity employee termination hearings before the Office of Administrative Law and numerous matters of many types in Municipal Court. He also litigated and managed the condemnation of sixteen properties in a single municipality.

In addition to his trial work, Mr. Afanador has argued before the Superior Court of New Jersey, Appellate Division. His published opinions include *Deegan v. Perth Amboy Redevelopment Agency*, 374 N.J. Super. 80 (App. Div. 2005). Mr. Afanador has also applied his investigative skills in the class action area. He interviewed Spanish-speaking employees and prepared a report for the Court as part of the firm's responsibilities as Class Administrator for an employment discrimination class action.

Mr. Afanador clerked for Judges Mathias E. Rodriguez and Frederick P. DeVesa, Superior Court of New Jersey, Law Division Criminal Part, in Middlesex County from 1998-1999.

Mr. Afanador was appointed by the Essex County Executive in September of 2005 to serve as a Commissioner on the Essex County Board of Public Utilities. He is a member of the New Jersey State Bar Association, The Association of the Federal Bar of the State of New Jersey, Seton Hall University School of Law Alumni Association, the Essex County Bar Association, and the Hispanic Bar Association of New Jersey. He is a 2003 Graduate of the Leadership Newark Fellowship Program and has served on the African Globe Theatreworks Board of Directors, a professional theater company based in Newark, New Jersey.

Mr. Afanador was designated a Rising Star in the May 2006, May 2007, May 2008, May 2009, May 2010, May 2011, May 2012, and May 2013 issues of *New Jersey Monthly* magazine. He was also named to the "40 Under 40" issue by the New Jersey Law Journal in 2010.



KATRINA CARROLL (Chicago Office), a Member of the Firm, heads LDG's Chicago office. She has been actively involved in many of the firm's class actions since 2001 in the areas of consumer fraud, antitrust, securities fraud and ERISA. She has litigated some of the most prominent securities fraud class actions in the country as Co-Lead counsel, including *In re Motorola Securities Litigation* (N.D. Ill.), where LDG achieved a \$193 million settlement for aggrieved investors, and in *In re Tenet Healthcare Corp. Securities Litigation*, (C.D. Cal.), which resulted in settlements of \$216.5 million against one set of defendants and \$65 million against the auditor defendant, representing one of the largest auditor settlements of all time.

One of Ms. Carroll's recent successes in consumer fraud litigation includes *JP Morgan Chase Mortgage Modification Litigation* (D. Mass.), where she served on plaintiffs' Executive Committee representing a class of homeowners in a multi-district class action alleging improprieties committed by Chase in connection with mortgage loan modifications. After nearly four years of litigation, plaintiffs secured final approval of a settlement in May of 2014, estimated to provide \$500 million in mortgage modification relief to affected class members.

Ms. Carroll is currently involved in some of the most challenging and exciting class action litigation in the country today. Her current caseload includes:

- *Lewert v. P.F. Chang's China Bistro, Inc.* (N.D.Ill.): Ms. Carroll serves as Court-appointed Co-Lead counsel in a class action representing P.F. Chang's customers who had their personal financial information compromised as a result of a security breach.

- *Mednick v. Precor Inc.* (N.D. Ill): Ms. Carroll serves as Co-Lead counsel in a consumer fraud matter representing purchasers of Precor fitness machines, arising from Precor's representations concerning heart rate monitoring technology.
- *Stern v. Maibec* (D.N.J.): Ms. Carroll is pursuing this products liability class action on behalf of property owners who purchased wood shingles from Maibec. Plaintiffs allege that the shingles are plagued by design flaws that result in decay, including warping, peeling, cracking, buckling and curling.
- *Automotive Wire Harness Systems Antitrust Litigation* (D. Mich.): Ms. Carroll is plaintiff's counsel in this multi-district antitrust class action brought by businesses against manufacturers of automotive wire harnesses and related parts. Plaintiffs allege an illegal price fixing conspiracy by these manufacturers that artificially inflated the prices of these products, in violation of the federal antitrust laws.

Ms. Carroll has significant experience in all phases of other complex litigation and has worked on or managed a number of matters involving products and securities in industries as diverse as automobiles, chemicals, pharmaceuticals, software and technology. Outside of litigation, Ms. Carroll has also represented individuals, privately owned businesses and Fortune 500 clients before local, state and federal governments and enforcement agencies in a number of areas, helping clients secure temporary restraining orders and injunctions, structure entities, develop and document corporate resolutions, comply with securities-reporting requirements and negotiate licensing agreements.

Ms. Carroll is a member of the Class Action Trial Lawyers Association, the Chicago Bar Association and a former member of New Jersey's John C. Lifland American Inn of Court.



MAYRA VELEZ TARANTINO (Newark Office) has over 14 years of experience litigating complex commercial matters, including cases involving intellectual property disputes. Ms. Tarantino is also actively involved in the firm's class action practice. Several of the class action cases in which Ms. Tarantino litigated were resolved through favorable settlements, including *In re Samsung DLP Television Class Action Litigation*, Civil Action No. 07-2141(GEB) (MCA), and *In re Staples Inc. Wage and Hour Employment Practice Litigation*, Civil Action No. 08-5746 (KSH) (PS).

Prior to joining LDG, Ms. Tarantino was an associate with an international law firm for seven years. While continuing to litigate complex commercial matters, Ms. Tarantino expanded her practice into the energy field, drafting and negotiating various agreements for electric utility clients, including interconnection, power purchase, and parallel operation agreements. For example, Ms. Tarantino ensured a stable power supply for a major public utility by negotiating a 15-year power purchase agreement following the sale of a \$380 million nuclear power plant.

Ms. Tarantino also served as Law Clerk to Judge W. Hunt Dumont, Superior Court of New Jersey, Law Division, Civil Part, Passaic County in 1998-1999, and Magistrate Judge John J. Hughes, United States District Court, District of New Jersey, 1999-2000.

Ms. Tarantino is a member of the New Jersey Federal Bar Association, the Hispanic National Bar Association, and the Hispanic Bar Association of New Jersey.



SUSANA CRUZ HODGE (Newark Office), born Belleville, New Jersey, February 17, 1979. Admitted to bar, 2006, New Jersey. Education: Boston College (B.A. in Sociology 2001); Boston College Law School (J.D. 2005). Law Clerk to Hon. Thomas LaConte, Superior Court of New Jersey, Passaic County. Adjunct Professor of Legal Writing at Seton Hall University Law School. Class Actions; Civil Litigation; Commercial Litigation; Criminal Law; Public Entity and Administrative Law.

COUNSEL



ALLYN Z. LITE (Newark Office) (retired from the full-time active practice of law as of October 2013 and current serving as Counsel) specializes in class action and other complex commercial litigation. He was designated by the Judges of the United States District Court for the District of New Jersey as Clerk of that Court from 1982 to 1986. While in that position, Mr. Lite created the Court's alternative dispute resolution program and served on and was Reporter

for the committee that drafted the current Local Rules of the United States District Court for New Jersey. He was a member of the committee that drafted the new Rules of the United States Bankruptcy Court for the District of New Jersey, and participated as one of ten original members of the United States District Court Lawyer's Advisory Committee, on which he served for 11 years.

Mr. Lite is the author of *New Jersey Federal Practice Rules* (Gann Law Books), a commentary and annotations to the United States District Court's Local Rules, published annually, and cited frequently by the judges of that Court. Among his other publications is his co-authorship, with Bruce D. Greenberg, of the chapter entitled "Class Action Litigation" in *New Jersey Federal Civil Procedure* (NJLJ Books 1st ed. 1999, 2d ed. 2010, and annual supplements).

Mr. Lite has more than 20 years of class action litigation experience, including serving as an expert on attorneys' fees. He has served in an active role as Lead, Co-Lead, or Liaison Counsel in over 100 cases, including major securities, derivative, antitrust, consumer fraud, and products liability matters, in New Jersey federal and state courts and in other jurisdictions. In three of those cases, Mr. Lite and LDG were Co-Lead Counsel for the State of New Jersey, Division of Investment, as Lead Plaintiff: *Reginald Newton v. Tenet Healthcare Corp.*, (Tenet Healthcare Securities Litigation), cv-02-8462-RSWL (C.D. Cal.) (\$281.5 million settlement); *In re Motorola Securities Litig.*, Civ. No. 03-C-287 (N.D. Ill.), reported opinions, 505 F. Supp. 2d 501 (N.D. Ill. 2007), 2004 WL 2032769 (N.D. Ill. Sept. 9, 2004) (\$193 million settlement reached three business days before trial); *In re STEC Securities Litig.*, No. SACV 09-01304-JVS (MLGx) (\$35.75 million settlement); and *State of New Jersey and its Division of Investment v.*

Sprint Corp., Civil No. 03-2071-JWL (D. Kan.), reported opinions, 2008 WL 191780 (D. Kan. Jan. 23, 2008), 2004 WL 1960130 (D. Kan. Sept. 3, 2004), 314 F. Supp. 2d 1119 (D. Kan. 2004).

Other significant class action cases in which Mr. Lite has played an active role include *In re Bristol-Myers Squibb Securities Litigation*, Civil Action No. 00-1190(SRC), reported opinions, 2005 WL 2007004 (D.N.J. Aug. 17, 2005), 205 F.R.D. 437 (D.N.J. 2002) (Liaison Counsel) (\$185 million settlement after defeating defendants' summary judgment motion and motions to exclude expert testimony); *In re Electrical Carbon Products Antitrust Litig.*, Master File No. 03-2182(JBS), reported opinion, 447 F. Supp. 2d 389 (D.N.J. 2006) (Co-Liaison Counsel) (\$21.9 million settlement); *In re Nazi Era Cases Against German Defendants Litigation*, Civil Action No. 98-4104(WGB), reported opinion, 198 F.R.D. 429 (D.N.J. 2000) (Liaison Counsel in 60 actions filed throughout the United States and consolidated in the District of New Jersey; \$5.2 billion settlement); *In re Prudential Insurance Company of America Sales Practices Litigation*, Master File No. 95-4704 (AMW), reported opinions, 962 F. Supp. 450 (D.N.J. 1997), *aff'd as to settlement approval*, 148 F.3d 283 (3d Cir. 1998) (Liaison Counsel) (settlement worth over \$4 billion); *Chin v. Chrysler Corp.*, Civil Action No. 95-5569 (JCL), reported opinion, 461 F. Supp.2d 279 (D.N.J. 2006) (Co-Lead Counsel) (catalyst for \$53 million in relief to class); *Weiss v. Mercedes-Benz of North America*, Master File No. 93-96 (JWB), reported opinion, 899 F. Supp. 1297 (D.N.J.), *aff'd*, 66 F.3d 314 (3d Cir. 1995) (\$75 million settlement); *Princeton Economics Group, Inc. v. American Telephone and Telegraph Co.*, Docket No. L-3221-91, Superior Court of New Jersey, Law Division (Mercer County) (Lead Counsel) (\$95 million settlement); *Garcia v. General Motors*, Docket No. L-4394-95, Superior Court of New Jersey, Law Division, Bergen County (Liaison Counsel) (\$25 million settlement);

Angelino v. DaimlerChrysler Corp., Case No. GIC 765729, Superior Court of California, San Diego Division.

In other areas of his practice in complex litigation, Mr. Lite established and coordinated procedures for the nationwide defense of a major manufacturer of safety products in asbestos litigation, and handled the defense of environmental matters involving discharge of petrochemicals with Federal EPA and the U.S. Coast Guard. Mr. Lite has worked for many years alongside some of the nation's top intellectual property firms, serving as New Jersey counsel in major patent and trademark litigation, particularly in the pharmaceutical industry.

Mr. Lite served on the Lawyers' Advisory Committee for the United States Court of Appeals for the Third Circuit from 1992 through 1994, and as a member of the Third Circuit Task Force on Equal Treatment in the Courts, Gender Commission. He also chaired the United States District Court's Merit Selection Panel to recommend candidates for a newly authorized United States Magistrate position assigned to Newark, New Jersey. In addition to many years of service on the Board of Trustees of the Association of the Federal Bar of New Jersey, Mr. Lite was co-chair for four years of the New Jersey State Bar Association's Class Action Committee.

Mr. Lite was selected as a mediator for the United States District Court pursuant to that Court's plan under the Civil Justice Improvements Act of 1990. As a mediator, Mr. Lite participated in environmental litigation involving the nation's largest Superfund site, and a multi-plaintiff public sector discrimination lawsuit, among others.

Mr. Lite is a 1978 graduate of the Seton Hall University School of Law. He was named as a New Jersey Super Lawyer in the May 2005, May 2006, May 2007, May 2008, May 2009, May 2010, May 2011, May 2012, and May 2013 issues of *New Jersey Monthly* magazine. He

was also named to ALM's 2012 "New Jersey Top Rated Lawyers," listed under "Intellectual Property."



STEVEN J. GREENFOGEL (Philadelphia Office) is Counsel to the firm and is resident in the firm's Philadelphia office. Throughout his nearly 40 year legal career, Mr. Greenfogel has specialized in class action antitrust litigation, including many of the most significant multidistrict class action price fixing cases of modern times. He has served as Co-Lead Counsel in *In re Chain Link Antitrust Litigation*, Master File CLF-1 (D.Md); *In re Industrial Silicon Antitrust Litigation*, 95-2104 (W.D.Pa) (which he tried to verdict), and *In re Isostatic Graphite Antitrust Litigation*, No. 2000-cv-4965 (E.D.Pa). Mr. Greenfogel also served as one of the main trial counsel as well as co-chairman in *In re High Pressure Laminates Antitrust Litigation*, No. 00-MD-1368(CLB) (S.D.N.Y.) (which was tried to verdict) and *In re Carbon Dioxide Antitrust Litigation*, MDL 940 (M.D. Fla) (which settled after jury selection). In addition to being Co-Chairman of Discovery in *In re Infant Formula Antitrust Litigation*, Master File No. MDL 878 (N.D. Fla), Mr. Greenfogel served as one of plaintiff's trial counsel (which settled after jury selection). He has served as a member of Plaintiffs' Executive Committee in numerous cases, including, *inter alia*, *In re Municipal Derivatives Antitrust Litigation*, MDL 1950 (S.D.N.Y. 2008), *In re Static Random Access Memory (SRAM) Antitrust Litigation*, cv-1819 (N.D. Cal

2007) and *In re Publication Paper Antitrust Litigation*, MDL 1631 (D. Ct 2004). Mr. Greenfogel has also played a major role in numerous other multidistrict antitrust class actions, including, *inter alia*, *O'Bannon v. National Collegiate Athletic Ass'n*, et al. cv-091967 cw (N.D. Cal 2009) (Co-chairman Discovery); *In re TFT-LCD (Flat Panel) Antitrust Litigation*, MDL 1827 (N.D. Cal 2006); *In re Direct Random Access Memory (DRAM) Antitrust Litigation*, No. 02-cv-01486-OHG (N.D. Cal 2002); *In re NASDAQ Market Makers Antitrust Litigation*, MDL 1023 (S.D.N.Y.) (Chairman of Discovery); *In re Brand Names Prescription Drugs Antitrust Litigation*, MDL 997 (N.D. Ill.); *In re Commercial Tissue Antitrust Litigation*, MDL 1189 (N.D. Fla); *In re Infant Formula Antitrust Litigation*, Master File No. MDL 878 (N.D. Fla); *Cumberland Farms v. Browning Ferris Industries, Inc.*, A.A. No. 87-3717; *Superior Beverage/Glass Container Antitrust Litigation*, 89 C 5251 (N.D. Ill.); *In re Chlorine and Caustic Soda Antitrust Litigation*, 86-5428 (E.D.Pa); *In re Records and Tapes Antitrust Litigation* (N.D.Ill.); and *In re Broiler Chicken Antitrust Litigation* (N.D.Ga).

Earlier in his career from 1977 to 1980, Mr. Greenfogel served as an Assistant Attorney General in the Commonwealth of Massachusetts and was the first Chief of its Antitrust Division. He was the author of the Commonwealth's Antitrust Law (M.G.L. 93). During that time, he was a panelist at the New England Antitrust Conference in Boston as well as speaking on antitrust matters at various venues in Massachusetts.

Mr. Greenfogel has served as a member of the Board of Trustees of Camden County College since 2000, having been appointed to that position by Governors Whitman, McGreevy and Corzine. He is a Fellow of the Litigation Counsel of America, as Trial Lawyer Honorary Society. He has been selected eight times as one of the Top Attorneys in Pennsylvania by

Philadelphia Magazine and has an “AV” rating from Martindale Hubbell.

ASSOCIATES

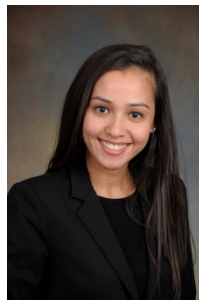


JEFFREY A. SHOOMAN (Newark Office), born Long Branch, New Jersey, March 10, 1981. Admitted to bar 2006, New Jersey and U.S. District Court for the District of New Jersey, , New York, 2007, United States Court of Appeals for the Second Circuit, 2012, United States District Courts for the Southern and Eastern Districts of New York, 2012. Education: New York University (B.A. in Politics 2003); Seton Hall University School of Law (J.D. 2006). Law Clerk to the Hon. Esther Salas, U.S. District Court for the District of New Jersey 2008-2009. Class Actions; Civil Litigation; Commercial Litigation; Appellate Practice.

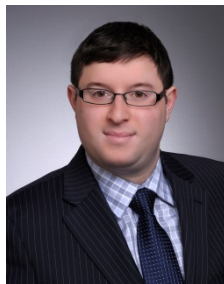


KYLE A. SHAMBERG (Chicago Office), born Arlington Heights, Illinois, June 29, 1983. Admitted to bar of state of Illinois 2010; state of New York, U.S. District Courts for the Southern and Eastern Districts of New York, 2012; U.S. District Court for the Northern District

of Illinois, Western District of New York, and U.S. Court of Appeals for the Second Circuit, 2013. Education: University of Wisconsin-Madison (B.A. in English and Psychology 2005); Loyola University Chicago School of Law (J.D. 2009, *magna cum laude*). Staff Attorney, U.S. Court of Appeals for the Second Circuit, 2009-2011. Class Actions; Civil Litigation; Commercial Litigation; Appellate Practice.



DANIELLE Y. ALVAREZ (Newark Office), born Elizabeth, New Jersey, September 27, 1986. Admitted to bars in New Jersey (2011) and New York (2013). Education: New York University (B.A. in Politics, Minor in Business, 2008); Seton Hall University School of Law (J.D. 2011). Civil Litigation; Commercial Litigation; Class Actions; Appeals; Public Entity Law.



MICHAEL I. GOLDMAN (Newark Office), born New York, New York, September 5, 1986. Admitted to bar 2012, New Jersey, 2013, New York and U.S. District Court for the District of New Jersey. Education: University of Florida (B.A. in History 2008); Seton Hall

University School of law (J.D. 2012). Municipal Practice; Complex Commercial Litigation; Class Action Litigation; Intellectual Property Litigation; Employment/Labor Law.



ERIK E. SARDIÑA (Newark Office), born Ridgewood, New Jersey, October 16, 1986. Admitted to bar 2013, New Jersey; Admission Application pending to New York bar. Education: New York University (B.A. in History & Theology 2009); Seton Hall University School of Law (J.D. 2013). Complex Commercial Litigation; Class Action Litigation; Municipal Practice; Employment/Labor Law.



ADAM NAJIB (Newark Office), was born in Teaneck, New Jersey on July 23, 1986. Admitted to the bar 2013, New Jersey bar and the U.S. District Court for the District of New Jersey. Education: New York University (B.A. in Psychology 2008) and Seton Hall University School of Law (J.D. 2012). Adam's practice includes: Public Entity Litigation;

Criminal Litigation; Complex Commercial Litigation; Class Action Litigation; and
Employment/Labor Law.

EXHIBIT 2

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

EXHIBIT 2

LITE DEPALMA GREENBERG, LLC

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Joseph J. DePalma (P)	4.80	\$750.00	\$3,600.00
Partner Name (P)		\$	\$
Partner Name (P)		\$	\$
Steven J. Greenfogel (OC)	2.50	\$800.00	\$2,000.00
Mary Jean Pizza (SA)	485.00	\$300.00	\$145,500.00
Senior Associate Name (SA)		\$	\$
Senior Associate Name (SA)		\$	\$
Associate Name (A)		\$	\$
Associate Name (A)		\$	\$
Associate Name (A)		\$	\$
		\$	\$
NON-ATTORNEYS			
Senior Paralegal Name (SPL)		\$	\$
Senior Paralegal Name (SPL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Law Clerk (LC)		\$	\$
Law Clerk (LC)		\$	\$
TOTAL:			\$151,100.00

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

1 W. Joseph Bruckner (MN Bar # 147758)
2 LOCKRIDGE GRINDAL NAUEN P.L.L.P.
3 100 Washington Avenue South, Suite 2200
4 Minneapolis, MN 55401
5 Phone: 612-339-6900
6 Fax: 612-339-0981
7 Email: wjbruckner@locklaw.com

8 *Counsel for Plaintiffs*

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

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

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

**DECLARATION OF W. JOSEPH
BRUCKNER IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

16
17 **This Document Relates to:**

18 **ALL ACTIONS**
19
20
21
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28

1 I, W. Joseph Bruckner, declare and state as follows:

2 1. I am a Partner of the law firm of Lockridge Grindal Nauen P.L.L.P. I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel to Reiko Hirai and the Direct Purchaser Class throughout
8 the course of this litigation. The background and experience of Lockridge Grindal Nauen P.L.L.P.
9 and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Lockridge Grindal Nauen P.L.L.P. has prosecuted this litigation solely on a contingent-
11 fee basis, and has been at risk that it would not receive any compensation for prosecuting claims
12 against the Defendants. While Lockridge Grindal Nauen P.L.L.P. devoted its time and resources
13 to this matter, it has foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Lockridge Grindal Nauen P.L.L.P. performed the
15 following work:

16 **PLEADINGS AND MOTIONS**

- 17 • Analyzed and proposed revisions to the draft amended complaint;
- 18 • Researched, drafted and revised plaintiffs' opposition to European Carriers'
19 motions to dismiss;
- 20 • Conferred with Co-Lead Counsel regarding same.

21 **DISCOVERY**

- 22 • Researched and analyzed Defendant Air France discovery responses;
- 23 • Assessed and outlined issues and deficiencies in Air France discovery responses;
- 24 • Coordinated and organized information for discovery conferences with counsel for
25 Defendant Air France;
- 26 • Negotiated and conducted discovery conferences with counsel for Defendant Air
27 France regarding completion of data provided in discovery responses and for
28 additional discovery requests;

- 1 • Negotiated with counsel for Defendant Air France production of transaction data
- 2 pursuant to cooperation terms of the settlement agreement;
- 3 • Coordinated and supervised assigned document review project;
- 4 • Reviewed and coded documents produced by Defendants ANA Japan, Cathay
- 5 Pacific, EVA Airways, Philippine Airlines and Singapore Airlines;
- 6 • Conferred with Co-Lead Counsel regarding discovery and document review
- 7 projects.

8 5. Attached as Exhibit 2 is a chart showing my firm's total hours and lodestar, computed at
9 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
10 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
11 hours spent by Lockridge Grindal Nauen P.L.L.P. during this period of time was 2,814.75, with a
12 corresponding lodestar of \$874,493.75. This summary was prepared from contemporaneous,
13 daily time records regularly prepared and maintained by my firm. The lodestar amount reflected
14 in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professionals at my
15 law firm for the benefit of the Class.

16 6. The hourly rates for the attorneys and professional support staff in my firm included in
17 Exhibit 2 are the usual and customary hourly rates charged by Lockridge Grindal Nauen P.L.L.P.
18 for litigation of this nature during that time frame.

19 7. My firm has expended a total of \$1,156.48 in unreimbursed costs and expenses in
20 connection with the prosecution of this litigation. These costs and expenses are itemized in the
21 chart attached as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by my
22 firm on a contingent basis, and have not been reimbursed. The expenses incurred in this action
23 are reflected on the books and records of my firm. These books and records are prepared from
24 expense vouchers, check records and other source materials and represent an accurate record of
25 the expenses incurred.

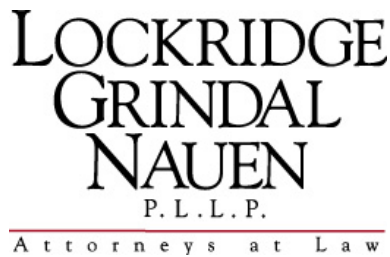
26 8. Lockridge Grindal Nauen P.L.L.P. has paid a total of \$32,500.00 in assessments to the
27 common cost litigation fund established in this case for the joint prosecution of this litigation
28 against the Defendants.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 1st day of April, 2015 at Minneapolis, Minnesota.

W. Joseph Bruckner

EXHIBIT 1

Exhibit 1



Founded in 1978, Lockridge Grindal Nauen P.L.L.P. has extensive experience in antitrust, securities, environmental, employment, health care, commercial, intellectual property and telecommunications law.

Our clients include agri-businesses, business enterprises, banks, local governments, trade and industry associations, real estate developers, telecommunications providers, health care professionals, casualty insurers, publishers and authors, and a major computer manufacturer and retailer.

Lockridge Grindal Nauen P.L.L.P. attorneys are assisted by more than 20 paralegals and government relations specialists, and an extensive support staff. The firm has offices in Minneapolis, Minnesota and Washington, D.C.

ANTITRUST LAW

LGN practices extensively in antitrust litigation. The firm has litigated major cases and class actions involving price fixing, industry cartels, predatory pricing, price discrimination, and other antitrust and trade regulation issues in courts nationwide. LGN attorneys have been recognized by courts, peer review publications and other professional organizations as leading antitrust lawyers.

In addition to their litigation expertise, LGN's antitrust attorneys also counsel our commercial and health care clients on a wide variety of antitrust and trade regulation matters, including corporate and product acquisitions and divestitures.

For over 30 years the firm has prosecuted antitrust cases on behalf of large and small businesses injured by price-fixing and other violations of the antitrust laws. In the last ten years alone, LGN and its co-counsel have recovered more than \$2 billion for their clients and class members in antitrust cases involving national and global price-fixing schemes. Those cases include the following:

Precision Associates, Inc., et al. v. Panalpina World Transport (Holding) Ltd., et. al.,

LGN is Plaintiffs' Co-Lead Counsel for the proposed class of direct purchasers who allege that global freight forwarders conspired to fix, inflate and maintain prices and surcharges for U.S. Freight Forwarding Services. Providers of such freight forwarding services are sometimes referred to as "third party logistics providers." In addition to substantial settlements achieved to date in LGN's civil case, the case has resulted in criminal guilty pleas and fines against defendants in the United States, as well as enforcement actions and fines by competition

authorities around the world. The case is being litigated in the United States District Court for the Southern District of New York before the Honorable John Gleeson.

Wholesale Grocery Products Antitrust Litigation

LGN is Plaintiffs' Co-Lead Counsel for a proposed class of direct purchasers who allege that the largest grocery wholesalers in the United States allocated geographic markets and customers between them, and that independent grocery store retailers were injured as a result. Through their perseverance, Co-Lead Counsel have won two significant opinions from the U.S. Court of Appeals for the Eighth Circuit, which have clarified the law on the scope of arbitration agreements in antitrust conspiracy cases, and the application of the Sherman Antitrust Act to market and customer allocation agreements. The case is being litigated in the United States District Court for the District of Minnesota before the Honorable Ann Montgomery.

Potash Antitrust Litigation (Minn-Chem, Inc. v. Agrium, Inc., et al.)

LGN served as Plaintiffs' Co-Lead Counsel for a class of direct purchasers of potash, a key ingredient in agricultural fertilizer. Plaintiffs alleged that major global potash producers conspired to restrict output and otherwise restrain trade in the global potash market, with the intended result of imposing significant price increases on U.S. potash purchasers. The U.S. Court of Appeals for the Seventh Circuit, sitting *en banc*, issued a significant decision in this case clarifying the construction and application of the Foreign Trade Antitrust Improvements Act and its application to global commerce and foreign cartels. The case was litigated in the United States District Court for the Northern District of Illinois before the Honorable Ruben Castillo.

Flat Glass Antitrust Litigation (II)

LGN served as Plaintiffs' Co-Lead Counsel in this litigation alleging that major U.S. manufacturers conspired to raise prices and impose energy surcharges for Construction Flat Glass in violation of the federal antitrust laws. Construction Flat Glass includes glass used in windows for residential homes and commercial structures, as well as architectural products such as office panels and doors. The case was litigated before the Honorable Donetta W. Ambrose in the Western District of Pennsylvania.

Pressure Sensitive Labelstock Antitrust Litigation

LGN was Co-Lead Counsel for the class of direct purchaser plaintiffs who allege a price-fixing conspiracy among lead manufacturers of adhesive labelstock and film-based self-adhesive labelstock in the United States. The case was litigated in the United States District Court for the Middle District of Pennsylvania before the Honorable Thomas Vanaskie.

Judge Vanaskie commended LGN and co-counsel for our experience and prosecution of this complex matter:

Co-Lead Counsel are well-versed in antitrust law and have demonstrated their knowledge throughout the course of these proceedings [T]he Court has observed Co-Lead Counsel's

performance . . . and is convinced they will fairly and adequately represent the interests of the class.

Urethane Antitrust Litigation

LGN was Co-Lead Counsel for the class of direct purchaser plaintiffs in the polyester polyol actions of this consolidated antitrust litigation. This case was litigated in the United States District Court for the District of Kansas before the Honorable John Lungstrum. LGN and our co-counsel obtained \$33 million in settlements for the benefit of the plaintiff class of all direct purchasers of aliphatic polyester polyols, aliphatic polyester polymers and prepolymers, and aliphatic polyester-based polyurethane systems (“polyester polyol products”).

Judge Lungstrum noted that the successful resolution of this case by LGN and our co-counsel:

resulted from vigorous arm’s-length negotiations which were undertaken in good faith by counsel with significant experience litigating antitrust class actions.

Monosodium Glutamate Antitrust Litigation

LGN was Co-Lead Counsel for a class of direct purchasers of Monosodium Glutamate (MSG) and nucleotides (both food flavor enhancers). We recovered over \$123 million for the benefit of the class from suppliers in the U.S., Japan, and Korea. This action was litigated in the United District Court for the District of Minnesota before then-Chief Judge Paul Magnuson.

Judge Magnuson commended LGN and our co-counsel for our prosecution of this case, and said:

Plaintiffs’ counsel conducted themselves in an exemplary fashion throughout the litigation, and are to be commended for their fine work in this litigation.

These cases are representative samples of LGN’s leadership and success in this area. A complete list of cases is available upon request.

W. Joseph Bruckner

W. Joseph Bruckner is a partner in Lockridge Grindal Nauen P.L.L.P. Mr. Bruckner joined the firm in January 1988, and has been a partner since 1990.

Mr. Bruckner leads the firm's antitrust and competition department and practices in complex business litigation in federal and state courts nationwide. He and the firm are regularly appointed lead and co-lead plaintiffs' class counsel by courts in nationwide antitrust litigation. Mr. Bruckner graduated with honors from Creighton University School of Law in 1982, and served as a law clerk to the Honorable Donald P. Lay, then Chief Judge of the United States Court of Appeals for the Eighth Circuit. He is an Advisory Board Member of the American Antitrust Institute, an Antitrust Law Advisory Board Member of Strafford Publications and Seminars, and a past chair of the Minnesota State Bar Association Antitrust Law Section. Mr. Bruckner is rated AV by Martindale-Hubbell (its highest rating), and is regularly named a "Super Lawyer" in a peer review list of leading Minnesota attorneys. He is a past President and current Executive Committee member of COSAL, a professional organization dedicated to the preservation and enhancement of the antitrust laws. He is a co-author of The International Handbook on Private Enforcement of Competition Law (2010), and Private Enforcement of Antitrust Laws in the United States (2012). He regularly speaks and presents at antitrust and complex litigation programs locally and nationwide.

Mr. Bruckner is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the Eighth, Seventh, Sixth and Third Circuits, the federal and state courts of Minnesota and Nebraska, and several other federal district courts across the nation.

Antitrust Practice

Since 1988, Mr. Bruckner has devoted his practice to prosecuting antitrust class actions and has been counsel of record in the following cases, among others:

- **Plaintiffs' Lead Counsel:** *Precision Associates, Inc. v. Panalpina World Transport (Holding) Ltd., et al.*, Civil No. 1:08-cv-42-JG-VVP (E.D.N.Y.);
- *In re Wholesale Grocery Products Antitrust Litigation*, MDL No. 2090, Case No. 0:09-md-2090 (D. Minn.) – Plaintiffs' Co-Lead and Liaison Counsel;
- *In re Potash Antitrust Litig. (II)*, Civil No. 1:08-md-06910 (N.D. Ill.) – Plaintiffs' Co-Lead Counsel;
- *In re Flat Glass (II) Antitrust Litig.*, Civil No. 2:08-mc-180 (W.D. Pa.) – Plaintiffs' Co-Lead Counsel;
- *In re High Pressure Laminates Antitrust Litig.*, MDL No. 1368 (S.D.N.Y.) – Sub-Class Lead Counsel;
- *Inquivosa et al. v. Ajinomoto Co., et al.*, Civil No. 03-2997 PAM (D. Minn.) (related to *In re Monosodium Glutamate Antitrust Litig.*) – Plaintiffs' Co-Lead Counsel;
- *In re Monosodium Glutamate Antitrust Litig.*, MDL No. 1328 (D. Minn.) – Plaintiffs' Co-Lead Counsel;
- *In re Pressure Sensitive Labelstock Antitrust Litig.*, MDL No. 1556 (M.D. Pa.) – Plaintiffs' Co-Lead Counsel; and
- *In re Urethane Antitrust Litig.*, MDL No. 1616 (D. Kan.) - Plaintiffs' Co-Lead Counsel.

Plaintiffs' Executive Committee or Committee Chair:

- *In re Cathode Ray Tube (CRT) Antitrust Litig.*, MDL No. 1917 (N.D. Cal.) – Plaintiffs' Executive Committee;
- *In re Digital Music Antitrust Litig.*, Master File No. 1:06-md-01780-LAP (S.D.N.Y.) – Discovery Committee Chair;
- *In re Ethylene Propylene Diene Monomer (EPDM) Antitrust Litig.*, MDL No. 1542 (D. Conn.) – Discovery Committee Chair;
- *In re Hydrogen Peroxide Antitrust Litig.*, MDL No. 1682 (E.D. Pa.) – Discovery Committee Chair;
- *Kleen Products LLC, et al. v. Packaging Corporation of America, et al. (Containerboard Antitrust Litig.)*, Case No. 1:10-cv-5711 (N.D. Ill.) Plaintiffs' Executive Committee;

- *In re Linerboard Antitrust Litig.*, MDL No. 1261 (E.D. Pa.) - Plaintiffs' Executive Committee;
- *In re LTL Shipping Services Antitrust Litig.*, MDL No. 1895, (N.D. Ga.) – Briefing Committee Chair;
- *In re Microcrystalline Cellulose Antitrust Litig.*, MDL No. 1402 (E.D. Pa.) – Lead Counsel for Vitamins Purchaser Class;
- *In re NBR Antitrust Litig.*, Civil No. 03-1898 (W.D. Pa.) – Committee Chair; and
- *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.*, MDL No. 1720 (E.D.N.Y.) - Plaintiffs' Executive Committee.

Other Antitrust Matters:

- *In re Aluminum Warehousing Antitrust Litig.*, Case No. 1:13-md-02481 (S.D.N.Y.)
- *In re Automotive Parts Antitrust Litig.*, MDL No. 2311 (E.D. Mich.);
- *In re Automotive Refinishing Paint Antitrust Litig.*, MDL No. 1426 (E.D. Pa.);
- *In re Aftermarket Filters Antitrust Litig.*, MDL No. 1957 (N.D. Ill.);
- *In re Blood Reagents Antitrust Litig.*, MDL No. 2081;
- *In re Capacitors Antitrust Litig.*, Case No. 3:14-cv-03264 (N.D. Cal.);
- *In re Chocolate Confectionary Antitrust Litig.*, MDL No. 1935 (M.D. Pa.);
- *In re Crude Oil Commodity Futures Litig.*, Case No. 1:11-cv-3600 (S.D. N.Y.);
- *In re Domestic Drywall Antitrust Litigation*, Case No. 2:13-md-02437 (E.D. Pa.)
- *In re Dynamic Random Access Memory (DRAM) Antitrust Litig.*, Case No. M:02-cv-1486 (N.D. Cal.);
- *In re Electronic Books Antitrust Litig.*, Case No. 1:11-md-2293 (S.D. N.Y.), MDL Docket No. 2293;
- *In re Fasteners Antitrust Litig.*, MDL No. 1912, (E.D. Pa.);
- *In re Flash Memory Antitrust Litig.*, Case No. 4:07-cv-86 (N.D. Cal.);
- *In re Flat Glass (I) Antitrust Litig.*, MDL No. 1200 (W.D. Pa.);
- *In re Foundry Resins Antitrust Litig.*, Case No. 2:04-md-1638, (S.D. Ohio);
- *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*, MDL No. 2542 (S.D. N.Y.);

- *In re Korean Air Lines Co., Ltd. Antitrust Litig.*, MDL No. 1891 (C.D. Cal.);
- *In re Libor-Based Financial Instruments Antitrust Litig.*, Case No. 1:11-md-2262 (S.D. N.Y.); MDL 2262;
- *In re Lithium Batteries Antitrust Litig.*, MDL No. 2420 (N.D. Cal.);
- *In re National Collegiate Athletic Association Athletic Grant-In-Aid Cap Antitrust Litigation*, MDL No. 2541 (N.D. Cal.);
- *In re Optical Disk Drive Products Antitrust Litig.*, MDL No. 2143, Case No. 3:10-md-2143 (ND Calif.);
- *In re OSB Antitrust Litig.*, Civil No. 2:06-cv-0826-PD (E.D. Pa.);
- *In re Packaged Ice Antitrust Litig.*, MDL No. 1952, (E.D. Mich.);
- *In re Platinum and Palladium Antitrust Litig.*, Civil No. 1:14-cv-09391-GHW (S.D. N.Y.);
- *In re Pre-Filled Propane Tank Antitrust Litig.*, MDL No. 2567 (W.D. Mo.);
- *In re Processed Egg Products Antitrust Litig.*, MDL No. 2002 (E.D. Pa.);
- *In re Publication Paper Antitrust Litig.*, Civil No. 3:04-md-1631 (SRU) (D. Conn.);
- *In re Static Random Access Memory (SRAM) Antitrust Litig.*, MDL No. 1819 (N.D. Cal.);
- *In re TFT-LCD (Flat Panel) Antitrust Litig.*, MDL No. 1827 (N.D. Cal.);
- *The Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan*, Case No. 2:10-cv-14360 (E.D. Mich.); and
- *In re Transpacific Passenger Air Transportation Antitrust Litig.*, Case No. 3:07-cv-5634 (N.D. Cal.).

Richard A. Lockridge

Richard A. Lockridge is a partner in Lockridge Grindal Nauen P.L.L.P. He is a graduate of the University of Iowa Law School (J.D., *with high distinction*, 1974) where he served as Managing Editor of the *Iowa Law Review*. Thereafter, from 1974 to 1976, he served as a law clerk to the Honorable Myron H. Bright of the United States Court of Appeals for the Eighth Circuit. From 1976 to 1978, he handled civil litigation as a Minnesota Special Assistant Attorney General.

During more than thirty years of practice, Mr. Lockridge has been continuously active in class action and other complex litigation, including the following cases in which he has been lead or co-lead counsel:

- *David L. Antonson, et al. v. Leon H. Robertson, et al.* (American Carriers Securities Litig.) Civil No. 88-2567 (D. Kan.);
- *In re Baycol Products Litig.*, MDL No. 1431 (D. Minn.);
- *Benacquisto, et al. v. American Express Financial Corp. et al.*, Master File No. 00-1980 (D. Minn.), Civil Action No. 96-18477 (Henn. Cty. Dist. Ct.) (insurance class action);
- *In re Catfish Antitrust Litig.*, MDL No. 928 (N.D. Miss.);
- *In re Citi-Equity Group, Inc. Securities Litig.*, Master File No. 3-94-1024 (D. Minn.);
- *In re Digi International Inc. Securities Litig.*, Master File No. 97-5 (D. Minn.);
- *In re Flat Glass Antitrust Litigation (II)*, MDL No. 1942 (W.D. Pa.);
- *George Guenther, et al. v. Cooper Life Sciences, et al.* (Cooper Life Sciences Securities Litig.), No. C 89-1823 MHP (N.D. Cal.);
- *In re LaserMaster Technologies, Inc. Securities Litig.*, Master File No. 4-95-631 (D. Minn.);
- *Lockwood Motors, Inc., et al. v. General Motors Corporation*, Master File No. 3-94-1141 (D. Minn);
- *In re Lutheran Brotherhood Variable Insurance Products Co. Sales Practices Litig.*, MDL No. 1309 (D. Minn.);

- *Meyers v. The Guardian Life Insurance Company of America, Inc. Litig.*, Civil No. 2:97CV35-D-B (N.D. Miss.);
- *In re Microcrystalline Cellulose Antitrust Litig.*, MDL No. 1402 (E.D. Pa.);
- *In re Monosodium Glutamate Antitrust Litig.*, MDL No. 1328 (D. Minn.);
- *In re New Steel Pails Antitrust Litig.*, Master File No. C-1-91-213 (S.D. Ohio);
- *In re Piper Funds, Inc. Institutional Government Income Portfolio Litig.*, Master File No. 3-94-587 (D. Minn.);
- *In re Polypropylene Carpet Antitrust Litig.*, MDL No. 1075 (N.D. Ga.);
- *In re Residential Doors Antitrust Litig.*, MDL No. 1039 (E.D. Pa.);
- *Richard J. Rodney, Jr., et al. v. KPMG Peat Marwick*, No. 4-95-CIV-800 (D. Minn.);
- *In re Select Comfort Corporation Securities Litig.*, Master File No. 99-884 (D. Minn.);
- *Gary G. Smith, et al. v. Little Caesar Enterprises, Inc., et al.* (Little Caesar Franchise Litig.), Civil No. 93 CV 74041 DT (E.D. Mich.);
- *Alan B. Spitz and Linda Spitz, and Ann Novacheck v. Connecticut General Life Insurance Company*, MDL No. 1136 (C.D. Cal.);
- *In re Steel Drums Antitrust Litig.*, MDL No. 887 (S.D. Ohio);
- *In re Summit Medical Systems, Inc. Securities Litig.*, Master File No. 97-558 (D. Minn.); and
- *In re Unisys Savings Plan Litig.*, Master File No. 91-3067 (E.D. Pa.).

Mr. Lockridge also is or has been involved in the following litigation:

- *In re ADC Telecommunications, Inc. Shareholders Litig.*, No. 27-cv-10-17053 (Henn. Cty. Dist. Ct.);
- *In re Air Cargo Shipping Services Antitrust Litig.*, Civil No. 1:06-md-1775-CBA-VVP (E.D.N.Y.);
- *American Telephone and Telegraph Antitrust Litig.*, Civil Action No. 81-2623 (D.D.C.);
- *In re AOL Time Warner Securities Litig.*, MDL No. 1500 (S.D.N.Y.);
- *Aviva Partners, LLC, v. Navarre Corp., et al.*, Master File No. 05-1151 (D. Minn.);
- *In re Bioplasty Securities Litig.*, Master File No. 4-91-689 (D. Minn.);
- *Chemical Distribution, Inc., et al. v. Akzo Nobel Chemicals, et al.*, MDL No. 1226 (N.D. Cal.);

- *In re Chronimed Inc., Securities Litig.*, Master File No. 01-1092 (D. Minn.);
- *In re Commodity Exchange, Inc., Silver Futures and Options Trading Litigation*, Case No. 1:11-md-2213-RPP (S.D.N.Y.);
- *In re Connecticut General Life Insurance Co. Premium Litig.*, MDL No. 1336 (C.D. Cal.);
- *In re Countrywide Financial Securities Litigation* No. 07-CV-05295 (C.D. Cal.);
- *In re Credit Suisse – AOL Securities Litig.*, Case No. 1:02-CV-12146-NG (D. Mass.);
- *Crosby v. Aid Association for Lutherans*, Master File No. 00-CV-2112 (D. Minn.);
- *In re Delphi Corporation Securities, ERISA, and Shareholder Derivative Litig.*, Master Case No. 05-md-1725 (E.D. Mich.);
- *Dixie Brewing Company, Inc. v. John Barth, Inc.* (In re Hops Antitrust Litig.), Civil No. 8404434 (E.D. Pa.);
- *In re Domestic Air Transportation Antitrust Litig.*, MDL No. 861 (N.D. Ga.);
- *Durocher v. American Family Life Insurance Co.*, Case No. 97-CV-292 (Marinette Cty. Dist. Ct.);
- *In re Endotronics Securities Litig.*, Master File No. 4-87-130 (D. Minn.);
- *In re Federal National Mortgage Association Securities, Derivative and ERISA Litig.*, MDL No. 1668 (D.D.C.);
- *Fink v. Rainforest Café*, No. MC 00-451 (Henn. Cty. Dist. Ct.);
- *In re Flat Glass (I) Antitrust Litig.*, MDL No. 1200 (W.D. Pa.) ;
- *Funeral Consumers Alliance, Inc., et al. v. Service Corporation International, et al.*, No. H-05-3394 (S.D. Tex.);
- *In re Guidant Corp. Implantable Defibrillators Products Liability Litig.*, MDL No. 1708 (DWF/AJB)(D. Minn.);
- *Haritos, et al. v. American Express Financial Advisors, Inc.*, 02-2255-PHX-PGR (D. Ariz.);
- *In re ICN/Viratek Securities Litig.*, 87 Civ. 4296 (S.D.N.Y.);
- *Johnson v. Kives* (K-Tel Securities Litig.), Master File No. 4-85-1216 (D. Minn.);
- *In re King Pharmaceuticals, Inc. Securities Litig.*, No. 2:03-CV-77 (E.D. Tenn.);
- *Kirk Dahl, et al. V. Bain Capital Partners, LLC, et al.* (Private Equity Antitrust Litigation) No. 07-CV-12388 (D. Mass);

- *In re Korean Air Lines Co., Ltd. Antitrust Litig.*, MDL No. 1891 (C.D. Cal.);
- *John S. Lawrence v. Philip Morris Companies, Inc., et al.* (Philip Morris Securities Litig.), Civil No. 94-1494 (E.D.N.Y.);
- *In re Lease Oil Antitrust Litig.*, MDL No. 1166 (S.D. Tex.);
- *Leetate Smith, et al. v. Merrill Lynch & Co., et al.* (Orange County Bond Litig.), No. SACV-94-1063-LHM (EEEx) (C.D. Cal.);
- *Glen Lewy 1990 Trust v. Investment Advisers, Inc., et al.*, No. CT-00-17047 (Henn. Cty. Dist. Ct.);
- *Low Density Polyethylene Resin Antitrust Litig.*, No. 82 Civ. 1093 (S.D.N.Y.);
- *Marksman Partners, L.P., et al. v. Chantal Pharmaceutical Corporation, et al.*, Master File No. CV-96-0872-WJR (C.D. Cal.);
- *In re Medtronic, Inc. Implantable Defibrillator Products Liability Litig.*, MDL No. 1726 (JMR/AJB) (D. Minn.)
- *In re Merck & Co., Inc., Securities, Derivative & ERISA Litig.*, No. 3:05-cv-1151 (D.N.J.);
- *In re Meridia Products Liability Litig.*, MDL No. 1481 (N. D. Ohio);
- *In re Methionine Antitrust Litig.*, MDL No. 1311 (N.D. Cal.);
- *Steven S. Mitchell v. Thousand Trails, Inc.* (Thousand Trails Security Litig.), Civil No. C86-146 (W.D. Wash.);
- *In re Nasdaq Market-Maker Antitrust Litig.*, MDL No. 1023 (S.D.N.Y.);
- *Nelsen v. Craig-Hallum (Craig-Hallum Securities Litig.)*, Master File No. 4-86-135 (D. Minn.);
- *Ohio Public Employees Retirement System, et al. v. Freddie Mac, et al.*, MDL No. 1584 (S.D.N.Y.) (Federal Home Loan Mortgage Corporation Securities Litig.);
- *In re OM Group, Inc. Securities Litig.*, No. 1:02 CV 2163 (N.D. Ohio);
- *In re Packaged Ice Antitrust Litig.*, MDL 1952, (E.D. Mich.);
- *In re Painwebber Securities Litig.*, 86 Civ. 6776 (S.D.N.Y.);
- *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.*, MDL No. 1720 (E.D.N.Y.);
- *In Re Propulsid Products Liability Litig.*, MDL No. 1355 (E.D. La.);
- *In re Puerto Rican Cabotage Antitrust Litigation*, MDL No. 1960, Case No. 3:08-md-1960 (D. Puerto Rico);
- *In re Retek, Inc. Securities Litig.*, Master File No. 02-4209 (D. Minn.);
- *In re Rezulin Litig.*, MDL No. 1348 (S.D.N.Y.);

- *In re Riscorp, Inc. Securities Litig.*, Master File No. CV-96-2374-CIV-T-23A (M.D. Fla.);
- *Rodney v. OCA, Inc., et al.*, No. 05-2219 (E.D. La.);
- *In re Scientific-Atlanta, Inc. Securities Litig.*, No. 1:01-CV-1950 (N.D. Ga.);
- *In re Serzone Products Liability Litig.*, MDL No. 1477 (S.D. W. Va.);
- *Spencer v. Comserv Corporation* (Comserv Securities Litig.), Master File No. 4-84-794 (D. Minn.);
- *In re Tamoxifen Citrate Antitrust Litig.*, MDL No. 1408 (E.D.N.Y.);
- *In re Telxon Securities Litig.*, No. 5:98-CV-2876 (N.D. Ohio);
- *In re Tricord Systems, Inc. Securities Litig.*, Master File No. 3-94-746(D. Minn.);
- *In re Tyco International, Ltd.*, ERISA Civil File No. 02-cv-1357 (D.N.H.);
- *In re Vioxx Product Liability Litig.*, MDL No.1657 (E.D.La.);
- *In re Western Union Money Transfer Litig.*, Master File No. CV 01 0335 (E.D.N.Y.);
- *William Stevenson, et al v. ev3, Inc. et al.* No 27-cv-13773 (Henn. Cty. Dist. Ct.);
- *In re Wirebound Box Antitrust Litig.*, MDL No. 793 (D. Minn.); and
- *In re Worldcom, Inc. Securities Litig.*, No. 02-CV-3288 (S.D.N.Y.).

Mr. Lockridge was co-lead defense counsel for the target defendant in *Mid-State Oil v. Simonson Oil* (price fixing) Civil No. A3-79-18 (D.N.D.); plaintiff's counsel in *Superlines Co. v. E.W. Wylie Corp.*, 1981-2 Trade Cases (CCH) (D. Minn. 1981); and one of the defense counsel in *Ray Adduono v. World Hockey Association*, Master File No. 3-82-586 (D. Minn.).

Mr. Lockridge spent one year in Houston, Texas working on the trial of the *Corrugated Container Antitrust Litigation*, MDL No. 310 (S.D. Tex.), a case which resulted in one of the largest verdicts (in excess of \$1 billion) ever awarded by a jury in antitrust litigation. He was also part of the plaintiffs' trial team for *In re High Pressure Laminates Antitrust Litigation*, MDL No. 1368 (S.D.N.Y.), which recently was tried in the Southern District of New York; a case in which settlements totaled over \$40 million.

Mr. Lockridge also was one of the attorneys who successfully represented West Publishing Company in a monopolization and attempted monopolization case brought by West against Mead Corporation (the then owner of “LEXIS”), and in a monopolization and attempted monopolization case brought by Mead against West (the “LEXIS v. Westlaw” antitrust cases).

Heidi M. Silton

Heidi M. Silton is a partner in Lockridge Grindal Nauen P.L.L.P. She graduated from Valparaiso University with a B.A. in 1992. She is a 1995 graduate of William Mitchell College of Law. Ms. Silton is admitted to practice before the United States Court of Appeals for the Eighth Circuit and the federal and state courts of Minnesota. She is a member of the Federal Bar Association and the Minnesota and Hennepin County Bar Associations. She currently serves as Chair of the Antitrust Section of the Minnesota State Bar Association. Ms. Silton practices primarily in the areas of antitrust, class action and commercial litigation.

Ms. Silton has been named one of Minnesota's "Super Lawyers" by Minnesota Law & Politics Magazine from 2003 to 2013. In 2007-2009, Ms. Silton was listed among the Top 100 Women Super Lawyers and named one of the Top 50 Women Minnesota Super Lawyers in 2012-2013. Ms. Silton is active in the community having served as a co-chair for the American Diabetes Association's Gala, a co-host for the Twin Cities Second Harvest fundraising event, the annual "Butterball," and in 2014 was a co-chair of the Sanneh Foundation Annual Gala.

In May 2005, the Minnesota Business Journal selected Ms. Silton as one of Minnesota's "Forty Under 40" business and community leaders. She is one of just a few attorneys included in this select group of business leaders.

Ms. Silton has worked on a number of complex and class action antitrust and insurance matters in which the firm has had a leading or other significant role, including:

- *In re Air Cargo Shipping Services Antitrust Litig.*, Civil No. 1:06-md-1775-CBA-VVP (E.D.N.Y.) – Co-Lead Counsel for Indirect Purchaser Plaintiffs;
- *In re Automotive Refinishing Paint Antitrust Litig.*, MDL No. 1426 (E.D. Pa.);

- *Benacquisto, et al. v. American Express Financial Corporation et al.*, Civil Action No. 96-18477 ((Henn. Cty. Dist. Ct.); and Case No. 00-1980 (D. Minn.) (insurance class action);
- *In re Bulk Vitamins Antitrust Litig.*, MDL No. 1285 (D.D.C.);
- *In re Carbon Fiber Antitrust Litig. (Thomas & Thomas Rodmakers Inc. et al. v. Newport Adhesives & Composites, Inc. et al.)*, Case No. CV-99-07796 FMC (C.D. Cal.);
- *In re Chocolate Confectionary Antitrust Litig.*, MDL No. 1935 (M.D. Pa.);
- *In re Commercial Tissue Products Antitrust Litig.*, MDL No. 1189 (N.D. Fla.);
- *In re Dynamic Random Access Memory (DRAM) Antitrust Litig.*, Case No. M:02-cv-1486 (N.D. Cal.);
- *El Jay Poultry v. Packaging Corporation of America, et al.*, Case No. 1:10-cv-5896 (N.D. Ill.);
- *In re Fasteners Antitrust Litig.*, MDL No. 1912, (E.D. Pa.);
- *In re Flat Glass (I) Antitrust Litig.*, MDL No. 1200 (W.D. Pa.);
- *In re Flat Glass (II) Antitrust Litig.*, Civil No. 2:08-mc-180 (W.D. Pa.) – Plaintiffs’ Co-Lead Counsel;
- *In re Food Service Equipment Hardware Antitrust Litigation*, Case No. 1:10-cv-1849 (N.D. Ga.);
- *In re Foundry Resins Antitrust Litig.*, Case No. 2:04-md-1638 (S.D. Ohio);
- *Funeral Consumers Alliance, Inc., et al. v. Service Corporation International, et al.*, No. H-05-3394 (S.D. Tex.);
- *In re Graphite Electrodes Antitrust Litig.*, MDL No. 1244 (E.D. Pa.);
- *In re Hydrogen Peroxide Antitrust Litig.*, MDL No. 1682 (E.D. Pa.) – Committee Chair;
- *Inquivosa et al. v. Ajinomoto Co., et al.*, Civil No. 03-2997 PAM (D. Minn.) (related to *In re Monosodium Glutamate Antitrust Litig.*) – Plaintiffs’ Co-Lead Counsel;
- *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*, MDL No. 2542 (S.D. N.Y.);
- *Kleen Products LLC, et al. v. Packaging Corporation of America, et al.*, Case No. 1:10-cv-5711 (N.D. Ill.);
- *In re Linerboard Antitrust Litig.*, MDL No. 1261 (E.D. Pa.);
- *In re Methionine Antitrust Litig.*, MDL No. 1311 (N.D. Cal.);
- *In re Microcrystalline Cellulose Antitrust Litig.*, MDL No. 1402 (E.D. Pa.);

- *In re Monosodium Glutamate Antitrust Litig.*, MDL No. 1328 (D. Minn.) - Plaintiffs' Co-Lead Counsel;
- *Myers v. The Guardian Life Insurance Company of America, Inc.*, Civil Action No. 3:98cv68-D-B (N.D. Miss.) (insurance class action);
- *In re National Collegiate Athletic Association Athletic Grant-In-Aid Cap Antitrust Litigation*, MDL No. 2541 (N.D. Cal.);
- *In re New England Mutual Life Insurance Company Sales Practices Litig.*, MDL No. 1105 (D. Mass.) (insurance class action);
- *In re Packaged Ice Antitrust Litig.*, MDL No. 1952, (E.D. Mich.);
- *In re Parcel Tanker Shipping Antitrust Litig.*, MDL No. 1568 3:03-md-01568 (AVC) (D. Conn.);
- *In re Pillar Point Partners Antitrust and Patent Litig.*, MDL No. 1202 (D. Ariz.) (Laser Eye Surgery – Antitrust);
- *In re Platinum and Palladium Antitrust Litig.*, Civil No. 1:14-cv-09391-GHW (S.D. N.Y.);
- *In re Polypropylene Carpet Antitrust Litig.*, MDL No. 1075 (N.D. Ga.);
- *In re Potash Antitrust Litig. (II)*, Civil No. 1:08-md-06910 (N.D. Ill.) – Plaintiffs' Co-Lead Counsel;
- *Precision Associates, Inc. v. Panalpina World Transport (Holding) Ltd., et al.*, No. 1:08-cv-42-JG-VVP (E.D.N.Y.) – Plaintiffs' Co-Lead Counsel;
- *In re Pressure Sensitive Labelstock Antitrust Litig.*, MDL No. 1556 (M.D. Pa.) – Plaintiffs' Co-Lead Counsel;
- *In re Processed Egg Products Antitrust Litigation*, MDL No. 2002 (E.D. Pa.);
- *In re Publication Paper Antitrust Litig.*, Civil No. 3:04-md-1631-SRU (D. Conn.);
- *In re Refrigerant Compressors Antitrust Litig.*, MDL No. 2042;
- *In re Sodium Gluconate Antitrust Litig.*, MDL No. 1226 (N.D. Cal.);
- *In re Sorbates Direct Purchaser Antitrust Litig.*, Master File No. C-98-4886 MCC (N.D. Cal.); and
- *In re Urethane Antitrust Litig.*, MDL No. 1616 (D. Kan.) - Plaintiffs' Co-Lead Counsel.

In addition to her litigation practice, Ms. Silton manages the firm's Summer Associate program and is the current Hiring Partner.

Anna M. Horning Nygren

Anna M. Horning Nygren is an associate in Lockridge Grindal Nauen P.L.L.P. She is a 2006 graduate (J.D., summa cum laude, Order of the Coif) of American University Washington College of Law. While at American University, Ms. Horning Nygren received the Mussey Prize (awarded to the student with the highest grade point average in their final year of study in their division) and the Ira P. Robbins Award (awarded for commitment and service to the American University Law Review). She graduated from the University of Minnesota (B.A. English and History, summa cum laude) in 2000. Ms. Horning Nygren is admitted to the bars of Minnesota and the District of Columbia and to the U.S. District Court for District of Minnesota and the U.S. District Court for the Western District of Wisconsin. From 2006 to 2007, she was Law Clerk to the Honorable Helen Meyer, Associate Justice of the Minnesota Supreme Court.

Ms. Horning Nygren has experience in complex business litigation, including class action litigation, and focuses her practice in the areas of business litigation, antitrust law, and employment law.

Representative Cases

- *In re Automotive Parts Antitrust Litig.*, MDL No. 2311 (E.D. Mich.);
- *Precision Associates, Inc. v. Panalpina World Transport (Holding) Ltd., et al.*, Civil No. 1:08-cv-42-JG-VVP (E.D.N.Y.);
- *In re Pressure Sensitive Labelstock Antitrust Litigation*, MDL No. 1556 (M.D. Pa.) (co-lead counsel; achieved \$45 million in settlements for the class);
- *In re Flat Glass (II) Antitrust Litigation*, Civil No. 2:08-mc-180 (W.D. Pa.) (co-lead counsel; achieved \$22.325 million in settlements for the class);
- *Dale Fluegel, et al. v. FedEx Ground Package System, Inc.*, Civil No. 1:05-cv-02326 (N.D. Ill.) (claims under state statutory and common law that FXG misclassified its pickup and delivery drivers as independent contractors and therefore shifted FXG's business expenses to the drivers in violation of the law);
- *Larkin, et al. v. CPI Corporation*, Civ. No. 3:10-cv-00411-wmc (W.D. Wis.);

- *Phillips v. Wells Fargo Bank, N.A.*, Civil No. 08-CV-4686 (PJS/FLN) (D. Minn.) (summary judgment obtained on plaintiff's claims of retaliation in violation of §1981 and the Minnesota Human Rights Act, assault and battery); and
- *Tollefson v. City of Minneapolis*, Civil No. 08-CV-1111 (PJS/RLE) (D. Minn.) (defended the City of Minneapolis in an employment discrimination lawsuit).

Professional Associations

- Minnesota State Bar Association, Committee on Women in the Legal Profession
- Minnesota State Bar Association, Labor and Employment Section
- Minnesota State Bar Association, Antitrust Section
- Minnesota State Bar Association, Civil Litigation Section, Electronic Discovery Working Group
- Hennepin County Bar Association
- American Bar Association

Civic Associations

- Minnesota Supreme Court Historical Society, Education Committee

Rick N. Linsk

Rick Linsk is an associate at Lockridge Grindal Nauen P.L.L.P., practicing primarily in the areas of ERISA, health care law, employment law, and products liability. He is a 2008 graduate (J.D., *cum laude*) of William Mitchell College of Law. He was an Editor of the William Mitchell Law Review and participated in the Ramsey County Volunteer Legal Services Attorney Program, interned at the Center for Homicide Research, and was recognized for achievement in the study of Media Law by The Center for Computer-Assisted Legal Instruction (CALI). After law school, from 2008 to 2009, Mr. Linsk was a Law Clerk to the Honorable Paul H. Anderson, the Honorable G. Barry Anderson, and the Honorable Lorie S. Gildea, Associate Justices of the Minnesota Supreme Court.

Mr. Linsk is admitted to the Minnesota Bar and U.S. District for the District of Minnesota, U.S. District Court for the District of Eastern Wisconsin, and U.S. District Court for the District of Western Wisconsin. He is a member of the Federal Bar Association, Minnesota State Bar Association, Hennepin County Bar Association, and Ramsey County Bar Association. Mr. Linsk is a member of the event planning committee and annual dinner planning committee of the Twin Cities Cardozo Society. Since 2008, he has been a member of the Board of Directors of the United Jewish Fund & Council of St. Paul.

Before and during law school, Mr. Linsk was an award-winning journalist for newspapers in Minnesota, New Jersey, New York, Pennsylvania, and Delaware. He contributed to coverage a college academic fraud scandal that helped the St. Paul Pioneer Press win the 2000 Pulitzer Prize for beat reporting. He contributed to the New York Times' 2007 "Free and Uneasy" project on the lives of wrongly convicted people after they leave prison. Earlier, he graduated from Temple University (*cum laude*) with a B.A. in journalism.

EXHIBIT 2

Exhibit 2				
In re Transpacific Passenger Air Transportation Antitrust Litigation, Case No. 07-cv-05634-CRB				
Lockridge Grindal Nauen P.L.L.P.				
Reported Hours and Lodestar on a Historical Basis				
Time Period March 28, 2008 through February 20, 2015				
TIME REPORT				
Name	Title	Hours	Hourly Rate	Lodestar
Attorneys				
Richard A. Lockridge 2014 Rate	Partner	0.25	\$775.00	\$193.75
Richard A. Lockridge 2013 Rate	Partner	0.00	\$700.00	\$0.00
Richard A. Lockridge 2012 Rate	Partner	0.00	\$675.00	\$0.00
Richard A. Lockridge 2011 Rate	Partner	1.25	\$650.00	\$812.50
Richard A. Lockridge 2010 Rate	Partner	0.00	\$625.00	\$0.00
Richard A. Lockridge 2009 Rate	Partner	0.25	\$600.00	\$150.00
Richard A. Lockridge Subtotal	Partner	1.75		\$1,156.25
W. Joseph Bruckner 2014 Rate	Partner	0.50	\$750.00	\$375.00
W. Joseph Bruckner 2013 Rate	Partner	3.50	\$675.00	\$2,362.50
W. Joseph Bruckner 2012 Rate	Partner	1.25	\$650.00	\$812.50
W. Joseph Bruckner 2011 Rate	Partner	23.00	\$625.00	\$14,375.00
W. Joseph Bruckner 2010 Rate	Partner	0.00	\$600.00	\$0.00
W. Joseph Bruckner 2009 Rate	Partner	13.00	\$575.00	\$7,475.00
W. Joseph Bruckner Subtotal	Partner	41.25		\$25,400.00
Heidi M. Silton 2010 Rate	Partner	8.00	\$500.00	\$4,000.00
Heidi M. Silton 2009 Rate	Partner	61.25	\$475.00	\$29,093.75
Heidi M. Silton Subtotal	Partner	69.25		\$33,093.75
Anna Horning Nygren 2014 Rate	Associate	32.25	\$425.00	\$13,706.25
Anna Horning Nygren 2013 Rate	Associate	11.50	\$375.00	\$4,312.50
Anna Horning Nygren 2012 Rate	Associate	3.00	\$350.00	\$1,050.00
Anna Horning Nygren 2011 Rate	Associate	51.50	\$350.00	\$18,025.00
Anna Horning Nygren Subtotal	Associate	98.25		\$37,093.75
Rick N. Linsk 2010 Rate	Associate	1.50	\$300.00	\$450.00
Rick N. Linsk 2009 Rate	Associate	48.75	\$300.00	\$14,625.00
Rick N. Linsk Subtotal	Associate	50.25		\$15,075.00
Kate M. Baxter-Kauf 2014 Rate	Associate	0.25	\$400.00	\$100.00
Kate M. Baxter-Kauf Subtotal	Associate	0.25		\$100.00
Matthew S. Salzwedel 2009 Rate	Associate	6.25	\$325.00	\$2,031.25
Matthew S. Salzwedel Subtotal	Associate	6.25		\$2,031.25
Matthew S. Krohn 2014 Rate				
Document Review Rate	Associate	578.75	\$300.00	\$173,625.00
Matthew S. Krohn 2013 Rate				
Document Review Rate	Associate	1,938.50	\$300.00	\$581,550.00
Matthew S. Krohn Subtotal	Associate	2,517.25		\$755,175.00
Non-Attorneys				
Elizabeth M. Sipe 2014 Rate	Paralegal	3.00	\$200.00	\$600.00
Elizabeth M. Sipe 2013 Rate	Paralegal	1.00	\$175.00	\$175.00

Elizabeth M. Sipe 2012 Rate	Paralegal	0.00	\$175.00	\$0.00
Elizabeth M. Sipe 2011 Rate	Paralegal	5.25	\$175.00	\$918.75
Elizabeth M. Sipe 2010 Rate	Paralegal	0.00	\$175.00	\$0.00
Elizabeth M. Sipe 2009 Rate	Paralegal	12.00	\$175.00	\$2,100.00
Elizabeth M. Sipe Subtotal		21.25		\$3,793.75
Sahr A. M. Brima 2014 Rate	Law Clerk	9.00	\$175.00	\$1,575.00
Sahr A. M. Brima Subtotal	Law Clerk	9.00		\$1,575.00
TOTALS		2,814.75		\$874,493.75

EXHIBIT 3

Exhibit 3	
In re Transpacific Passenger Air Transportation Antitrust Litigation,	
Lockridge Grindal Nauen P.L.L.P.	
Reported Unreimbursed Expenses Incurred on Behalf of Direct Purchaser Class	
March 28, 2008 through February 20, 2015	
EXPENSE REPORT	
Expense Category	\$ Amount Incurred
Court Costs (Filing fees, etc.)	
Computer Research (Lexis, Westlaw, PACER, etc.)	\$795.73
Document Production	
Experts / Consultants	
Messenger Delivery	
Photocoies - In House	\$24.90
Photocopies - Outside	
Postage	\$2.28
Service of Process	
Overnight Delivery (Federal Express, etc.)	\$67.01
Telephone/Facsimile	\$266.56
Transcripts (Hearings, Depositions, etc.)	
Travel (Airfare, Ground Travel)	
Travel (Meals, Lodging, etc.)	
TOTAL	\$1,156.48

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

**DECLARATION OF STEVEN J.
GREENFOGEL IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, Steven J. Greenfogel, declare and state as follows:

2 1. I was a Shareholder in the law firm of Meredith Cohen Greenfogel & Skirnick, P.C.
3 The firm ceased operations effective January 1, 2012. I submit this declaration in support of
4 Plaintiffs' application for an award of attorneys' fees in connection with the services rendered in
5 this litigation. I make this Declaration based on my own personal knowledge, and if called as a
6 witness, I could and would competently testify to the matters stated herein.
7

8 2. My firm has served as counsel to Class Plaintiffs throughout the course of this litigation.
9 The background and experience of Meredith Cohen Greenfogel & Skirnick, P.C. and its attorneys
10 are summarized in the *curriculum vitae* attached hereto as Exhibit 1.

11 3. Meredith Cohen Greenfogel & Skirnick, P.C. has prosecuted this litigation solely on a
12 contingent-fee basis, and has been at risk that it would not receive any compensation for
13 prosecuting claims against the Defendants. While Meredith Cohen Greenfogel & Skirnick, P.C.
14 devoted its time and resources to this matter, it has foregone other legal work for which it would
15 have been compensated.
16

17 4. During the pendency of the litigation, Meredith Cohen Greenfogel & Skirnick, P.C.
18 performed the following work:

19 ***Performed work in preparation of the IATA and AIPCO subpoenas, as well as working***
20 ***with Plaintiffs' experts in this regard.***
21

22 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
23 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
24 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
25 hours spent by Meredith Cohen Greenfogel & Skirnick, P.C. during this period of time was
26 27.50, with a corresponding lodestar of \$17,895.00. This summary was prepared from
27 contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar
28

1 amount reflected in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by
2 professional staff at my law firm for the benefit of the Class.

3 6. The hourly rates for the attorneys and professional support staff in my firm included in
4 Exhibit 2 are the usual and customary hourly rates charged by Meredith Cohen Greenfogel &
5 Skirnick, P.C. during that time frame.

6
7 7. Meredith Cohen Greenfogel & Skirnick, P.C. has paid a total of \$7,500.00 in
8 assessments for the joint prosecution of the litigation against the Defendants.

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

11 I declare under penalty of perjury under the laws of the United States of America that the
12 foregoing is true and correct. Executed on this 6th day of April, 2015 at Newark, New Jersey.
13

14 /s/ Steven J. Greenfogel
15 **STEVEN J. GREENFOGEL**
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EXHIBIT 1

EXHIBIT I

**BIOGRAPHY OF
MEREDITH COHEN GREENFOGEL & SKIRNICK, P.C.**

Meredith Cohen Greenfogel & Skirnick, P.C., with offices in Philadelphia and New York City, has been recognized by the bench and the bar for its expertise in complex, multi-party litigation. In discussing the quality of legal representation by two of its named partners and its predecessor firm, the Court, in Bagel Inn, Inc. v. All Star Dairies, Inc., et al., 539 F. Supp. 107 (D.N.J. 1982), an antitrust class action, stated:

I do not know whether less able counsel could have obtained this favorable result. I am certain, however, that the quality of legal services in this case was of a high caliber. Id. at 112.

and

Even in my experience with counsel of comparable skill and experience, I have rarely seen a complex matter involving difficult questions of liability and damages such as this handled so expeditiously. I have little doubt that this case harbored the potential to become another in the long string of protracted, indeed interminable, proceedings that have given new meaning to the concept of complex litigation. Although there was extensive discovery involved in this matter, few disputes arose. Most pretrial controversies were resolved by stipulation. It is fair to say that absent counsel's expertise as exhibited in this proceeding, many more hours would have been expended and significantly greater expenses would have been incurred in prosecuting this case without increasing the chances for a more favorable recovery. Id. at 116.

Joel C. Meredith, a shareholder in the firm, is a 1969 graduate of Villanova Law School where he was a member of the Editorial Board of the Villanova Law Review. He is admitted to practice in the Supreme Court of the Commonwealth of Pennsylvania and a member of the Bars of the Supreme Court of the United States, the Court of Appeals for the First, Third, Fifth and Eleventh Circuits, and the Eastern District of Pennsylvania.

During more than thirty years of trial experience, Mr. Meredith has, inter alia, acted as trial counsel to major corporate defendants in antitrust litigation, e.g. Paint Products v. Dutch Boy, Inc., 1980-2 CCH Trade Cases, ¶63,497 (D. Conn. 1980) and to major corporate plaintiffs in complex litigation e.g., Channel Home Centers Div. of Grace Retail Corp. v. Grossman, 795 F.2d 291 (3rd Cir. 1986). He is acting, or has acted, as lead or co-lead counsel in a number of antitrust class actions including, inter alia: Bagel Inn, Inc. v. All Star Dairies, 539 F. Supp. 107 (D.N.J. 1982); In re Carbon Dioxide Antitrust Litigation, MDL No. 940 (M.D. Fla.); In re Baby Food Antitrust Litigation, Master File No. 92-5495 (NHP)(D.N.J.); X-Ray Film Antitrust Litigation, No. CV 93 5904 (CPS) (E.D.N.Y.); Potash Antitrust Litigation, MDL No. 981 (D. Minn.); and In re Commercial Tissue Antitrust Litigation, MDL No. 1189 (N.D.Fla.) and has had a substantial role in numerous complex and multidistrict antitrust actions, including: In re Electric Weld Steel Tubing Antitrust Litigation, No. 79-4628 (E.D. Pa.); In re Infant Formula Antitrust Litigation, MDL No. 878 (N.D. Fla.); Superior Beverage/Glass Container Consolidated Pretrial, Case No. 89 C 5251 (N.D.Ill.); Cumberland Farms, Inc. v. Browning-Ferris Industries, Inc., C.A. No. 87-3717 (E.D. Pa.); In re Chlorine and Caustic Soda Antitrust Litigation, Master File No. 86-5428 (E.D. Pa.); In re Industrial Gas Antitrust Litigation, Civil No. 80 C 3479 (N.D. Ill.); and In re Drill Bits Antitrust Litigation, Civil Action No. H-91-627 (S.D. Tx.).

In In re Plywood Antitrust Litigation, MDL No. 159 (E.D. La. 1978), Mr. Meredith was one of the plaintiffs' trial counsel who won a jury verdict for plaintiffs on all issues. The verdict was affirmed in its entirety by the Fifth Circuit Court of Appeals and the case subsequently settled. He also acted as chief counsel and chief trial counsel to the City of Philadelphia, the State of Michigan, and the State of Michigan class of all governmental entities in In re Cast Iron Pipe Antitrust Litigation, C.A. No. 71-516 (N.D. Alabama 1973). After ten weeks of trial, the

jury could not reach a verdict and the case was subsequently settled.

Bruce K. Cohen is a 1972 graduate of the University Of Pennsylvania Law School and is a shareholder in the firm. From the beginning of his legal career, he has been involved in complex litigation. For example, he played a substantial role in Bogosian v. Gulf Oil, 62 FRD 124 (S.D.Pa. 1973), 561 F.2d 434 (3rd Cir. 1977) until he left the firm representing the class to found the firm now known as Meredith Cohen Greenfogel & Skirnick, P.C. He has had major responsibility for a number of multidistrict class action antitrust and securities cases such as In re Washington Public Power Supply System Securities Litigation, 779 F.Supp. 1063 (D. Az. 1990) and In re Pressure Sensitive Labelstock Antitrust Litigation, (MDL No. 1556, M.D. Pa.) and has served as lead counsel in: In re Greenwich Pharmaceuticals Securities Litigation, 92-CV-3071 (E.D. Pa.); In re DBA Securities Litigation, C.A. No. 89-032-CIV-ORL-19 (M.D. Fla.); Allegheny Beverage Securities Litigation, 883 F.2d 281 (4th Cir. 1989); Grill, et al. v. Allied Stores Corp. (Consolidated C.A. No. 8654, Del. Chancery Court), Blomkest Fertilizer Inc. v. Potash Corp. of Saskatchewan, 203 F.3d 1028 (8th Cir. 2000) and, Arden Architectural Specialties, Inc., et al v. Washington Mills Electro Minerals Corporation, et al, C.A. Nos. 95-CV-7574-S(S) and 95-CV-7580-S(S) (W.D.N.Y). In addition, he is serving as co-lead counsel in In re Pennsylvania Title Insurance Antitrust Litigation, C.A. No. 08-cv-1202 (E.D.Pa.); In re New Jersey Title Insurance Antitrust Litigation, C.A. No. 2:08-cv-01425 (U.S.D.C. N.J.) and In re Title Insurance Antitrust Litigation, C.A. No. 1:08-cv-0678 (N.D. Ohio).

In addition, he has represented major corporate plaintiffs in antitrust litigation, e.g. Arbed, S.A., ALZ N.V., Ares S.A., Aceralia Rendondos Azpeitia S.L., Aceralia Perfiles, De Bergara, S.A. v. Mitsubishi Corporation, et al, (E.D. Pa., C.A. No. 02-CV-822), (Arbed is now known as Arcelor Mittal); Companhia Brasileira Carbureto de Calcio-CBCC v. Applied Industrial

Materials Corporation, et al, (D.D.C., C.A. No. 1:01cv 00646); and Companhia Ferroligas Minas Gerais-Minasligas, CIA. De Ferroligas DA Bahia-Ferbasa and Rima Industrial, S/A v. Applied Industrial Materials Corporation, et al, (D.D.C., C.A. No. 1:01cv02678).

Steven J. Greenfogel is a 1973 graduate of Temple Law School and is a shareholder in the firm. From March, 1977 to April, 1980 he was Chief of the Antitrust Division of the office of the Attorney General of the Commonwealth of Massachusetts. Mr. Greenfogel has been co-lead counsel in In re Chain Link Antitrust Litigation, Master File CLF-1 (D. Md.) and In re Industrial Silicon Antitrust Litigation, 95-2104 (W.D.Pa.) and has had a significant role in, *inter alia*, the following multidistrict class action litigations: In re Infant Formula Antitrust Litigation, Master File No. MDL 878 (N.D. Fla.); In re Carbon Dioxide Antitrust Litigation, MDL No. 940 (M.D. Fla.); Cumberland Farms v. Browning-Ferris Industries, Inc., C.A. No. 87-3717 (E.D. Pa.); Superior Beverage/Glass Container Consolidated Pretrial, Case No. 89 C 5251 (N.D. Ill.); In re Chlorine and Caustic Soda Antitrust Litigation, Master File No. 86-5428 (E.D. Pa.); In re Records and Tapes Antitrust Litigation (N.D. Ill.); and In re Chicken Antitrust Litigation (N.D. Ga.).

Daniel B. Allanoff is a 1986 graduate of Temple University Law School and is an officer and shareholder in the firm. He is admitted to practice in the Supreme Court of the Commonwealth of Pennsylvania and is a member of the Bars of the Courts of Appeals for the Third and Eleventh Circuits and the Eastern District of Pennsylvania. During his twenty-one years of experience, Mr. Allanoff has had a substantial role in numerous individual and multi-district complex class actions, including antitrust litigation and consumer protection cases. He was antitrust counsel for Maurice Clarett in Clarett v. NFL, (OC-cv-7441 (S.D.N.Y.)). Other cases in which he has had significant roles include In re Florida Milk Antitrust Litigation, CA

93-1077 (M.D. Fla.); In re High Fructose Corn Syrup Antitrust Litigation, MDL No. 1087 (C.D. Ill.); X-Ray Film Antitrust Litigation, No. CV 93 5904 (CPS) (E.D.N.Y.); In re Commercial Tissue Antitrust Litigation, MDL No. 1189 (N.D.Fla.); In re NASDAQ Market-Makers Antitrust Litigation, MDL 1023; In re Baby Food Antitrust Litigation, Master File No. 92-5495 (NHP)(D.N.J.); In re Infant Formula Antitrust Litigation, Master File No. MDL 878 (N.D. Fla.); Cumberland Farms, Inc. v. Browning-Ferris Industries, Inc., C.A. No. 87-3717 (E.D. Pa.); Superior Beverage/Glass Container Consolidated Pretrial, Case No. 89 C 5251 (N.D. Ill.); and In re Steel Drums Antitrust Litigation, C.A. No. C-1-91-208 (S.D. Oh.).

Robert A. Skirnack, a shareholder in the firm, has been practicing law for more than thirty years, following graduation from the University of Chicago Law School. Mr. Skirnack has focused his practice on class action litigation, dealing principally with antitrust and securities matters.

In antitrust matters, Mr. Skirnack has served as co-lead counsel in: In re NASDAQ Market-Makers Antitrust Litigation, MDL 1023, where the largest recovery in Sherman Act history, \$1.27 billion, was achieved; In re Industrial Diamonds Antitrust Litigation, MDL 948; In re Shopping Carts Antitrust Litigation, MDL 451; In re Alcoholic Beverages Antitrust Litigation (E.D.N.Y.); In re Bread Antitrust Litigation (S.D.N.Y.); Bagel Inn, Inc. v. All Star Dairies (D.N.J.); as plaintiffs' liaison counsel in In re Ocean Shipping Antitrust Litigation, MDL 395; and, as a member of plaintiffs' executive committee in: In re Brand Name Prescription Drugs Antitrust Litigation, MDL 997; In re Corn Derivatives Antitrust Litigation, MDL 414; In re Screws Antitrust Litigation, MDL 443, *inter alia*. He has served as Special Assistant Attorney General, Antitrust, for the State of Illinois.

In securities litigation, Mr. Skirnack served as lead or co-lead counsel in: In re First

Capital Holdings Corporation Financial Products Securities Litigation, MDL 901; Nelson v. Compagnie de Saint-Gobain (E.D.Pa.); In re Digital Equipment Corporation Securities Litigation, (D. Mass.); In re Gulf Oil/Cities Service Tender Offer Litigation (S.D.N.Y.); the Newmont Mining litigation in Delaware state court; Grobow v. Dingman (Superior Court, Cal. and S.D. Cal.) (settlement of federal and state class and derivative actions for damages and equitable relief valued in excess of \$52 million); Bacine v. Scharffenberger, C.A. 7862 (Del. Ch.); and Allied-Signal securities litigation (Superior Court, Cal.) (benefits in excess of \$20 million).

Maria A. Skirnick is a graduate of Harvard Law School (1969) and of Bucknell University, where she was elected to Phi Beta Kappa.

Ms. Skirnick served as Assistant Attorney General, Deputy Chief of the Consumer Fraud Division, State of Illinois, from 1970 to 1974. In private practice she concentrated initially in commercial litigation, representing both plaintiffs and defendants, and then focused her practice in antitrust class action litigation. She has for the last several years been heavily involved in the In re Nasdaq Market-Makers Antitrust Litigation, MDL 1023 (S.D.N.Y.), prosecution of which resulted in a recovery to the class of \$1.27 billion dollars, the largest all-cash recovery in the history of the Sherman Act. She was appointed to serve on the three-member Settlement Administration Committee to oversee the settlement administration.

Ms. Skirnick has been actively involved in In re Brand Name Prescription Drugs Antitrust Litigation, MDL No. 997 (N.D. Ill.); In re Industrial Diamonds Antitrust Litigation, MDL 948 (S.D.N.Y.); In re Microsoft Corp. Antitrust Litigation, MDL 1332 (D. Md.); and In re Auction Houses Antitrust Litigation, 00 Civ. 0648 (S.D.N.Y.).

Ms. Skirnick is a past President of the Harvard Law Society of Illinois and also served as Second Vice President, Treasurer and member of the Board of Directors of the Society. She was National Vice President of the Harvard Law Alumni Association. She served on the Board of Directors of the Harvard Club of Chicago and recently concluded her term as President of the Harvard Club of Long Island, as well as co-chair of the Harvard Schools and Scholarship Committee of Long Island. She is currently on the Board of Directors of the Harvard Alumni Association and serves as an appointed member of the Association's Graduate Schools Committee and Clubs Committee, and is a member of the New York Committee for the Harvard Law School Campaign. Ms. Skirnick is a Sponsor of the Maria and Robert A. Skirnick Fellowship for Public Interest Law at Harvard Law School.

Theresa J. Henson is a 1995 graduate of the Widener University School of Law and is an associate with the firm. Ms. Henson has been actively involved in complex litigation, including: In re NASDAQ Market-Makers Antitrust Litigation, MDL No. 1023; In re Medical X-Ray Film Antitrust Litigation, CV-93-5904 (E.D.N.Y.); In re Commerical Tissue Antitrust Litigation, MDL No. 1189; In re Carbon Fibers Antitrust Litigation, CV-99-07796-FMC (RNBx); In re Tobacco Antitrust Litigation, MDL No. 1342; and, In re High Pressure Laminates Antitrust Litigation, MDL No. 11368 (CLB).

Richard W. Keifer, III, graduated from George Mason University in 1995 with a BA in American Studies and is a 1999 cum laude graduate of Villanova University Law School. After law school, Mr. Keifer worked in an insurance defense firm from January, 2000 to November, 2000, after which he joined the firm of Meredith Cohen Greenfogel & Skirnick, P.C., where he worked from December, 2000 to February, 2001.

Robert B. Sherwood graduated from the University of Pennsylvania Law School in 2002 and is a magna cum laude graduate of Bucknell University (1999), where he was elected to Phi Beta Kappa. After law school, Mr. Sherwood served as the judicial law clerk to the Honorable Jerome O. Herlihy of the Superior Court of Delaware, New Castle County, from August, 2002 to September, 2003. He was admitted to practice in Pennsylvania in 2002.

David F. Watkins Jr. graduated with honors from Rutgers University School of Law – Camden in 2004. During law school, Mr. Watkins served as Business Editor of Rutgers Journal of Law & Urban Policy. He was admitted to practice in Pennsylvania in 2004 and New Jersey in 2005.

Karin S. Baltimore is a 1997 graduate of the Widener University School of Law and is an associate with the firm. Ms. Baltimore also holds a Masters of Science degree in Public Relations from Syracuse University's Newhouse School of Communication.

Jason A. Rubinstein graduated from Temple University's James E. Beasley School of Law in 2006. During law school, Mr. Rubinstein participated in Temple's renowned Trial Advocacy and Transaction Skills programs. He was admitted to practice in Pennsylvania in 2006.

Leigh Liao is a Dean's List graduate from Rutgers University School of Law (2006) and is a graduate of the University of Missouri in Kansas City (2000). Ms. Liao was admitted to practice in Pennsylvania in 2006 and is fluent in both Chinese and Taiwanese.

Ruth Y. Yang graduated from the University of Pennsylvania Law School in 2002 and is a graduate from the University of Pennsylvania (1999) where she was a member of the University Scholars Honors Program. After law school, Ms. Yang served as the judicial law

clerk to the Honorable Lillian Harris Ransom of the Court of Common Pleas of Philadelphia County from February, 2007 to November, 2007. She was admitted to practice in Pennsylvania in November of 2002 and New Jersey in December of 2002. She also passed the US Patent Bar Examination in July of 2009.

Sean P. Duffley is a 1993 cum laude graduate of Temple University School of Law and is an associate in the firm. Mr. Duffley has been actively involved in complex litigation, including In re Brand Name Prescription Drugs Antitrust Litigation, C.A. No. 94C897 and MDL No. 997 (N.D. Ill.) and In re Orthopedic Bone Screws Products Liability Litigation, C.A. No. 95-3198 and MDL Docket No. 1014 (E.D. Pa.).

Susan N. Taichman is a 1993 cum laude graduate of Temple University School of Law, where she was a Senior Articles Editor for the Temple Political & Civil Rights Law Review. As a former associate with the firm, Ms. Taichman was actively involved in complex litigation, including General Refractories Co. v. Washington Mills Electro Minerals Corp., et al., 95-CV-580S(S) (E.D.N.Y.); In re Brand Name Prescription Drugs Antitrust Litigation, C.A. No. 94C897 and MDL No. 997 (N.D. Ill.); and Spectrum Information Technologies, Inc. Securities Litigation, CV-93-2295(JS) (E.D.N.Y.).

Janet L. Treiman is a 1995 cum laude graduate of the University of Pittsburgh School of Law and is a former associate with this firm. Ms. Treiman was actively involved in complex litigation, including In re High Fructose Corn Syrup Antitrust Litigation, MDL No. 1987, Master File No. 95-1477 (C.D. Ill.).

Tiffany Yee is a 1992 graduate of the University of Southern California at Los Angeles and a 1995 graduate of Syracuse University College of Law and was an associate with this firm.

She was admitted to practice in New Jersey in 1995, New York in 1996 and California in 1997. Her practice areas were antitrust and securities class actions and commercial litigation.

Peter W. Hilton-Kingdon graduated from Dickinson College (Carlisle, PA) in 1991 with a B.A. in Russian History. After graduation, Peter joined the Washington, D.C. based firm of McKenna & Cuneo LLP working in McKenna's government contracts and complex commercial litigation practice groups. In 1996, Peter joined the Washington, D.C. office of Hale and Dorr, LLP as part of its antitrust, IP and business litigation practice groups.

In 1999, Peter left Hale and Dorr to attend The Dickinson School of Law of The Pennsylvania State University. During law school, Peter worked for Pennsylvania's Office of the Attorney General, Public Protection Division, Bureau of Consumer Protection, Antitrust Section and was a Senior Editor of the *PennState Journal of International Law*. Upon graduation in 2002, Peter returned to Washington, D.C. to join WilmerHale LLP as a litigation staff attorney concentrating in the areas of antitrust, international trade, IP and business controversies.

In 2005, Peter joined as in-house counsel the legal department of American Financial Realty Trust, a publicly traded, \$3.1 billion real estate investment trust based outside of Philadelphia, PA. As in-house counsel Peter oversaw all aspects of litigation, governmental compliance, risk management and insurance matters for the company.

Peter is licensed in both Maryland (2004) and New Jersey (2007). He is also a member of the bars of both the Supreme Court of Maryland and the United States District Court of New Jersey.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2**MEREDITH COHEN GREENFOGEL & SKIRNICK, P.C.**

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Steven J. Greenfogel (P)	26.50	\$650.00	\$17,225.00
Steven J. Greenfogel (P)	1.00	\$670.00	\$670.00
Partner Name (P)		\$	\$
Of Counsel (OC)		\$	\$
Senior Associate Name (SA)		\$	\$
Senior Associate Name (SA)		\$	\$
Senior Associate Name (SA)		\$	\$
Associate Name (A)		\$	\$
Associate Name (A)		\$	\$
Associate Name (A)		\$	\$
		\$	\$
NON-ATTORNEYS			
Senior Paralegal Name (SPL)		\$	\$
Senior Paralegal Name (SPL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Law Clerk (LC)		\$	\$
Law Clerk (LC)		\$	\$
TOTAL:			\$17,895.00

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

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4 Email dazar@milberg.com

5 *Counsel for Plaintiffs*

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7
8
9
10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

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

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

**DECLARATION OF PAUL F. NOVAK IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

16
17 **This Document Relates to:**

18 **ALL ACTIONS**
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1 I, Paul F. Novak, declare and state as follows:

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

6 2. My firm has served as counsel to Lori Barrett throughout the course of this litigation.
7 The background and experience of Milberg LLP and its attorneys are summarized in the
8 *curriculum vitae* attached hereto as Exhibit 1.

9 3. Milberg has prosecuted this litigation solely on a contingent-fee basis, and has been at
10 risk that it would not receive any compensation for prosecuting claims against the Defendants.
11 While devoted its time and resources to this matter, it has foregone other legal work for which it
12 would have been compensated.

13 4. During the pendency of the litigation, Milberg performed the following work:

14 **INVESTIGATION AND RESEARCH**

15 Milberg performed initial investigation and research of the factual circumstances
16 underlying the Complaint filed by Plaintiffs in the action, and performed detailed research and
17 analysis of international trade association meetings where Defendants jointly met and of immunity
18 defenses and their potential applicability.

19 **PLEADINGS AND MOTIONS**

20 Milberg researched and drafted the Plaintiffs' response to certain motions to dismiss filed
21 in the litigation.

22 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
23 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
24 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
25 hours spent by Milberg during this period of time was 502.5 hours, with a corresponding lodestar
26 of \$213,828.75. This summary was prepared from contemporaneous, daily time records regularly
27 prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work
28

1 assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the
2 benefit of the Class.

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

5 7. My firm has expended a total of \$16,000.72 in unreimbursed costs and expenses in
6 connection with the prosecution of this litigation. These costs and expenses are broken down in
7 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
8 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
9 in this action are reflected on the books and records of my firm. These books and records are
10 prepared from expense vouchers, check records and other source materials and represent an
11 accurate recordation of the expenses incurred.

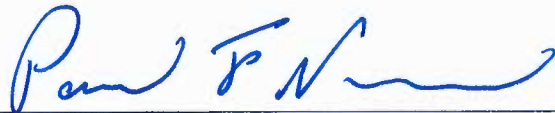
12 8. Milberg has paid a total of \$40,000.00 in assessments for the joint prosecution of the
13 litigation against the Defendants.

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

16 10. Milberg also has a referral agreement in place in this litigation and will submit it to the
17 Court *in camera*, upon request.

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

20
21 Executed on this 2nd day of April, 2015 at Detroit, Michigan.

22
23 

24 Paul F. Novak
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EXHIBIT 1



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THE FIRM'S PRACTICE AND ACHIEVEMENTS

Milberg LLP, founded in 1965, was one of the first law firms to prosecute class actions in federal courts on behalf of investors and consumers. The Firm pioneered this type of litigation and is widely recognized as a leader in defending the rights of victims of corporate and other large-scale wrongdoing. The Firm's practice focuses on the prosecution of class and complex actions in many fields, including securities, corporate fiduciary, ERISA, consumer, False Claims Act, antitrust, bankruptcy, mass tort, and human rights litigation. The Firm has offices in New York City, Los Angeles, and Detroit.

In its early years, the Firm built a new area of legal practice in representing shareholder interests under the then recently amended Rule 23 of the Federal Rules of Civil Procedure, which allowed securities fraud cases, among others, to proceed as class actions. In the following decades, the Firm obtained decisions establishing important legal precedents in many of its areas of practice and prosecuted cases that set benchmarks in terms of case theories, organization, discovery, trial results, methods of settlement, and amounts recovered and distributed to clients and class members.

Important milestones in the Firm's early years include the Firm's involvement in the *U.S. Financial* litigation in the early 1970s, one of the earliest large class actions, which resulted in a \$50 million recovery for purchasers of the securities of a failed real estate development company; the Ninth Circuit decision in *Blackie v. Barrack* in 1975, which established the fraud-on-the-market doctrine for securities fraud actions; the Firm's co-lead counsel position in the *In re Washington Public Power Supply System Securities Litigation*, a seminal securities fraud action in the 1980s in terms of complexity and amounts recovered; the representation of the Federal Deposit Insurance Corporation in a year-long trial to recover banking losses from a major accounting firm, leading to a precedent-setting global settlement; attacking the Drexel-Milken "daisy chain" of illicit junk-bond financing arrangements with numerous cases that resulted in substantial recoveries for investors; representing life insurance policyholders defrauded by "vanishing premium" and other improper sales tactics and obtaining large recoveries from industry participants; and ground-breaking roles in the multi-front attack on deception and other improper activities in the tobacco industry.

Milberg remains at the forefront in its areas of practice. Significant litigation results include: *In re Vivendi Universal, S.A. Securities Litigation* (post-verdict proceedings pending with claims valued at over \$1 billion); *In re Tyco International, Ltd. Securities Litigation* (\$3.2 billion settlement); *In re Nortel Networks Corp. Securities Litigation* (settlement for cash and stock valued at \$1.142 billion); *In re Lucent Technologies, Inc. Securities Litigation* (\$600 million recovery); *In re Raytheon Co. Securities Litigation* (\$460 million recovery); *In re Managed Care Litigation* (recoveries over \$1 billion and major changes in HMO practices); the *In re Washington Public Power Supply System Securities Litigation* (settlements totaling \$775 million), and the *In re NASDAQ Market-Makers Antitrust Litigation* (\$1 billion in recoveries). Milberg has been responsible for recoveries valued at approximately \$55 billion during the life of the Firm.

The Firm's lawyers come from many different professional backgrounds. They include prosecutors, private defense attorneys, and government lawyers. The Firm's ability to pursue claims against defendants is augmented by its team of investigators, headed by a 27-year veteran of the Federal Bureau of Investigation, as well as in-house staff with expertise in forensic accounting and financial analysis. In addition, Milberg offers in-house e-discovery specialists and data hosting capabilities. The Firm is regularly recognized as one of the nation's leading plaintiffs' law firms by the *National Law Journal*, *Legal 500*, *Chambers USA*, and *Super Lawyers*, among others.

For more information, please visit www.milberg.com.



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JUDICIAL COMMENDATIONS

Milberg has been commended by countless judges throughout the country for the quality of its representation.

Milberg partners played leading roles in representing class plaintiffs in a nearly four-month jury trial in *In re Vivendi Universal, S.A. Securities Litigation*, No. 02-5571 (S.D.N.Y.), which in January 2010 resulted in a jury verdict for an international class of defrauded investors (with claims valued at over \$1 billion; claims procedure pending). At the close of the trial, Judge Richard Holwell commented:

I can only say that this is by far the best tried case that I have had in my time on the bench. I don't think either side could have tried the case better than these counsel have.

In approving a \$3.2 billion securities fraud settlement, one of the largest in history, in *In re Tyco International, Ltd. Securities Litigation*, 535 F. Supp. 2d 249, 270 (D.N.H. 2007), Judge Barbadoro lauded Milberg's efforts as co-lead counsel:

This was an extraordinarily complex and hard-fought case. Co-Lead Counsel put massive resources and effort into the case for five long years, accumulating [millions of dollars in expenses] and expending [hundreds of thousands of hours] on a wholly contingent basis. But for Co-Lead Counsel's enormous expenditure of time, money, and effort, they would not have been able to negotiate an end result so favorable for the class. . . . Lead Counsel's continued, dogged effort over the past five years is a major reason for the magnitude of the recovery. . . .

In *Simon v. KPMG LLP*, No. 05-3189, 2006 U.S. Dist. LEXIS 35943, at *18, 30-31 (D.N.J. June 2, 2006), a case in which Milberg served as class counsel, Judge Cavanaugh, in approving the \$153 million settlement, found that "Plaintiffs . . . retained highly competent and qualified attorneys" and that "[t]he Initial Complaint . . . demonstrates that [Milberg] expended considerable time and effort with the underlying factual and legal issues in this case before even filing this lawsuit. . . . Settlement discussions were conducted over a period of some fourteen months with the supervision and guidance of Judges Politan and Weinstein, and are evidence of [Milberg's] appreciation of the merits and complexity of this litigation."

In *In re Lucent Technologies, Inc. Securities Litigation*, 307 F. Supp. 2d 633, 641-47 (D.N.J. 2004), Judge Pisano issued an opinion approving the \$600 million settlement and complimenting Milberg's work as co-lead counsel for the class as follows:

[T]he attorneys representing the Plaintiffs are highly experienced in securities class action litigation and have successfully prosecuted numerous class actions throughout the United States. They are more than competent to conduct this action. Co-Lead Counsel diligently and aggressively represented the Plaintiffs before this Court and in the negotiations that resulted in the Settlement. . . . [T]he efforts and ingenuity of Lead Plaintiffs and Lead Counsel resulted in an extremely valuable Settlement for the Benefit of the Class.

In *In re Rite Aid Corp. Securities Litigation*, 269 F. Supp. 2d 603, 611 (E.D. Pa. 2003), Judge Dalzell commented on the skill and efficiency of the Milberg attorneys litigating this complex case:

At the risk of belaboring the obvious, we pause to say a specific word about . . . the skill and efficiency of the attorneys involved. [Milberg was] extraordinarily deft and efficient in handling this most complex matter. [T]hey were at least eighteen months ahead of the United States Department of Justice in ferreting out the conduct that ultimately resulted in the write-down of over \$1.6 billion in previously reported Rite Aid earnings. . . . In short, it would be hard to equal the skill class counsel demonstrated here.



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In *In re IKON Office Solutions, Inc. Securities Litigation*, 194 F.R.D. 166, 195 (E.D. Pa. 2000), Judge Katz commented on Milberg's skill and professionalism as one of plaintiffs' co-lead counsel:

First, class counsel is of high caliber and has extensive experience in similar class action litigation. . . . Each of the co-lead counsel firms has a national reputation for advocacy in securities class actions, and there is no doubt that this standing enhanced their ability both to prosecute the case effectively and to negotiate credibly. . . .

Of particular note in assessing the quality of representation is the professionalism with which all parties comported themselves. The submissions were of consistently high quality, and class counsel has been notably diligent in preparing filings in a timely manner even when under tight deadlines. This professionalism was also displayed in class counsel's willingness to cooperate with other counsel when appropriate. . . . This cooperation enabled the parties to focus their disputes on the issues that mattered most and to avoid pointless bickering over more minor matters.

In *In re NASDAQ Market-Makers Antitrust Litigation*, 187 F.R.D. 465, 474 (S.D.N.Y. 1998), in an opinion approving settlements totaling over \$1.027 billion, Judge Sweet commented:

Counsel for the Plaintiffs are preeminent in the field of class action litigation, and the roster of counsel for Defendants includes some of the largest, most successful and well regarded law firms in the country. It is difficult to conceive of better representation than the parties to this action achieved.

Judicial recognition of Milberg's excellence is not limited to courts within the United States. In *In re Flag Telecom Holdings, Ltd. Securities Litigation*, No. 02-3400 (S.D.N.Y. 2009), Milberg litigated a discovery dispute before the English Royal High Court of Justice, Queens Bench Division, which recognized the Milberg attorney handling the matter as a "Grade A" lawyer and a "vital cog in the machine." Likewise, in *Sharma v. Timminco Ltd.*, 09-378701 (Can. Ont. Sup. Ct. 2009), Canada's Ontario Superior Court of Justice recognized Milberg's "fine reputation and excellent credentials" in connection with Milberg's representation in a securities case pending in Canada.

Milberg has also been recognized for its commitment to public service. In lauding Milberg's work representing victims of the September 11th attack on the World Trade Center in connection with the September 11 Victims Compensation Fund, Special Master Kenneth R. Feinberg stated the following:

Once again, as I have learned over the years here in New York, the [Milberg] firm steps up to the plate in the public interest time and time again. The social conscience of the [Milberg] firm, acting through its excellent associates and partners, help deal with crises that confront the American people and others, and I am personally in the debt of Milberg . . . for the work that it is doing [T]hey are second among none in terms of the public interest, and I'm very, very grateful, not only to you guys for doing this, but . . . for the firm's willingness to help out. I wanted to let everybody know that.

In re September 11 Victim Compensation Fund, Preliminary Hearing, Claim No. 212-003658 (Dec. 9, 2003).



NOTEWORTHY RESULTS

The quality of Milberg's representation is further evidenced by the Firm's numerous significant recoveries, some of which are described below.

- ***In re Chase Bank USA, N.A. "Check Loan" Contract Litig.***, No. 09-2032 (N.D. Cal.). Milberg served on the Executive Committee representing the class in this action against JP Morgan Chase & Co. The complaint alleged that Chase improperly increased by 150% the minimum monthly payment requirement for customers who entered into balance transfer loans with "fixed" interest rates that were guaranteed to remain so for the "life of the loan." Milberg and its co-counsel, achieved a \$100 million settlement for the class.
- In ***In re Vivendi Universal, S.A. Securities Litigation***, No. 02-5571 (S.D.N.Y.), Milberg lawyers were instrumental in obtaining a jury verdict for an international class of defrauded investors after a trial lasting nearly four months. The jury found Vivendi liable for 57 false or misleading class period statements. The case is now in post-verdict proceedings. Even with claimants who made foreign purchases removed from the class after the Supreme Court's *Morrison* decision, total damage claims exceed \$1 billion.
- ***Mason v. Medline***, No. 07-05615 (N.D. Ill.). Milberg successfully represented a healthcare worker in a False Claims Act case against his former employer, Medline Industries, Inc., one of the nation's largest suppliers of medical and surgical products, along with its charitable arm, The Medline Foundation. The suit alleged that Medline engaged in a widespread illegal kickback scheme targeting hospitals and other healthcare providers that purchase medical products paid for by federal healthcare programs. Although a party to the settlement agreement, the U.S. Department of Justice chose not to intervene in the lawsuit. Milberg pursued the case on a non-intervened basis and recovered \$85 million on behalf of the federal government -- one of the largest settlements of a False Claims Act case in which the government declined to intervene. The whistleblower was awarded 27.5% of the proceeds.
- ***Blessing v. Sirius XM Radio, Inc.***, No. 09-10035 (S.D.N.Y.). This antitrust case stemmed from the 2008 merger of Sirius Satellite Radio, Inc. and XM Satellite Holdings, Inc. that created Sirius XM, the nation's only satellite radio company. The plaintiffs alleged that the merger of the only two U.S. satellite radio providers was an illegal move to eliminate competition and monopolize the satellite radio market. Before the merger, Sirius CEO Mel Karmazin convinced regulators not to block the deal by promising that "the combined company will not raise prices" and that the merger would actually result in "lower prices and more choice for the consumer." After the merger, Sirius quickly reversed course, raised prices by 15-40%, and eliminated multiple radio stations. Milberg achieved a settlement for the class valued at \$180 million.
- ***In re Initial Public Offering Securities Litigation***, No. 21-92 (S.D.N.Y.). Milberg represented investors in 310 consolidated securities actions arising from an alleged market manipulation scheme. Plaintiffs alleged, among other things, that approximately 55 defendant investment banks, in dealing with certain of their clients, conditioned certain allocations of shares in initial public offerings on the subsequent purchase of more shares in the aftermarket, thus artificially boosting the prices of the subject securities. This fraudulent scheme, plaintiffs alleged, was a major contributing factor in the now infamous technology "bubble" of the late 1990s and early 2000s. As a member of the court-appointed Plaintiffs' Executive Committee, and with certain partners appointed by the court as liaison counsel, Milberg oversaw the efforts of approximately 60 plaintiffs' firms in combating some of the most well-respected defense firms in the nation. In granting final approval to a \$586 million settlement on October 5, 2009, the court described the law firms comprising the



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Plaintiffs' Executive Committee as the "cream of the crop."

- ***Carlson v. Xerox***, No. 00-1621 (D. Conn.). Milberg served as co-lead counsel in this lawsuit, which consolidated 21 related cases alleging violations of the federal securities laws. Plaintiffs alleged that Xerox and several of its top officers reported false financial results during the class period and failed to adhere to the standard accounting practices the company claimed to have followed. In the course of litigating plaintiffs' claims, Milberg engaged in arduous and exhaustive factual discovery, including review and analysis of more than four million pages of complex accounting and auditing documents and thousands of pages of SEC deposition transcripts. Plaintiffs' claims survived three motions to dismiss and a motion for summary judgment, ultimately resulting in a \$750 million settlement, which received final approval on January 14, 2009.
- ***In re Tyco International Ltd., Securities Litigation***, MDL 1335 (D.N.H.). Milberg served as co-lead counsel in this litigation, which involved claims under the Securities Act of 1933 and the Securities Exchange Act of 1934 against Tyco and its former CEO, CFO, general counsel, and certain former directors arising out of allegations of Tyco's \$5.8 billion overstatement of income and \$900 million in insider trading, plus hundreds of millions of dollars looted by insiders motivated to commit the fraud. Plaintiffs also asserted claims under the 1933 and 1934 Acts against PricewaterhouseCoopers LLP for allegedly publishing false audit opinions on Tyco's financial statements during the class period and failing to audit Tyco properly, despite knowledge of the fraud. On December 19, 2007, the court approved a \$3.2 billion settlement of the plaintiffs' claims and praised the work of co-lead counsel.
- ***In re Sears, Roebuck & Co. Securities Litigation***, No. 02-7527 (N.D. Ill.). This case involved allegations that Sears concealed material adverse information concerning the financial condition, performance, and prospects of Sears' credit card operations, resulting in an artificially inflated stock price. The approved settlement provided \$215 million to compensate class members.
- ***In re General Electric Co. ERISA Litigation***, No. 04-1398 (N.D.N.Y.). This ERISA class action was brought on behalf of current and former participants and beneficiaries of the General Electric ("G.E.") 401(k) Plan. Milberg, serving as co-lead counsel, achieved a \$40 million settlement on behalf of current and former G.E. employees who claimed that the company's 401(k) Plan fiduciaries imprudently invested more than two-thirds of the Plan's assets in company stock. The settlement included important structural changes to G.E.'s 401(k) plan valued at more than \$100 million.
- ***In re Biovail Corp. Securities Litigation***, No. 03-8917 (S.D.N.Y.). Milberg, representing Local 282 Welfare Trust Fund and serving as co-lead counsel, litigated this complex securities class action brought on behalf of a class of defrauded investors, alleging that defendants made a series of materially false and misleading statements concerning Canadian company Biovail's publicly reported financial results and the company's then new hypertension/blood pressure drug, Cardizem LA. This was a highly complex case in which counsel took numerous depositions across the U.S. and Canada and obtained documents from defendants and several third-parties, including, among others, UBS, McKinsey & Co., and Merrill Lynch. Milberg obtained a \$138 million settlement for the class, and Biovail agreed to institute significant corporate governance changes.
- ***In re Nortel Networks Corp. Securities Litigation***, No. 01-1855 (S.D.N.Y.). In this federal securities fraud class action, Milberg served as lead counsel for the class and the court-appointed lead plaintiff, the Trustees of the Ontario Public Service Employees' Union Pension Plan Trust Fund. In certifying the class, the court specifically rejected the defendants' argument that those who traded in Nortel securities on the Toronto Stock Exchange (and not the New York Stock Exchange) should be excluded from the class. The Second Circuit denied the defendants' attempted appeal. On January 29, 2007, the court approved a settlement valued at \$1.142 billion.



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- ***In re American Express Financial Advisors Securities Litigation***, No. 04-1773 (S.D.N.Y.). This case involved allegations that American Express Financial Advisors violated securities laws by representing to class members that the company would provide tailored financial advice, when the company actually provided “canned” financial plans and advice designed to steer clients into American Express and certain nonproprietary mutual funds. The case settled for \$100 million, with the settlement agreement requiring that the company institute remedial measures.
- ***In re Lucent Technologies, Inc. Securities Litigation***, No. 00-621 (D.N.J.). In this federal securities fraud action in which Milberg served as co-lead counsel, plaintiffs alleged, *inter alia*, that Lucent and its senior officers misrepresented the demand for Lucent’s optical networking products and improperly recognized hundreds of millions of dollars in revenues. The settlement provided compensation of \$600 million to aggrieved shareholders who purchased Lucent stock between October 1999 and December 2000.
- ***In re Raytheon Co. Securities Litigation***, No. 99-12142 (D. Mass.). This case, in which Milberg served as lead counsel, concerned claims that a major defense contractor failed to write down assets adequately on long term construction contracts. In May 2004, Raytheon and its auditor, PricewaterhouseCoopers LLP, settled for a total of \$460 million.
- In ***In re Rite Aid Corp. Securities Litigation***, No. 99-1349 (E.D. Pa.), in which Milberg served as co-lead counsel, the plaintiffs asserted federal securities fraud claims arising out of allegations that Rite Aid failed to disclose material problems with its store expansion and modernization program, resulting in artificially inflated earnings. Judge Dalzell approved class action settlements totaling \$334 million against Rite Aid (\$207 million), KPMG (\$125 million), and certain former executives of Rite Aid (\$1.6 million).
- In ***In re CMS Energy Corp. Securities Litigation***, No. 02-72004 (E.D. Mich.), a federal securities fraud case arising out of alleged round-trip trading practices by CMS Energy Corporation, Judge Steeh approved a cash settlement of more than \$200 million. Milberg served as co-lead counsel in this litigation.
- ***In re Deutsche Telekom AG Securities Litigation***, No. 00-9475 (S.D.N.Y.). Milberg served as co-lead counsel in this securities class action alleging that Deutsche Telekom issued a false and misleading registration statement, which improperly failed to disclose its plans to acquire VoiceStream Wireless Corporation and materially overstated the value of the company’s real estate assets. On June 14, 2005, Judge Buchwald approved a \$120 million cash settlement.
- ***In re CVS Corp. Securities Litigation***, No. 01-11464 (D. Mass.). Milberg served as co-lead counsel in this class action alleging that defendants engaged in a series of accounting improprieties and issued false and misleading statements which artificially inflated the price of CVS stock. On September 7, 2005, Judge Tauro approved a \$110 million cash settlement for shareholders who acquired CVS stock between February 6, 2001, and October 30, 2001.
- ***Scheiner v. i2 Technologies, Inc.***, No. 01-418 (N.D. Tex.). Milberg served as lead counsel in this securities fraud case, filed on behalf of certain purchasers of i2 common stock. The plaintiffs alleged that certain of the company’s senior executives made materially false and misleading statements and omissions in i2’s public statements and other public documents regarding i2’s software, thereby artificially inflating the price of i2’s common stock. In May 2004, Milberg recovered a settlement of \$84.85 million.
- ***In re Royal Dutch/Shell Transport ERISA Litigation***, No. 04-1398 (D.N.J.). This was an ERISA breach of fiduciary duty class action against the Royal Dutch/Shell Oil Group of Companies on behalf of certain of the companies’ U.S. employee investment plan participants. Notably, the \$90 million settlement included important provisions regarding the monitoring and training of individuals appointed to be ERISA fiduciaries.
- Milberg served as co-lead counsel in ***Irvine v. ImClone Systems, Inc.***, No. 02-0109



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(S.D.N.Y.), in which a \$75 million cash settlement was approved by the court in July 2005. Plaintiffs alleged that ImClone issued a number of misrepresentations and fraudulent statements to the market regarding the likelihood of approval of the drug Erbitux, thereby artificially inflating the price of ImClone stock.

- In *In re W.R. Grace & Co. (Official Committee of Asbestos Personal Injury Claimants v. Sealed Air Corp. and Official Committee of Asbestos Personal Injury Claimants v. Fresenius Medical Care Holdings, Inc.)*, Nos. 02-2210 and 02-2211 (D. Del.), Milberg acted as lead counsel for the asbestos personal injury and property damage committees in two separate fraudulent conveyance actions within the W.R. Grace bankruptcy. The actions sought to return the assets of Sealed Air Corporation and Fresenius Medical Care Holdings (each of which had been Grace subsidiaries pre-bankruptcy) to the W.R. Grace bankruptcy estate. Complaints in both cases were filed in mid-March 2002, and agreements in principle in both cases were reached on November 27, 2002, the last business day before trial was set to begin in the Sealed Air matter. The two settlements, which consisted of both cash and stock, were valued at approximately \$1 billion.
- *Nelson v. Pacific Life Insurance Co.*, No. 03-131 (S.D. Ga.). Milberg served as lead counsel in this securities fraud class action arising from allegations of deceptive sales of deferred annuity tax shelters to investors for placement in retirement plans that are already tax-qualified. The court approved a \$60 million settlement of claims arising from such deception.
- The Firm was lead counsel in *In re Prudential Insurance Co. Sales Practice Litigation*, No. 95-4704 (D.N.J.), a landmark case challenging Prudential's sales practices that resulted in a recovery exceeding \$4 billion for certain policyholders. The settlement was approved in a comprehensive Third Circuit decision.
- In *In re NASDAQ Market-Makers Antitrust Litigation*, MDL 1023 (S.D.N.Y.), Milberg served as co-lead counsel for a class of investors. The class alleged that the NASDAQ

market-makers set and maintained wide spreads pursuant to an industry-wide conspiracy in one of the largest and most important antitrust cases in recent history. After more than three years of intense litigation, the case settled for a total of \$1.027 billion, one of the largest antitrust settlements at that time.

- *In re Washington Public Power Supply System Securities Litigation*, MDL 551 (D. Ariz.) was a massive securities fraud litigation in which Milberg served as co-lead counsel for a class that obtained settlements totaling \$775 million, the largest-ever securities fraud settlement at that time, after several months of trial.
- *In re Exxon Valdez*, No. 89-095 (D. Alaska) and *In re Exxon Valdez Oil Spill Litigation*, 3 AN-89-2533 (Alaska Sup. Ct. 3d Jud. Dist.). Milberg was a member of the Plaintiffs' Coordinating Committee and co-chair of the Plaintiffs' Law Committee in the massive litigation resulting from the Exxon Valdez oil spill in Alaska in March 1989. Plaintiffs obtained a jury verdict of \$5 billion, which, after years of appeals by Exxon, was reduced to approximately \$500 million by the United States Supreme Court. Recently the United States Court of Appeals for the Ninth Circuit held that plaintiffs are entitled to post judgment interest on the award in the amount of approximately \$470 million.
- In *In re Managed Care Litigation*, MDL 1334 (S.D. Fla.). Final approval of a settlement between a nationwide class of physicians and defendant CIGNA Healthcare, valued in excess of \$500 million, was granted on April 22, 2004. A similar settlement valued in excess of \$400 million involving a nationwide class of physicians and Aetna was approved by the court on November 6, 2003. The settlements stem from a series of lawsuits filed in both state and federal courts by physicians and medical associations against many of the nation's largest health insurers arising from allegations that the insurers engaged in a fraudulent scheme to systematically obstruct, reduce, delay, and deny payments and reimbursements to health care providers. These settlements brought sweeping changes to the health care industry and significant improvements to physician-related business practices.



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- ***In re Sunbeam Securities Litigation***, No. 98-8258 (S.D. Fla.). Milberg acted as co-lead counsel for the class. Plaintiffs alleged that Sunbeam, its auditor, and its management engaged in a massive accounting fraud which led to a restatement of over three years of previously reported financial results. The court approved a combined settlement of more than \$140 million, including a \$110 million settlement with Arthur Andersen LLP, Sunbeam's auditor. At that time, the Andersen settlement was one of the largest amounts ever paid by a public accounting firm to settle federal securities claims. The settlement with the individuals was achieved on the eve of trial, and ended almost four years of litigation against Andersen and Sunbeam's insiders, including Albert Dunlap, Sunbeam's former Chairman and CEO. The settlement included a personal contribution from Dunlap of \$15 million.
- ***In re Triton Energy Limited Securities Litigation***, No. 98-256 (E.D. Tex.). Plaintiffs alleged that defendants misrepresented, among other things, the nature, quality, classification, and quantity of Triton's Southeast Asia oil and gas reserves during the period March 30, 1998 through July 17, 1998. The case settled for \$42 million.
- In ***In re Thomas & Betts Securities Litigation***, No. 00-2127 (W.D. Tenn.), the plaintiffs, represented by Milberg as co-lead counsel, alleged that Thomas & Betts engaged in a series of accounting improprieties while publicly representing that its financial statements were in compliance with GAAP, and failed to disclose known trends and uncertainties regarding its internal control system and computer and information systems. The case settled for \$46.5 million dollars in cash from the company and \$4.65 in cash from its outside auditor, KPMG.
- ***In re MTC Electronic Technologies Shareholder Litigation***, No. 93-0876 (E.D.N.Y.). Plaintiffs alleged that defendants issued false and misleading statements concerning, among other things, purported joint venture agreements to establish telecommunications systems and manufacture telecommunications equipment in China. The court approved a settlement of \$70 million,

including \$65 million in cash and \$5 million worth of MTC Class A shares with "put" rights.

- In ***In re PaineWebber Limited Partnerships Litigation***, No. 94-8547 (S.D.N.Y.). Milberg represented investors alleging that PaineWebber developed, marketed, and operated numerous investment partnerships as part of an ongoing conspiracy to defraud investors and enrich itself through excessive fees and commissions over a twelve-year period. On March 20, 1997, Judge Sidney Stein approved a \$200 million settlement, consisting of \$125 million in cash and \$75 million worth of guarantees and fee waivers.
- In ***Andrews v. AT&T***, No. 91-175 (S.D. Ga.) the Firm represented a class of persons who paid for premium-billed "900-number" calls that involved allegedly deceptive games of chance, starting in 1993. Defendants included major long-distance companies, which approved the call programs and billed for the calls. Defendant MCI settled for \$60 million in benefits. The class against AT&T was decertified on appeal and the Firm prosecuted the individual plaintiffs' claims, obtaining a jury verdict in 2003 for compensatory and punitive damages.

In the context of shareholder derivative actions, Milberg has protected shareholder investments by effectuating important changes in corporate governance as part of the global settlement of such cases. Cases in which such changes were made include:

- ***In re Comverse Technology, Inc. Derivative Litigation***, No. 601272/2006 (N.Y. Sup. Ct. N.Y. Cnty.). On December 28, 2009, Milberg announced a \$62 million settlement for the derivative plaintiffs, which was approved by the Court on June 23, 2010. The settlement also resulted in significant corporate governance reforms, including the replacement of the offending directors and officers with new independent directors and officers; the amendment of the company's bylaws to permit certain long-term substantial shareholders to propose, in the Company's own proxy materials, nominees for election as directors (proxy access); and the requirement that all equity grants be approved by both the



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Compensation Committee and a majority of the non-employee members of the Board.

- ***In re Topps Co., Inc. Shareholder Litig.***, No. 600715/2007 (N.Y. Sup. Ct. N.Y. Cnty. Apr. 17, 2007). Milberg served as co-lead counsel in this transactional case, which led to a 2007 decision vindicating the rights of shareholders under the rules of comity and the doctrine of *forum non conveniens* to pursue claims in the most relevant forum, notwithstanding the fact that jurisdiction might also exist in the state of incorporation. This case was settled in late 2007 in exchange for a number of valuable disclosures for the class.
- ***In re Marketspan Corporate Shareholder Litigation***, No. 15884/98 (N.Y. Sup. Ct. Nassau Cnty.). The settlement agreement in this derivative case required modifications of corporate governance structure, changes to the

audit committee, and changes in compensation awards and to the nominating committee.

- ***In re Trump Hotels Shareholder Derivative Litigation***, No. 96-7820 (S.D.N.Y.). In this case, the plaintiff shareholders asserted various derivative claims on behalf of the company against certain Trump entities and senior Trump executives in connection with the self-serving sale of a failing casino to the company in which the plaintiffs held stock. Milberg negotiated a settlement on behalf of the plaintiffs that required Donald Trump to contribute a substantial portion of his personal interest in a pageant he co-owned. In addition, the settlement required the company to increase the number of directors on its board, and certain future transactions had to be reviewed by a special committee.



PRECEDENT-SETTING DECISIONS

Milberg has consistently been a leader in developing the federal securities, antitrust, and consumer protection laws for the benefit of investors and consumers. The Firm has represented individual and institutional plaintiffs in hundreds of class action litigations in federal and state courts throughout the country. In most of those cases, Milberg has served as lead or co-lead counsel. The Firm has also been responsible for establishing many important precedents, including the following:

- ***Platinum Partners v. Chicago Board Options Exchange, Inc.***, No. 1-11-2903 (Ill. App. Ct. 2012). Milberg represented an investment management group in a case against the Chicago Board Options Exchange, Inc. (“CBOE”) and Options Clearing Corp. (“OCC”). The plaintiff investment management group alleged that it was injured when the CBOE and OCC privately disclosed strike price information to certain insiders prior to the information being made public. In the interim between the private disclosure and the public announcements, the plaintiff purchased tens of thousands of affected options. The lower court dismissed the complaint on the grounds that the CBOE and OCC, as self-regulatory organizations, were immune from suit. However, the Appellate Court reversed, holding that a private disclosure to insiders served no regulatory purpose and should not be protected from suit. The Illinois Supreme Court declined the defendants’ petition for leave to appeal.
- In ***Merck & Co., Inc. v. Reynolds*** 130 S. Ct. 1784 (2010), Milberg, along with other co-lead counsel, won a significant victory before the U.S. Supreme Court, which issued a decision addressing when an investor is placed on “inquiry notice” of a securities fraud violation sufficient to trigger the statute of limitations under 28 U.S.C. § 1658(b). The Court unanimously ruled that the two-year statute of limitations was not triggered because plaintiffs did not have actual or constructive knowledge of “the facts constituting the violation,” and as such, the case was not time-barred. Importantly, the Court held that the plaintiff must be on actual or constructive notice of facts concerning the defendants’ scienter in order to trigger the statute of limitations. This decision is significant in that it potentially enables plaintiffs to bring claims based on misstatements that are more than two years old.
- ***In re Lord Abnett Mutual Funds Fee Litigation***, 553 F.3d 248 (3d Cir. 2009). This important decision set significant precedent regarding the scope of preemption under the Securities Litigation Uniform Standards Act of 1998 (“SLUSA”). In reversing the District Court’s dismissal of the plaintiffs’ claims, the Third Circuit held that “SLUSA does not mandate dismissal of an action in its entirety where the action includes only some pre-empted claims.” In so holding, the court explained that “nothing in the language, legislative history, or relevant case law mandates the dismissal of an entire action that includes both claims that do not offend SLUSA’s prohibition on state law securities class actions and claims that do”
- ***Abdullahi v. Pfizer, Inc.***, 562 F.3d 163, 170 (2d Cir. 2009). In this matter, the plaintiffs, Nigerian children and their families, asserted claims under the Alien Tort Statute (“ATS”) in connection with Pfizer’s clinical trial of the drug, Trovan, without their knowledge. In January 2009, the Second Circuit reversed the District Court’s dismissal for lack of jurisdiction. The court held that the plaintiffs pled facts sufficient to state a cause of action under the ATS for a violation of international law prohibiting medical experimentation on human subjects without their consent.
- ***In re Comverse Technology, Inc. Derivative Litigation***, 866 N.Y.S.2d 10 (App. Div. 1st Dep’t 2008). In this derivative case in which Milberg serves as co-lead counsel, plaintiff shareholders sued certain of the company’s officers and directors based on allegations of illegal options backdating. The lower court dismissed the plaintiffs’ claims, holding that the plaintiffs failed to make a pre-suit demand on



the company's board, and that in any event, the board had already formed a special committee to investigate the misconduct. In this significant opinion reversing the lower court's dismissal, the Appellate Division clarified the standards of demand futility and held that a board of directors loses the protection of the business judgment rule where there is evidence of the directors' self-dealing and poor judgment. The court noted that the mere creation of a special committee did not justify a stay of the action and did not demonstrate that the board took appropriate steps. Rather, "the picture presented in the complaint is that of a special committee taking a tepid rather than a vigorous approach to the misconduct and the resultant harm. Under such circumstances, the board should not be provided with any special protection."

- ***South Ferry LP #2 v. Killinger***, 542 F.3d 776 (9th Cir. 2008). The important opinion issued by the Ninth Circuit in this securities fraud class action clarified, in the post-*Tellabs* environment, whether a theory of scienter based on the "core operations" inference satisfies the PSLRA's heightened pleading standard. In siding with the plaintiffs, represented by Milberg, the Ninth Circuit held that "[a]llegations that rely on the core operations inference are among the allegations that may be considered in the complete PSLRA analysis." The court explained that under the "holistic" approach required by *Tellabs*, all allegations must be "read as a whole" in considering whether plaintiffs adequately plead scienter. After remand, the District Court found that the plaintiffs sufficiently alleged scienter under the Ninth Circuit's analysis.
- ***In re Gilead Sciences Securities Litigation***, 536 F.3d 1049 (9th Cir. 2008). In this securities fraud class action in which Milberg represents the plaintiffs, the Ninth Circuit reversed the District Court's dismissal of the complaint in this opinion clarifying loss causation pleading requirements. In ruling that the plaintiffs adequately pled loss causation, the Ninth Circuit held that the plaintiffs' complaint identified a "specific economic loss" following the issuance of a specific press release, along with allegations of misrepresentations that were

described in "abundant detail." The opinion established that plaintiffs in a securities fraud action adequately plead loss causation where they provide sufficient detail of their loss causation theory and some assurance that the theory has a basis in fact. Based on this analysis, the dismissal was reversed, and the case was remanded to the District Court for further proceedings.

- In ***Tellabs, Inc. v. Makor Issues & Rights, Ltd.***, 551 U.S. 308 (2007), in which Milberg is lead counsel for the class, the United States Supreme Court announced a uniform standard for evaluating the sufficiency of a complaint under the PSLRA. The court held that on a motion to dismiss, a court "must consider the complaint in its entirety," accepting "all factual allegations in the complaint as true," as well as "tak[ing] into account plausible opposing inferences." On remand, the Seventh Circuit concluded that "the plaintiffs have succeeded, with regard to the statements identified in our previous opinion as having been adequately alleged to be false and material, in pleading scienter in conformity with the requirements of the PSLRA. We therefore adhere to our decision to reverse the judgment of the district court dismissing the suit." The unanimous decision was written by Judge Richard A. Posner.
- ***Asher v. Baxter International, Inc.***, 377 F.3d 727 (7th Cir. 2004). In reversing and remanding the District Court's dismissal, the Seventh Circuit resolved in plaintiffs' favor an important issue involving the PSLRA's "safe harbor" for forward-looking statements. The court held that whether a cautionary statement is meaningful is an issue of fact, because whether a statement is meaningful or not depends in part on what the defendant knew when the statement was made as well as other issues of fact. Thus, this issue is not appropriately resolved on a motion to dismiss.
- ***Gebhardt v. ConAgra Foods, Inc.***, 335 F.3d 824 (8th Cir. 2003). This important decision strongly reaffirmed the principle that whether an undisclosed fact would have been material to investors cannot ordinarily be decided on a motion to dismiss. The Eighth Circuit, stressing that "[t]he question of materiality hinges on the particular circumstances of the company in



question,” observed that even relatively small errors in financial statements might be material if they concern areas of particular importance to investors and raise questions about management integrity.

- ***In re Cabletron Systems, Inc.***, 311 F.3d 11 (1st Cir. 2002). In this opinion, the First Circuit joined the Second Circuit in allowing a complaint to be based on confidential sources. The court also accepted the argument made by plaintiffs, represented by Milberg, that courts should consider the amount of discovery taken place prior to deciding a motion to dismiss, with a lack of discovery resulting in a correspondingly less stringent standard for pleading securities fraud claims with particularity.
- In ***Puckett v. Sony Music Entertainment***, No. 108802/98 (N.Y. Sup. Ct. N.Y. Cnty. 2002), a class action was certified against Sony Music Entertainment on behalf of a class of recording artists who were parties to standard Sony recording or production agreements entered into during the class period. The complaint alleged that Sony had a policy of treating the value added tax on foreign sales of recordings improperly thereby impermissibly reducing the royalties paid or credited to the class members. Justice DeGrasse of the New York State Supreme Court determined that class certification was appropriate and that Gary Puckett (of Gary Puckett & the Union Gap) and jazz musician and composer Robert Watson were appropriate class representatives to represent the class of artists and producers to whom Sony accounts for foreign record royalties.
- ***Novak v. Kasaks***, 216 F.3d 300 (2d Cir. 2000). The Firm was lead counsel in this seminal securities fraud case in which the Second Circuit undertook an extensive analysis of the statutory text and the legislative history of the PSLRA and pre-existing Second Circuit case law. Among other things, the Second Circuit held that the PSLRA’s pleading standard for scienter was largely equivalent to the pre-existing Second Circuit standard and vacated the District Court’s dismissal which sought to impose a higher standard for pleading scienter under the PSLRA. The Second Circuit also

rejected any general requirement that plaintiffs’ confidential sources must be disclosed to satisfy the PSLRA’s newly-enacted particularity requirements.

- ***In re Advanta Corp. Securities Litigation***, 180 F.3d 525 (3d Cir. 1999). Here, the plaintiffs, represented by Milberg, successfully argued that under the PSLRA, scienter is sufficiently pled by making an adequate showing that the defendants acted knowingly or with reckless disregard for the consequences of their actions. The Third Circuit specifically adopted the Second Circuit’s scienter pleading standard for pleading fraud under the PSLRA.
- In ***Hunt v. Alliance North American Government Income Trust, Inc.***, 159 F.3d 723 (2d Cir. 1998), the Second Circuit reversed the District Court’s ruling, which denied plaintiffs leave to amend to assert a cause of action against defendants for failing to disclose that the defendant Trust was unable to utilize proper “hedging” techniques to insure against risk of loss. In the court’s view, taken together and in context, the Trust’s representations would have misled a reasonable investor.
- In ***Shaw v. Digital Equipment Corp.***, 82 F.3d 1194 (1st Cir. 1996), the First Circuit remanded plaintiffs’ action after affirming, in part, Milbergs’ position that in association with the filing of a prospectus related to the issuance of securities, a corporate-issuer must disclose intra-quarter, materially adverse changes in its business, if such adverse changes constitute “material changes” the disclosure of which is required pursuant to the Securities Act of 1933.
- ***In re Salomon, Inc. Shareholders Derivative Litigation***, 68 F.3d 554 (2d Cir. 1995). The Second Circuit affirmed the District Court’s holding that derivative federal securities claims against defendants would not be referred to arbitration pursuant to the arbitration provisions of the Rules of the New York Stock Exchange, but would be tried in District Court. Shortly thereafter, the case settled for \$40 million.
- ***Kamen v. Kemper Financial Services, Inc.***, 500 U.S. 90 (1991). The Supreme Court upheld the right of a stockholder of a mutual fund to bring a derivative suit without first making a pre-suit demand. Specifically, the Court held that



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“where a gap in the federal securities laws must be bridged by a rule that bears on the allocation of governing powers within the corporation, federal courts should incorporate state law into federal common law unless the particular state law in question is inconsistent with the policies underlying the federal statute. . . . Because a futility exception to demand does not impede the regulatory objectives of the [Investment Company Act], a court that is entertaining a derivative action under that statute must apply the demand futility exception as it is defined by the law of the State of incorporation.”

- ***Mosesian v. Peat, Marwick, Mitchell & Co.***, 727 F.2d 873 (9th Cir. 1984), *cert. denied*, 469 U.S. 932 (1984). The Ninth Circuit upheld an investor’s right to pursue a class action against an accounting firm, adopting statute of limitation rules for Section 10(b) suits that are favorable to investors.
- ***Hasan v. CleveTrust Realty Investors***, 729 F.2d 372 (6th Cir. 1984). The Sixth Circuit very strictly construed, and thus narrowed, the ability of a “special litigation committee” of the board of a public company to terminate a derivative action brought by a shareholder.
- ***Fox v. Reich & Tang, Inc.***, 692 F.2d 250 (2d Cir. 1982), *aff’d sub nom, Daily Income Fund, Inc. v. Fox*, 464 U.S. 523 (1984). The court held that a Rule 23.1 demand is not required in a shareholder suit brought pursuant to Section 36(b) of the Investment Company Act.
- ***Rifkin v. Crow***, 574 F.2d 256 (5th Cir. 1978). The Fifth Circuit reversed an order granting summary judgment for defendants in a Section 10(b) case, paving the way for future acceptance of the “fraud-on-the-market” rationale in the Fifth Circuit.
- ***Blackie v. Barrack***, 524 F.2d 891 (9th Cir. 1975), *cert. denied*, 429 U.S. 816 (1976). This is the seminal appellate decision on the use of the “fraud-on-the-market” theory of reliance, allowing investors who purchase stock at artificially inflated prices to recover even if they were personally unaware of the false and misleading statements reflected in the stock’s price. In so holding, the court noted that class actions are necessary to protect the rights of defrauded purchasers of securities.
- ***Bershad v. McDonough***, 300 F. Supp. 1051 (N.D. Ill. 1969), *aff’d*, 428 F.2d 693 (7th Cir. 1970). In this case, the plaintiff, represented by Milberg, obtained summary judgment on a claim for violation of Section 16(b) of the Securities Exchange Act, where the transaction at issue was structured by the defendants to look like a lawful option. The decision has been cited frequently in discussions as to the scope and purpose of Section 16(b).
- ***Heit v. Weitzen***, 402 F.2d 909 (2d Cir. 1968). The court held that liability under Section 10(b) of the Securities Exchange Act extends to defendants, such as auditors, who were not in privity with the named plaintiffs or the class represented by the named plaintiffs.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

MILBERG LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Andrejkovics, Paul J. (P)	0.25	\$560.00	\$140.00
Novak, Paul F. (P)	18.50	\$650.00 - \$775.00	\$12,950.00
Riggs, Roland (P)	0.25	\$400.00	\$100.00
Safirstein, Peter (P)	22.50	\$650.00 - \$750.00	\$15,355.00
Tadler, Ariana J. (P)	0.25	\$800.00	\$200.00
Wallner, Robert A. (P)	0.50	\$735.00	\$367.50
Westerman, Jeff S. (P)	23.00	\$700.00 - \$825.00	\$16,706.25
Morganti, Andrew (OC)	70.00	\$435.00	\$30,450.00
Scoville, William (SA)	52.00	\$425.00	\$22,100.00
Fornecker, Anne (A)	16.00	\$450.00	\$7,200.00
Furukawa, Michelle (A)	74.25	\$350.00 - \$400.00	\$26,925.00
Muzingo, Joseph (A)	39.25	\$430.00	\$16,877.50
Orrico, Christopher (A)	34.00	\$255.00	\$8,670.00
Quinn MJ (A)	3.75	\$295.00	\$1,106.25
Wong, Koren (A)	99.50	\$425.00	\$42,287.50
NON-ATTORNEYS			
Bowman, Matthew (PL)	15.00	\$220.00 - \$285.00	\$3,836.25
Chaffins, Cecille (PL)	5.50	\$285.00	\$1,567.50
Chang, Sharon (PL)	2.50	\$245.00	\$612.50
Choi, Kyung-Rok (PL)	2.75	\$250.00 - \$300.00	\$747.50
Loomis, Hailey (PL)	3.25	\$255.00	\$828.75
Maher, Meghan (PL)	17.00	\$245.00 - \$270.00	\$4,296.25
Goetz, Charles (PL)	1.50	\$240.00	\$360.00
Morales, Tessa (PL)	1.00	\$145.00	\$145.00
TOTAL:			\$213,828.75

(P) Partner
(OC) Of Counsel
(SA) Senior Associate
(A) Associate
(SPL) Senior Paralegal

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

(PL) Paralegal

(LC) Law Clerk

EXHIBIT 3

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 3

MILBERG LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$ -
Computer Research (Lexis, Westlaw, PACER, etc.)	\$13,681.99
Document Production	\$ -
Experts / Consultants	\$ -
Messenger Delivery	\$ -
Photocopies – In House	\$1,161.40
Photocopies – Outside	\$ -
Postage	\$43.90
Service of Process	\$ -
Overnight Delivery (Federal Express, etc.)	\$ -
Telephone / Facsimile	\$52.07
Transcripts (Hearings, Depositions, etc.)	\$ -
Travel (Airfare and Ground Travel)	\$569.83
Travel (Meals and Lodging)	\$491.53
TOTAL:	\$16,000.72

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7 *Counsel for Plaintiffs*

8
9
10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12
13 **SAN FRANCISCO DIVISION**

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

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

**DECLARATION OF JACK W. LEE IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

17
18 **This Document Relates to:**

19 **ALL ACTIONS**
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1 I, JACK W. LEE, declare and state as follows:

2 1. I am a partner with the law firm of Minami Tamaki LLP (“MT”). I submit this
3 declaration in support of Plaintiffs’ application for an award of attorneys’ fees in connection with
4 services performed by my firm in this litigation. I make this Declaration based on my own
5 personal knowledge, and if called as a witness, I could and would competently testify to the
6 matters stated herein.

7 2. My firm has served as counsel to Plaintiffs Dickson Leung and Brenden Maloof
8 throughout the course of this litigation. The background and experience of Minami Tamaki LLP
9 and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. MT has prosecuted this litigation solely on a contingent-fee basis, and has been at
11 risk that it would not receive any compensation for prosecuting claims against the Defendants.
12 While MT devoted its time and resources to this matter, it has foregone other legal work for which
13 it would have been compensated at its normal hourly rate.

14 4. During the pendency of the litigation, Minami Tamaki LLP performed the
15 following work:

16 **INVESTIGATION AND RESEARCH**

17 5. MT undertook both pre-filing and post-filing investigation into the claims that are
18 at issue in this case. Predominantly, MT was involved in investigation and research regarding
19 Vietnam Airlines, one of the defendants in this action, and bankruptcy issues related to the
20 bankruptcy of Japan Airlines, another one of the defendants in this action. Once the case was filed
21 on behalf of Mr. Leung and Mr. Maloof, all of the actions that Minami Tamaki undertook were at
22 the direction of one of the Co-Lead Counsel.

23 **PLEADINGS AND MOTIONS**

24 6. As part of its work on the case, the firm worked on the pleadings and motions at the
25 request of Co-Lead Counsel. Examples of this work include research and drafting the opposition
26 to the motion to dismiss filed by Vietnam Airlines, specifically, as well as other defendants, on the
27 topics of the effect of the FTAIA, sufficient of the pleadings under *Bell Atlantic Corp. v.*
28 *Twombly*, 550 U.S. 544 (2007), the filed rate doctrine and the issue of sovereign immunity.

1 hours spent by Minami Tamaki LLP during this period of time was **2,050.80**, with a corresponding
2 lodestar of **\$804,293.00**. This summary was prepared from contemporaneous, daily time records
3 regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for
4 work assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for
5 the benefit of the Class.

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

9 14. My firm has expended a total of **\$23,511.03** in unreimbursed costs and expenses in
10 connection with the prosecution of this litigation. These costs and expenses are broken down in
11 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs
12 by my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this
13 action are reflected on the books and records of my firm. These books and records are prepared
14 from expense vouchers, check records and other source materials and represent an accurate
15 recordation of the expenses incurred.

16 15. Minami Tamaki LLP has also paid a total of **\$62,500.00** in assessments for the joint
17 prosecution of the litigation against the Defendants.

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

20 I declare under penalty of perjury under the laws of the United States of America that the
21 foregoing is true and correct. Executed on this 2nd day of April, 2015 at San Francisco, California.

22
23 _____
/s/ Jack W. Lee

24 JACK W. LEE
25
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27
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EXHIBIT 1



Minami Tamaki LLP is a San Francisco-based law firm serving clients in the areas of Consumer Protection, Employee Rights, Civil Rights, Commercial Litigation, Corporate and Nonprofit Counseling, Immigration, Personal Injury, and Entertainment. Established in 1974, our firm is one of the oldest and longest tenured minority-owned law firms in the United States. In keeping with those roots, we are committed to social and economic justice and to the improvement of our communities by consistently fighting to protect the legal rights of consumers, employees and the disenfranchised.

Our firm's Consumer & Employee Rights Group litigates class actions and individual cases on behalf of consumers, investors, and employees who have been harmed by illegal or unfair business or employment practices. Our attorneys have a sterling record of success, having recovered hundreds of millions of dollars in class action and individual cases.

Our firm has consistently earned an "AV" rating by the Martindale-Hubbell Law Directory, the highest rating for professional competence and ethics issued by that publication. All our partners are consistently recognized as "SuperLawyers" by *Law & Politics Magazine*, one of the top 500 lawyers in the country by *LawDragon* magazine and as some of the best attorneys in the Bay Area by *Bay Area Lawyer Magazine*.

Our firm's practice groups include: Antitrust, Consumer and Financial Fraud, Employment and Labor Litigation and Consulting; Immigration (emphasizing employment visas); Commercial Litigation; Business and Corporate; Personal Injury (wrongful death, products liability, premises liability, medical negligence and automobile accidents); and Entertainment Law (professional athletes, news and weather anchors and reporters, independent film productions, public television and cable television productions).

We have been involved in major and historic legal cases, including the successful reopening of the landmark U.S. Supreme Court case of *Korematsu v. the United States* (overturning Fred Korematsu's criminal conviction for refusing government exclusion orders aimed at Japanese Americans during WWII based on the prosecution's misrepresentations and falsified evidence presented to the United States Supreme Court in 1944) that led to reparations for interned Japanese Americans; *Popov vs. Hayashi* (dispute over Barry Bonds'

record- breaking 73rd home run ball); *Donnelly vs. U.S. Department of Agriculture* (first sex harassment case certified as a class action) and the Census Class action (7,000 census workers claiming unpaid overtime in 17 states). Through these and dozens of other newsworthy cases, the firm's work has been spotlighted in national media coverage, including 60 Minutes, ABC, CBS, NBC, CNN, Fox, Court TV, the *New York Times* and the *Washington Post*.

Partners have and continue to be leaders in the legal profession, serving as Presidents or Chairs of the Northern California Chapter of the American Immigration Lawyers Association, Workplace Fairness, the California Attorney General's Asian Pacific Advisory Committee, the federal Civil Liberties Public Education Fund, Chinese for Affirmative Action and the Asian Pacific Bar of California. Our attorneys have or currently serve as members of the Board of Directors of the National Employment Lawyers Association, the Japanese American Chamber of Commerce of Silicon Valley, the Glide Foundation, Kimochi, Inc., the Lawyers' Committee for Civil Rights, Kristi Yamaguchi's Always Dream Foundation and the Japanese American National Museum, among many other organizations.

Jack W. Lee

Jack W. Lee is a partner in the law firm of Minami Tamaki LLP, located in San Francisco, CA. Mr. Lee graduated from U.C. Berkeley, *Phi Beta Kappa*, in 1973. He is a graduate of the University of California, Hastings College of the Law. Mr. Lee was admitted to practice in California in 1976 and is admitted to practice in all the federal trial and appellate courts in California, and other federal courts in the United States, including Florida, Michigan, Oregon, Arizona and the U.S. Court of Claims, Washington D.C.

Mr. Lee has specialized in class actions covering consumer fraud, antitrust, employment, and civil rights law for over 38 years. Prior to Minami Tamaki, Mr. Lee practiced in a law firm with a national practice focusing exclusively on complex class action litigation. Mr. Lee also served as Regional Civil Rights Attorney for the Office for Civil Rights, U.S. Department of Education, Region IX, enforcing anti-discrimination laws in the western United States. Mr. Lee was a senior trial attorney for the Public Defenders' Office of the City and County of

San Francisco.

Mr. Lee has been recognized by his peers as a “Super Lawyer” (top 5%) in *Law and Politics* magazine every year from 2004 to 2015 and is a member of the “Multi-Million Dollar Advocates Forum.” Mr. Lee has a preeminent rating of “AV” from the Martindale-Hubbell National Law Directory, the highest rating for competence and ethics and reserved for attorneys designated as outstanding in their fields.

Mr. Lee is a frequent speaker and panelist for the American Bar Association, National Employment Lawyers Association, and California Employment Lawyers Association.

Mr. Lee is active in a variety of legal and community organizations, including Chair, Judicial Selection Committee for Senator Barbara Boxer, Lawyers Representative for the Ninth Circuit Court of Appeals; Chair of the City of Oakland Civil Service Commission, Standing Member of the Lawyers’ Committee for Civil Rights, Chair of the Board of Trustees for Chinese for Affirmative Action, Board of Directors for Asian Community Mental Health Services, Board of Directors for the Legal Aid Society, San Francisco, Board of Directors for the Judi-Care Project of the Charles Houston Bar Association; and Board of Directors, Asian American Bar Association.

Mr. Lee served as Liaison Counsel for the Indirect Purchaser Plaintiffs in *In re: TFT-LCD (Flat Panel) Antitrust Litigation*, No. 07-1827 SI (N.D. Cal. 2007), which resulted in a class settlement of approximately \$1.1 billion, the largest class action settlement for indirect purchasers in United States history. Mr. Lee has served as Lead or Co-Lead Counsel in the following complex class actions:

As Lead Counsel:

- *Crews v. Cisco Systems*, No. 07-654 JSW (N.D. Cal. 2007)
- *West v. Abercrombie & Fitch Stores*, No. 04-4730 SI (N.D. Cal. 2004)
- *Christofferson v. U.S. Department of Commerce*, No. 01495C (Fed. Cl. 2001)
- *Donnelly v. Glickman*, No. 95-4389 DLJ (N.D. Cal. 1995)
- *Davidowitz, et al. v. Fisher Investments*, No. 453331 (San Mateo Superior Court, 2006)
- *Mowdy, et al., v. Beneto Bulk Transport (KAG West)*, No. 06-5682 MHP (N.D. Cal. 2006)

- *Akaosugi v. Benihana, et al.*, No. 11-01272 WHA (N.D. Cal. 2011)
- *Brooks v. Williams Tank Lines*, No. 10-cv-01404 (N.D. Cal. 2010)
- *Roe 1, Roe 2, and Roe 3 v. Bijou-Century, Bijou-Market, LLC*, No. 3418100 (San Francisco Superior Court, 2003)
- *Thomas v. Folsom Lake Auto Enterprises, Inc.*, No. 02AS07592 (Sacramento County Superior Court, 2004)
- *Tsunomori v. Golden State Fisheries, et al.*, No. 05214933 (Alameda County Superior Court, 2004)
- *Davis v. City and County of San Francisco*, No. 84-1100-MHP (N.D. Cal. 1984)

As Legal Counsel:

- *In re Transpacific Passenger Air Transportation Antitrust Litigation*, No. 08-1913 (N.D. Cal. 2008)
- *In re Flash Memory Antitrust Litigation*, MDL No. 1852 (N.D. Cal. 2007)
- *In re Optical Disk Drive Antitrust Litigation*, MDL No. 2143 (N.D. Cal. 2010)
- *Butler v. Home Depot*, No. 95-2182 SI (N.D. Cal. 1995)
- *Shores v. Publix Stores*, No. 95-1162 JDW (M.D. Fla. 1995)
- *Stender v. Lucky Stores*, No. 88-1467MHP (N.D. Cal. 1988)
- *In re Medical Capital Securities Litigation*, No. 10-2145 DOC (C.D. Cal. 2010)

Derek G. Howard

Derek G. Howard is Of Counsel to Minami Tamaki LLP, providing the firm with 30 years of experience in complex litigation, including expertise in the areas of business fraud, deceptive practices, breaches of fiduciary, elder abuse, the breach of ethical duties by corporate entities, and antitrust violations in major consumer-oriented industries. Mr. Howard also maintains an active practice in the area of sport-related disputes.

For the last eight consecutive years, he has been honored as a "Super Lawyer" in Law & Politics Magazine, representing the top three percent of practitioners. As a result of previous verdicts and settlements, Mr. Howard is a member of the Million Dollar Advocates Forum. In 2014, Mr. Howard was a member of the trial team nominated by the Consumer Attorneys of America as "Trial Lawyers of the Year" for achievements in recovering over \$220 million from the Medcap Ponzi Scheme, entitled *In re Medical Capital Securities Litigation*, an aiding abetting case against major banking institutions that was contested in the Central District of California and resolved in 2014.

Mr. Howard has been Lead Counsel, Executive Committee Member and/or associate counsel in many class actions. Demonstrative cases include *In re International Air Transportation Surcharge Antitrust Litigation* (N.D. Cal.), an antitrust action against airlines for fixing the price of fuel surcharges on flights between the United Kingdom and United States; *In re: NCAA Student-Athlete Name and Likeness Licensing Litigation* (N.D. Cal.), the landmark *O'Bannon* litigation against the NCAA on behalf of student-athletes; *Herlinger v. Sunbeam et. al.* a nationwide consumer class action resulting in material changes in consumer warnings and safety practices in the propane barbecue industry. In 2013, Mr. Howard settled an action on behalf of season ticket holders to the Philadelphia Flyers Hockey Club, brought against the National Hockey League and the Philadelphia Flyers for alleged over pricing of tickets to the NHL "Winter Classic." Mr. Howard currently acts as Co-Lead counsel in the litigation against FIFA and US Soccer over the concussion epidemic in youth soccer in the United States.

Actions on behalf of investors, including trust beneficiaries may be found at: *Stoody-Broser v. Bank of America*, a nationwide class action arising from the investment of trust assets in proprietary mutual funds; *Nickel v. Bank of America* 290 F.3d 1134 (9th Cir. 2002), a landmark nationwide class action recovering cash damages for improper trust fees; *Fisher v. Bank of America* (N.D. Cal.), a nationwide class action recovering cash damages for improper trust investments; *Seaman v. Wells Fargo* (S.F. Sup.Ct.), a nationwide class action recovering damages for improper trust fees; *Banks v. Northern Trust* (L.A. Sup.Ct.), a nationwide class action recovering cash damages for improper trust fees; *Guyette v. Viacom, Inc.*, a consumer class action resulting in cash refunds to cable television subscribers; *Wininger v. Synthetic Industries* (N.D. Cal.) realizing an increase in value for investors in syndicated, private investment; and *In re Coordinated Natural Gas Cases I, II, III and IV* (San Diego Sup.Ct.), providing cash damages arising from price fixing of natural gas. Currently, Mr. Howard serves as Lead Counsel in *Fond du Lac Bumper Exchange v. Jui Li*, No. 09-852 LA (E.D. Wis.). These cases have collectively recovered billions in cash settlements for class members.

Speeches and publications include: Comment: "*Nuclear Plant Construction after Pacific Gas: a Pyrrhic Victory for the States?*" 14 Golden Gate University Law Review 39 (1984); "*Survey: Interference Torts*," which the American Bar Association published through its Antitrust Section Committee on Business Torts and Unfair Competition; Interview, America's Premier Lawyers Series (2006) discussing impact of new class action legislation; Presenter and Co-Author, ALI-ABA, *Lawsuits from Both Sides Now, Representing Estate and Trust Beneficiaries and Fiduciaries* (2008); Presenter, LegalTech 2009, New York, and LegalTech 2010, Los Angeles "*May It Please the Court... Defending a Search and Production Protocol-a Trial Technology Experience*"; Presenter, Legal Assistance for Seniors, Conference on Elder Abuse, "Current Developments in Financial Fraud and the Elders How to Protect Elders and their Assets," Oakland, California (2010), and Panelist, Sedona Conference Work Group 1 on Electronic Document Retention and Production (2010); Co-Chair, The Donald L. Galine Annual Tahoe Seminar, Consumer Attorneys of California; (2011-2013). Mr. Howard serves as an ongoing speaker and providing Continuing Legal Education speaker for the Consumer Attorneys of California (CAOC).

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Business & Non-Profit Counseling | Consumer & Employee Rights Immigration & Nationality Law | Personal Injury

Mr. Howard received his undergraduate education in 1980 from the University of Pennsylvania. He earned his Juris Doctor in 1984 from Golden Gate University in San Francisco in 1984, and a M.A. in Sport Management in 2009 from the University of San Francisco. Currently Mr. Howard is an adjunct professor at the University of San Francisco in its Collegiate Athletics On-Line Masters Program. Before entering private practice, Mr. Howard clerked for the Supreme Court of the State of Alaska for the Hon. John H. Dimond and was then appointed as Legal Research attorney for the San Francisco Superior Court.

Sean Tamura-Sato

Sean Tamura-Sato is an associate in the law firm of Minami Tamaki LLP located in San Francisco, CA. Mr. Tamura-Sato graduated from Cornell University in 2004 with a B.S. in Industrial and Labor Relations. He is a 2007 graduate of the University of California, Hastings College of the Law. Mr. Tamura-Sato was admitted to practice in the state of California in 2007 and in the state of Hawai'i in 2008.

Since joining Minami Tamaki LLP in 2007, Mr. Tamura-Sato's practice has focused on litigating class action antitrust and consumer cases, and representing employees in individual and class action cases. Mr. Tamura-Sato has successfully tried cases to verdict before the Equal Employment Opportunity Commission.

Antitrust class actions that Mr. Tamura-Sato has participated in include: *In re NCAA Student-Athlete Name & Likeness Licensing Litigation*, 09-cv-1967 CW (N.D. Cal. 2009); *In re Transpacific Passenger Air Transportation Antitrust Litigation*, MDL No. 1913 (N.D. Cal. 2008); and *In re Static Random Access Memory (SRAM) Antitrust Litigation*, MDL No. 1819 (N.D. Cal. 2007).

Mr. Tamura-Sato has also litigated other class action cases since joining Minami Tamaki, including: *Mowdy, et al., v. Beneto Bulk Transport (KAG West)*, No. 06-5682 MHP (N.D. Cal. 2006); *Brooks v. Williams Tank Lines*, No. 10-1404 WHA (N.D. Cal. 2010); *West v. Abercrombie & Fitch Stores*, No. 04-4730 SI (N.D. Cal. 2004); *Akaosugi v. Benihana, et al.*, No. 11-1272 WHA (N.D. Cal. 2011); *Ollendorff v. Dalton Trucking*, No. 11-5189-DMG-SP (C.D. Cal. 2011); and *Tsunomori v. Golden State Fisheries, et al.*, No. 05214933 (Alameda County Superior Court, 2004).

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2**MINAMI TAMAKI LLP**

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Jack W. Lee (P)	85.6	\$695.00	\$59,492.00
Jack W. Lee (P)	74.2	\$795.00	\$58,989.00
Brad Yamauchi (P)	5	\$795.00	\$3,975.00
Brian Mark Fong (SA)	3	\$725.00	\$2,175.00
Derek G. Howard (OC)	14	\$625.00	\$8,750.00
Derek G. Howard (OC)	100.4	\$725.00	\$72,790.00
Sean Tamura-Sato (A)	114.6	\$350.00	\$40,110.00
Sean Tamura-Sato (A)	158.8	\$395.00	\$62,726.00
Aron Liang (A)	5.5	\$450.00	\$2,475.00
Kevin R. Allen (A)	1.8	\$500.00	\$900.00
Bethany Caracuzzo (A)	13.8	\$600.00	\$8,280.00
Glicel Sumagaysay (A)	104.2	\$350.00	\$36,470.00
Nancy Zhu (A)	665	\$375.00	\$249,375.00
Richard May (A)	512.6	\$300.00	\$153,780.00
Scott Jang (A)	82	\$275.00	\$22,550.00
Sub Total	1940.5		\$782,837.00
NON-ATTORNEYS			
Patrick Domin (SPL)	2.6	\$185.00	\$481.00
Patrick Domin (SPL)	9.1	\$225.00	\$2,047.50
George Rafal (SPL)	29.8	\$225.00	6705.00
Clara Parker (PL)	0.1	\$125.00	\$12.50
Clara Parker (PL)	2.9	\$175.00	\$507.50
Raul A. Perez (PL)	43.5	\$175.00	\$7,612.50
Jordan Anderson (PL)	4.4	\$175.00	\$770.00
Braulio Munoz (PL)	11	\$185.00	\$2,035.00
Lisa Batista (PL)	3	\$225.00	\$675.00
Mami K. Malanda (LC)	3.9	\$125.00	\$487.50
Sub Total	110.3		\$21,456.00
TOTAL:	2050.8		\$804,293.00

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

(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**MINAMI TAMAKI LLP**

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	
Computer Research (Lexis, Westlaw, PACER, etc.)	\$12,927.21
Document Production	
Experts / Consultants	\$1,070.00
Messenger Delivery	\$31.20
Photocopies – In House	\$12.80
Photocopies – Outside	
Postage	\$10.64
Service of Process	\$1,116.51
Overnight Delivery (Federal Express, etc.)	\$66.64
Telephone / Facsimile	\$112.40
Transcripts (Hearings, Depositions, etc.)	\$451.10
Travel (Airfare and Ground Travel)	\$7,398.26
Travel (Meals and Lodging)	\$314.27
TOTAL:	\$23,511.03

1 G. Scott Emblidge (SBN 121613)
2 MOSCONE EMBLIDGE & OTIS LLP
3 220 Montgomery Street, Suite, 2100
4 Telephone: (415) 362-3599
5 Faxsimile: (415) 362-2006
6 emblidge@mosconelaw.com

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Counsel for Plaintiff Caroline Joy

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

**DECLARATION OF G. SCOTT
EMBLIDGE IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, G. Scott Emblidge, declare and state as follows:

2 1. I am a partner of the law firm of Moscone Emblidge & Otis LLP, formerly Moscone
3 Emblidge & Sater LLP. I submit this declaration in support of Plaintiffs' application for an award
4 of 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 would
6 competently testify to the matters stated herein.

7 2. My firm has served as counsel to Plaintiff Caroline Joy throughout the course of this
8 litigation. The background and experience of Moscone Emblidge & Otis and its attorneys are
9 summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Moscone Emblidge & Otis 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 Moscone Emblidge & Otis devoted its time and resources to this
13 matter, it has foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Moscone Emblidge & Otis performed the
15 following work:

16 **PLEADINGS AND MOTIONS**

17 Draft complaint and administrative motion. Attend motion to relate complaint and motion
18 to dismiss hearings. Attention to service of process and stipulation regarding service of summons
19 and complaint.

20 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
21 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
22 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
23 hours spent by Moscone Emblidge & Otis during this period of time was **28.30 hours**, with a
24 corresponding lodestar of **\$13,270.00**. This summary was prepared from contemporaneous, daily
25 time records regularly prepared and maintained by my firm. The lodestar amount reflected in
26 Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at
27 my law firm for the benefit of the Class.

EXHIBIT 1

Exhibit 1

Moscone Emblidge & Otis LLP

Moscone Emblidge & Otis (formerly Moscone Emblidge & Sater) has been involved in a wide variety of class actions representing consumers, public entities and the general public victimized by wage and hour violations, price fixing, false advertising and other unfair business practices. The class action lawsuits include:

California Indirect Purchaser Microsoft I-V Cases, J.C.C.P. 4106; AO/NET v. Microsoft. MEO represented indirect purchasers of Microsoft software who alleged violations of the Cartwright Act and unfair competition laws; class obtained settlement worth over \$1 billion for California purchasers; MEO was class counsel and a member of the plaintiffs' steering committee.

California Methionine II Litigation, J.C.C.P. Nos. 4096 and 4090; Hunt & Behrens v. Degussa-Huls AG, et al. MEO represented indirect purchasers of animal feed supplements who alleged violations of the Cartwright and Unfair Competition Acts; MEO served on the Executive Committee and was class counsel; class obtained a \$3,600,000 settlement.

California Vitamin Cases, J.C.C.P. 4076; Vignoles v. Lonza A.G, et al. MEO represented a class of California indirect vitamin purchasers in every level of the chain of distribution alleging violations of Cartwright Act and unfair competition laws by manufacturers of vitamins; class members have secured a nationwide settlement of close to \$1 billion.

In re Carbon Brushes Antitrust Litigation, United States District Court - District of New Jersey, MDL No. 1514; City and County of San Francisco v. Morganite, Inc., et al. MEO was counsel for a putative class of public entities who purchased carbon products allegedly at artificially inflated prices. The federal matter settled for \$24 million. The state court settlements totaled \$1,935,000.

Jefferson v. Chase Home Finance Group, USDC No. C0606510 - Represented a class of borrowers throughout California who made mid-monthly prepayments of principal after Chase represented that it would apply such payments promptly to mortgage accounts. Plaintiff alleged violations of the Consumer Legal Remedies Act, False Advertising Law, Unfair Competition Law, and Conversion. The lawsuit settled, with Chase agreeing to stop making misrepresentations about the application of prepayments to mortgage accounts and to provide monetary relief representing the total amount of loss resulting from its practice.

The attorneys at Moscone Emblidge & Otis have been involved in many of the most important antitrust class actions of the past decade, protecting consumers and businesses from price fixing conspiracies and unfair business practices, including:

In Re Municipal Derivatives Antitrust Litigation, MDL No. 1950, Master Docket No. 08-cv-2516 (VM) (GWG) - Served as co-lead counsel for the City of Oakland, City of Fresno, County of Alameda, and the Fresno County Financing Authority in a federal antitrust lawsuit alleging that financial companies, insurance companies, and brokers engaged in widespread price-fixing and bid-rigging in the multi-billion dollar municipal derivatives industry dating back to 1992.

Exhibit 1

In re: TFT LCD (Flat Panel) Antitrust Litigation, MDL No. 1872 - Represented a class of indirect purchasers of flat computer screens, alleging anti-trust violations of the Sherman Act and Clayton Act against computer screen manufacturers.

In re Musical Instruments and Equipment Antitrust Litigation (S.D. Cal.): This lawsuit alleged that Guitar Center and the National Association of Music Merchants conspired to maintain, implement, and/or enforce Minimum Advanced Pricing policies that had the purpose and effect of fixing prices, securing higher price levels, restricting retail price competition, and eliminating price discounting in the musical products market.

Sylvia Sokol

Sylvia Sokol is now a partner in the Antitrust and Competition Law Practice at Scott & Scott LLP, where she focuses on representing national and international clients in litigation involving domestic and international cartels (see <https://www.scott-scott.com/attorney-sylvia-sokol.html>).

While at Moscone Emblidge & Otis, Ms. Sokol's practice focused on consumer and antitrust litigation. She worked on *In re Municipal Derivatives* (S.D.N.Y.), a class action lawsuit on behalf of Californians against financial brokers and institutions, alleging widespread price-fixing and bid rigging in the multibillion dollar municipal derivatives industry. She was also involved in other nationwide antitrust actions, including *In re Fretted Musical Instruments* (S.D. Cal.); *In re Optical Disk Drives* (N.D. Cal.); and *In re TFT-LCD* (N.D. Cal.) In addition to antitrust litigation, Sylvia represented clients in disputes involving unfair and unlawful business practices, consumer violations, and civil rights violations.

Prior to joining Moscone Emblidge & Otis, Sylvia worked as an attorney at The Sturdevant Law Firm and Morrison & Foerster. Following law school, she was awarded a Soros Justice Fellowship to assist the Capital Habeas Unit of the Federal Public Defender in its defense of people facing the death penalty, and in developing training materials for the capital defense bar in Nevada. From 1999-2000, she served as a judicial law clerk for the Honorable Warren J. Ferguson in the United States Court of Appeals for the Ninth Circuit.

Sylvia graduated cum laude from New York University School of Law in 1998. She is a bilingual English and French speaker. She has been selected to Northern California Super Lawyers 2011.

Matt Yan

Matt Yan has a broad and diverse background in all areas of civil litigation, including commercial and contract litigation, employment law, intellectual property and trade secrets, environmental and land use law, class actions, and civil rights and defamation. Matt has defended a local business in a trade-secret misappropriation and municipal contract lawsuit, defended a major international corporation against allegations of environmental groundwater contamination, represented a limited partner in an internal partnership dispute, and negotiated a settlement for a start-up technology company in a wrongful termination lawsuit.

Exhibit 1

Before joining Moscone Emblidge & Otis in 2010, Matt was a litigation associate at Pillsbury Winthrop Shaw Pittman. During law school, Matt represented indigent criminal defendants with both the San Francisco Public Defender and Boston University Criminal Defender Program. Matt has also won several Moot Court awards in both writing and oral advocacy. In 2007, Matt published a note in the Boston University Public Interest Law Journal entitled: “What’s In A Name”: Why the New Jersey Equal Protection Guarantee Requires Full Recognition of Same-Sex Marriage, 17 B.U. Pub. Int. L.J. 179 (2007). In his spare time, Matt volunteers as a coach for the Balboa High School Mock Trial Team, which has reached the final round of county competition in two of the past four years.

Matt graduated with honors from the University of California, Berkeley in 2005, and *cum laude* from the Boston University School of Law in 2008.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

Moscone Emblidge & Otis LLP, formerly Moscone Emblidge & Sater LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Sylvia Sokol (SA)	26.0	\$475	\$12,350.00
Matthew K. Yan (A)	2.3	\$400	\$920.00
TOTAL:			\$13,270.00

(SA) Senior Associate

(A) Associate

EXHIBIT 3

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 3

Moscone Emblidge & Otis LLP, formerly Moscone Emblidge & Sater LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$350.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$3.04
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$46.60
Photocopies – Outside	\$
Postage	\$
Service of Process	\$86.00
Overnight Delivery (Federal Express, etc.)	\$36.28
Telephone / Facsimile	\$
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$
Travel (Meals and Lodging)	\$
TOTAL:	\$521.92

1 Dianne M. Nast (PA24424)
NastLaw LLC
2 1101 Market Street
Suite 2801
3 Philadelphia, Pennsylvania 19107
215-923-9300
4 215-923-9302 (facsimile)
dnast@nastlaw.com

5 *Counsel for Plaintiffs*
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10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**
13

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

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

DECLARATION OF DIANNE M. NAST
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

16
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18 **This Document Relates to:**

19 **ALL ACTIONS**
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1 I, Dianne M. Nast, declare and state as follows:

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

6 2. In the beginning of this matter, the predecessor law firm, RodaNast, P.C., employed the
7 attorneys who worked on this case. In 2012, NastLaw LLC was formed, and all of the RodaNast,
8 P.C. attorneys who worked on this case are and have been employed by NastLaw LLC since that
9 time. RodaNast, P.C. is no longer operating. All time and expenses reported in this Declaration
10 include NastLaw LLC and RodaNast, P.C. time, and are described as time and expenses of "this
11 firm."

12 3. This firm has served as counsel to Reiko Hirai throughout the course of this litigation.
13 The background and experience of NastLaw LLC and its attorneys are summarized in the
14 *curriculum vitae* attached hereto as Exhibit 1.

15 4. NastLaw has prosecuted this litigation solely on a contingent-fee basis, and has been at
16 risk that it would not receive any compensation for prosecuting claims against the Defendants.
17 While NastLaw LLC devoted its time and resources to this matter, it has foregone other legal work
18 for which it would have been compensated.

19 5. During the pendency of the litigation, NastLaw LLC performed the following work:

20 **DISCOVERY**

21 Analyzed documents produced by Defendants.

22 6. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
23 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
24 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
25 hours spent by NastLaw LLC during this period of time was 149.3, with a corresponding lodestar
26 of \$45,638.00. This summary was prepared from contemporaneous, daily time records regularly
27 prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work
28

1 assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the
2 benefit of the Class.

3 7. The hourly rates for the attorneys and professional support staff in my firm included in
4 Exhibit 2 are the usual and customary hourly rates charged by NastLaw LLC during that time
5 frame.

6 8. My firm has expended a total of \$22.84 in unreimbursed costs and expenses in
7 connection with the prosecution of this litigation. These costs and expenses are broken down in
8 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
9 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
10 in this action are reflected on the books and records of my firm. These books and records are
11 prepared from expense vouchers, check records and other source materials and represent an
12 accurate recordation of the expenses incurred.

13 9. NastLaw LLC has paid a total of \$40,000.00 in assessments for the joint prosecution of
14 the litigation against the Defendants.

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

17 I declare under penalty of perjury under the laws of the United States of America that the
18 foregoing is true and correct. Executed on this 2nd day of April, 2015 at Philadelphia,
19 Pennsylvania.

20
21 /s/ Dianne M. Nast

22 Dianne M. Nast
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EXHIBIT 1

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www.nastlaw.com

FIRM BIOGRAPHY

Led by Dianne M. Nast, NastLaw attorneys combine over 85 years of complex civil litigation experience. We provide our clients with experienced, confident representation to guide them in the most difficult cases.

Our Firm's focus is on complex civil litigation, including pharmaceutical litigation and antitrust litigation. Firm founder, Dianne Nast, brings decades of complex litigation experience to the firm. Ms. Nast is one of the most accomplished attorneys in the country and has been recognized by Courts across the country for her skill and leadership in complex litigation.

ATTORNEYS

Dianne M. Nast is a *magna cum laude* graduate of Rutgers University School of Law. From 1976 to 1995, she was a shareholder with the Philadelphia law firm of Kohn, Nast & Graf, P.C. (now Kohn, Swift & Graf, P.C.) and then a senior shareholder at RodaNast, P.C. from 1995 to 2012.

Ms. Nast holds an AV Martindale-Hubbell rating, and has been selected to be listed in *The Best Lawyers in America*, included in each edition since 2003. The *National Law Journal* has selected Ms. Nast as one of the nation's top fifty women litigators. Ms. Nast was also selected by *Philadelphia Magazine* as one of Philadelphia's Best Complex Litigation Lawyers. She has been named as one of Pennsylvania's Top Fifty Women Lawyers. She appears in numerous *Who's Who* publications.

Ms. Nast was appointed in 1998 by then Chief Justice William H. Rehnquist to a five-year term as Chair of the Board of Directors of the Federal Judicial Center Foundation. She served as a Director of the Federal Judicial Center Foundation for eleven years, from 1991 until 2002.

Judge Edward Becker, then Chief Judge of the United States Court of Appeals for the Third Circuit, appointed Ms. Nast to serve as a member of the fifteen-member Third Circuit Task Force on Selection of Class Counsel. The Task Force issued a report, *Selection of Class Counsel*, 208 F.R.D. 340 (2002), cited over 100 times in court opinions. She was selected by The American Law Institute to serve on the ALI's Principles of the Law of Aggregate Litigation.

Ms. Nast chaired the Lawyers Advisory Committee for the United States Court of Appeals for the Third Circuit and on that Committee. She served for eight years on the Third Circuit's Committee

on Revision of Judicial Conduct Rules of the Judicial Council and on the Judicial Conference Long Range Planning Committee.

Ms. Nast has served as Lawyer Chair of the Judicial Conference of the United States Court of Appeals for the Third Circuit. She is a member of the Historical Society of the Third Circuit, and chaired the Circuit's Centennial Celebration.

She was appointed by the late Chief Judge Alfred L. Luongo to Chair the Eastern District of Pennsylvania's Lawyers Advisory Committee, and served for four years in that position. She served for three years as President of The Historical Society for the United States District Court for the Eastern District of Pennsylvania and as Editor of the Society's Annual Historical Calendar.

She is a member of the American Bar Association Litigation Section, where she has served on the Task Force on State Justice Initiatives, the Task Force on the State of the Justice System and the Task Force on Strategic Planning. She served a three-year term on the Section's Council, served as a Section Division Director, and co-chaired the Section's Antitrust Committee. She served as a Delegate to the American Bar Association House of Delegates and the Pennsylvania Bar Association House of Delegates. She served as a member of the Philadelphia Bar Association Board of Governors. She is a member of the Public Justice Foundation.

She served six years as a Director on the Board of the Public Defender's Office of Philadelphia. Ms. Nast was selected as one of a small group of Philadelphia attorneys to be appointed Judge Pro Tempore, serving as presiding Judge in major civil jury cases in the Court of Common Pleas.

Ms. Nast is a Fellow of the American Bar Foundation. She is a member of the American Law Institute, has served as a member of the Board of Directors of the Sedona Conference, a member of the American Antitrust Institute and the Public Justice Foundation.

Michele S. Burkholder graduated with Distinction from the Pennsylvania State University with dual degrees in Journalism and Sociology, and received her Juris Doctorate, *cum laude*, from the Dickinson School of Law, and was a member of the Woolsack Honor Society. She was Vice-President of the International Law Society and a member of Amnesty International. Ms. Burkholder served as a law clerk to the Honorable Ronald E. Vican, President Judge of Monroe County, Pennsylvania.

Ms. Burkholder is court-appointed Plaintiffs' Liaison Counsel in *Darvocet, Darvon and Propoxyphene Products Liability Litigation*, MDL No. 2226 (E.D. Ky.).

Daniel N. Gallucci received his Bachelor of Arts in History from Gettysburg College and his Juris Doctorate from the Dickinson School of Law of the Pennsylvania State University, where he was a member of the Woolsack Honor Society and the National Trial Moot Court Team. He was Articles Editor of *The Dickinson Law Review* and received the Best Case Note Award in the 1996-97 Law Review Competition. He also received the Conrad A. and Rocco C. Falvello Memorial Award for

Diligence and Progress and was named to the Order of Barristers for Excellence in Courtroom Advocacy.

He was a law clerk to the Honorable Michael A. Georgelis, President Judge of the Court of Common Pleas of Lancaster County.

Mr. Gallucci has tried jury cases involving medical malpractice and wrongful death, and won the third largest jury verdict in the history of Lancaster County, Pennsylvania. He was lead attorney in what is believed to be the largest settlement in United States history for prescription long-acting beta antagonists, one of the most frequently prescribed asthma drugs.

Mr. Gallucci is on the Science and Case Specific Committees in Zoloft.

Erin C. Burns received her Bachelor of Arts from the University of Delaware and her Juris Doctorate from the Villanova University School of Law. She is a member of Psi Chi and served as a staff writer and Symposium Editor on *The Villanova Environmental Law Journal*.

Ms. Burns served as a law clerk to the Honorable Louis J. Farina, Lancaster County Court of Common Pleas and was an associate at RodaNast, P.C. from 2004 until 2012.

She served as the Vice-Chairperson of the Young Lawyers Section of the Lancaster Bar Association in 2004 and the Chairperson of that Section in 2005. Also in 2005, she sat on the Board of Directors of the Lancaster Bar Association. In March of 2005, Ms. Burns received the President's Award from the Lancaster Bar Association for development and implementation of a Habitat for Humanity community service day for the Young Lawyers Section.

She also served as a Leader of the Law Explorers Program through Learning for Life, a program for youth interested in careers in the law from 2004 through 2006.

She was recognized in Who's Who of American Women in 2006 and by Strathmore's Who's Who in 2007 and is a member of the National Association of Professional Women.

In 2012, Ms. Burns was a featured panelist for the *Legal Intelligencer's* first annual Litigation Summit, where she spoke about the taxation of costs under 28 U.S.C. §1920 for e-discovery expenses.

She is a member of the Law & Briefing Committee for *In re Zoloft (Sertraline Hydrochloride) Products Liability Litigation*, MDL No. 2342 (E.D. Pa.) and was part of the deposition team for *Shane Group, Inc., et al. v. Blue Cross Blue Shield of Michigan*, Case No. 2:10-cv-14360-DPH-MKM (E.D. Mich.). Ms. Burns served as one of three Mediation Counsel in *In re Skelaxin Antitrust Litigation*, MDL No. 2343 (E.D. Tenn.).

Joanne E. Matusko received her Bachelor of Science from Beaver College and her Juris Doctorate from the Widener University School of Law, was a member of the Moot Court team. She also holds an MBA degree from Lebanon Valley College and an Associate's degree in medical technology.

Ms. Matusko is also a member of the Clinical Laboratory Management Association and of the American Society of Clinical Pathologists.

She worked as Director of Laboratory Services at a local hospital and was an Adjunct Instructor of Laboratory Sciences at Thomas Jefferson University College of Allied Health Professions. She is currently an Adjunct Professor at Central Pennsylvania College and Harrisburg Area Community College teaching business, legal, and healthcare classes.

Ms. Matusko is a member of the Case Specific Committee in *Zoloft (Sertraline Hydrochloride) Products Liability Litigation*, MDL No. 2342 (E.D. Pa.).

CASES

NastLaw LLC has an extensive class action practice focusing on antitrust matters, in addition to its products liability and personal injury work. An exemplar listing of some of the class actions in which Ms. Nast has served as Lead Counsel or Executive Committee Member includes the following:

Actos (Pioglitazone) Products Liability Litigation, MDL No. 2299 (W.D. La.), before The Honorable Rebecca F. Doherty.

Augmentin Antitrust Litigation (SAJ Distributors, Inc. and Stephen L. LaFrance Holdings, Inc. v. SmithKline Beecham Corp., d/b/a GlaxoSmithKline, Civil Action No. 04-CV-23 (E.D. Va.)), before The Honorable Henry C. Morgan, Jr.

Avandia Marketing, Sales Practices and Products Liability Litigation, MDL No. 1871 (E.D. Pa.), before The Honorable Cynthia M. Rufe.

Castano Tobacco Litigation, Civil Action No. 94-1044 (E.D. La.), before The Honorable Okla Jones II.

Chocolate Confectionery Antitrust Litigation, MDL No. 1935 (M.D. Pa.), before The Honorable Christopher C. Conner.

Children's' Ibuprofen Oral Suspension Antitrust Litigation, Misc. No. 04mc0535 (D.D.C.), before The Honorable Ellen S. Huvelle.

Darvocet, Darvon and Propoxyphene Products Liability Litigation, MDL No. 2226 (E.D. Ky.), before The Honorable Danny C. Reeves.

Diet Drug Product Liability Litigation, MDL No. 1203 (E.D. Pa.), before The Honorable Harvey Bartle III.

Effexor XR Antitrust Litigation, Civil Action No. 11-5479 (D. N.J.), before The Honorable Peter J. Sheridan.

Heparin Products Liability Litigation, MDL No. 1953 (N.D. Ohio), before The Honorable James G. Carr.

Hypodermics Products Antitrust Litigation, MDL No. 1730 (D.N.J.), before The Honorable Jose L. Linares.

Lipitor (Atorvastatin Calcium) Marketing, Sales Practices and Products Liability Litigation, MDL No. 2502 (D. S.C.), before The Honorable Richard Mark Gergel.

Medtronic, Inc. Implantable Defibrillators Products Liability Litigation, MDL No. 1726 (D. Minn.), before The Honorable James M. Rosenbaum.

Medtronic, Inc. Sprint Fidelis Leads Products Liability Litigation, MDL No. 1905 (D. Minn.), before The Honorable Richard H. Kyle.

Mirena IUD Products Liability Litigation, MDL No. 2434 (S.D. N.Y.), before The Honorable Cathy Seibel.

Modafinil Antitrust Litigation, Civil Action No. 06-CV-1797, (E.D. Pa.), before The Honorable R. Barclay Surrick and, subsequently, The Honorable Mitchell S. Goldberg.

National Football League Players' Concussion Injury Litigation, MDL No. 2323 (E.D. Pa.), before The Honorable Anita B. Brody.

Nifedipine Antitrust Litigation, MDL No. 1515 (D.D.C.), before The Honorable Richard J. Leon.

Ovcon Antitrust Litigation (SAJ Distributors, Inc., et al. v. Warner Chilcott Holdings Company III, Ltd., et al.), Civil Action No. 1:05cv02459 (D. D.C.), before The Honorable Colleen Kollar-Kotelly.

Paxil Antitrust Litigation (Nichols, et al. v. SmithKline Beecham Corp.), Civil Action No. 00-6222 (E.D. Pa.), before The Honorable John R. Padova.

Pelvic Repair Systems (S.D. W.V.), before The Honorable Joseph R. Goodwin, including *Ethicon, Inc.* MDL No. 2327, *Boston Scientific Corp.*, MDL No. 2326 and *American Medical Systems, Inc.* MDL No. 2325.

Serzone Products Liability Litigation, MDL No. 1477 (S.D. W.Va.), before The Honorable Joseph R. Goodwin.

Tylenol (Acetaminophen) Marketing, Sales Practices and Products Liability Litigation, MDL No. 2436 (E.D. Pa.), before The Honorable Lawrence F. Stengel.

Wellbutrin SR Antitrust Litigation (SAJ Distributors, Inc., et al. v. Smithkline Beecham Corp.), Civil Action No. 04-5525 (E.D. Pa.), before The Honorable Bruce W. Kauffman and, subsequently, The Honorable Lawrence F. Stengel.

Wellbutrin XL Antitrust Litigation, Civil Action No. 08-2431 (E.D. Pa.), before The Honorable Mary A. McLaughlin.

Yasmin and Yaz (Drospirenone) Marketing, Sales Practices and Products Liability Litigation MDL No. 2100 (S.D. Ill.), before The Honorable David R. Herndon.

Yaz, Yasmin, Ocella Gianvi Product Liability Litigation, September Term 2009, No. 1307 (Phila. C.C.P.), before The Honorable Sandra Mazer Moss.

Zoloft (Serataline Hydrochloride) Products Liability Litigation, MDL No. 2342 (E.D. Pa.), before The Honorable Cynthia M. Rufe.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

NastLaw LLC

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Dianne M. Nast (P)	.4	\$750.00	\$300.00
Dianne M. Nast (P)	1.0	\$725.00	\$725.00
Dianne M. Nast (P)	3.6	\$300.00	\$1,080.00
Erin C. Burns (SA)	.6	\$510.00	\$306.00
Erin C. Burns (SA)	.6	\$495.00	\$297.00
Erin C. Burns (SA)	3.7	\$300.00	\$1,110.00
Adam Beck (A)	139.4	\$300.00	\$41,820.00
		\$	\$
TOTAL:			\$45,638.00

(P) Partner
 (SA) Senior Associate
 (A) Associate

EXHIBIT 3

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 3

NastLaw LLC

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$0.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$18.64
Document Production	\$0.00
Experts / Consultants	\$0.00
Messenger Delivery	\$0.00
Photocopies – In House	\$2.80
Photocopies – Outside	\$0.00
Postage	\$1.40
Service of Process	\$0.00
Overnight Delivery (Federal Express, etc.)	\$0.00
Telephone / Facsimile	\$0.00
Transcripts (Hearings, Depositions, etc.)	\$0.00
Travel (Airfare and Ground Travel)	\$0.00
Travel (Meals and Lodging)	\$0.00
TOTAL:	\$22.84

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4 San Francisco, California 94104
5 Telephone: (415) 433-9000
6 Facsimile: (415) 433-9008
7 bsimon@pswlaw.com

8
9
10 *Counsel for Plaintiffs*
11
12
13

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

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

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

DECLARATION OF BRUCE L. SIMON
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

21 **This Document Relates to:**
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24 **ALL ACTIONS**
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1 I, Bruce L. Simon, declare and state as follows:

2 1. I am a partner of the law firm of Pearson, Simon & Warshaw ("PSW"). I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel to Plaintiff Franklin Ajaye ("Ajaye"), Larry Chen
8 ("Chen") and Titi Tran ("Tran") during the course of this litigation. The background and
9 experience of PSW and its attorneys are summarized in the *curriculum vitae* attached hereto as
10 Exhibit 1.

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

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

16 **INVESTIGATION AND RESEARCH**

17 PSW reviewed ESI protocols in other cases for consideration in this case; reviewed and
18 analyzed the complaint and related legal issues; researched various legal issues such as the filed
19 rate doctrine, judicial notice of foreign law and use of foreign language documents; researched
20 various discovery issues including the scope of discovery obligations and discovery of the
21 Defendants' production to the United States Department of Justice; and, researched translation
22 protocols. PSW also researched discovery issues in order to facilitate meet and confer discussions
23 with Defendants. After his appointment of co-lead counsel, the work described herein was done
24 with the approval of that co-lead counsel.

25 **PLEADINGS AND MOTIONS**

26 PSW reviewed the draft consolidated amended complaint; drafted an administrative
27 motion related to the complaint; reviewed and analyzed various motions to dismiss and related
28 pleadings; prepared a draft protective order and document preservation order; consulted with co-

1 lead counsel regarding opposing motions to dismiss; reviewed letter briefs and related filings;
2 reviewed summary judgment motions based on the filed rate doctrine and related stipulations;
3 reviewed answers to the complaint; reviewed and analyzed Defendants' administrative motion for
4 stay and related pleadings; attended hearings on motions, including motions to dismiss and a case
5 management conference; reviewed and provided comments and edits to oppositions to motions to
6 dismiss; reviewed and analyzed orders related to the motions to dismiss; reviewed and analyzed
7 motion to dismiss appeal and related pleadings; and, drafted stipulations regarding withdrawal of
8 plaintiffs Tran and Chen. Again, this work was either assigned by, and/or approved by co-lead
9 counsel.

10 **DISCOVERY**

11 PSW participated in the Rule 26 conferences with Defendants; drafted initial disclosures
12 for plaintiffs Ajaye, Chen and Tran; reviewed the other plaintiffs' initial disclosures; reviewed
13 client documents in preparation for drafting initial disclosures; reviewed and commented on the
14 proposed discovery plan; participated in meet and confer conferences with Defendants regarding
15 various discovery issues; coordinated with co-counsel on various discovery issues and discovery
16 responses; drafted several meet and confer letters to defense counsel; reviewed and analyzed
17 Defendants' meet and confer letters and positions taken therein; reviewed and commented on draft
18 discovery responses; drafted a translation protocol; reviewed and analyzed Defendants' production
19 of transactional data; reviewed and analyzed other documents produced by Defendants;
20 participated in negotiations with Defendants regarding the scope of their production of documents;
21 reviewed and responded to objections to subpoenas; met and conferred with third parties regarding
22 the scope of subpoenas; reviewed deposition notices; coordinated with co-counsel regarding
23 deposition scheduling; compiled and organized documents in preparation for depositions; drafted
24 outlines for depositions; coordinated with co-counsel regarding depositions; took depositions of
25 witnesses including a deposition in Sydney, Australia; participated in telephone conferences with
26 co-counsel regarding depositions; and prepared deposition summaries. Similar to the other work
27 in this case, this work was done as assigned and/or approved by co-lead counsel.

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EXPERT WORK

1
2 Lastly, PSW reviewed expert analysis regarding the Defendants' production of
3 transactional data under the supervision of co-lead counsel.

4 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
5 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
6 the time spent since the appointment of Co-Lead Counsel in this litigation. The total number of
7 hours spent by PSW during this period of time was 1,137, with a corresponding lodestar of
8 \$467,565.00. This summary was prepared from contemporaneous, daily time records regularly
9 prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work
10 assigned and/or approved by Co-Lead Counsel, and was performed by professional staff at my
11 law firm for the benefit of the Class.

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

14 7. My firm has expended a total of \$81,395.90 in unreimbursed costs and expenses in
15 connection with the prosecution of this litigation. These costs and expenses are broken down in
16 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
17 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
18 in this action are reflected on the books and records of my firm. These books and records are
19 prepared from expense vouchers, check records and other source materials and represent an
20 accurate recordation of the expenses incurred.

21 8. PSW has paid a total of \$75,000 in assessments for the joint prosecution of the litigation
22 against the Defendants.

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

25 I declare under penalty of perjury under the laws of the United States of America that the

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1 foregoing is true and correct.

2 Executed on this 2nd day of April, 2015 at ~~San Francisco~~ ^{Hillsborough}, California

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5 BRUCE L. SIMON

EXHIBIT 1



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Pearson, Simon & Warshaw, LLP (“PSW”) is an AV-rated civil litigation firm with offices in Los Angeles and San Francisco. The firm specializes in complex litigation, including state coordination cases and federal multidistrict litigation. Its attorneys have extensive experience in antitrust, securities, consumer protection, and unlawful employment practices. The firm handles both national and multi-national class actions that present cutting edge issues in both substantive and procedural areas. PSW attorneys understand how to litigate difficult and large cases in an efficient and cost effective manner, and they have used these skills to obtain outstanding results for their clients, both through trial and negotiated settlement. They are recognized in their field for excellence and integrity, and are committed to seeking justice for their clients.

CASE PROFILES

PSW attorneys currently hold, or have held, a leadership role in the following representative cases:

- *In re Keurig Green Mountain Single-Serving Coffee Antitrust Litigation*, Southern District of New York, MDL No. 2542. In June 2014, Judge Vernon S. Broderick appointed PSW to serve as interim co-lead counsel on behalf of indirect purchaser plaintiffs in this multidistrict class action litigation. The case arises from the alleged unlawful monopolization of the United States market for single-server coffee packs by Keurig Green Mountain, Inc. Keurig’s alleged anticompetitive conduct includes acquiring competitors, entering into exclusionary agreements with suppliers and distributors to prevent competitors from entering the market, engaging in sham patent infringement litigation, and redesigning the single-serve coffee pack products in the next version of its brewing system to lock out competitors’ products.
- *In re Credit Default Swaps Antitrust Litigation*, Southern District of New York, MDL No. 2476. PSW attorneys represents the Los Angeles County Employee Retirement Association (“LACERA”) in a class action on behalf of all purchasers and sellers of Credit Default Swaps (“CDS”) against thirteen of the world’s largest banks. The

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lawsuit alleges that the banks along with other defendants who control the market infrastructure for CDS trading have conspired for years to restrain the efficient trading of CDS, thereby inflating the cost to trade CDS. The alleged antitrust conspiracy has resulted in economic harm in the tens of billions of dollars to institutional investors such as pension funds, mutual funds, and insurance companies who use CDS to hedge credit risks on their fixed income portfolios. The action has been consolidated with nine other class action lawsuits that are assigned to the Honorable Denise Cote of the Southern District of New York. On December 13, 2013, Judge Cote appointed Pearson Simon as Co-Lead Counsel for the plaintiff class and its client, LACERA as lead plaintiff for the class.

- *In re Lithium Ion Batteries Antitrust Litigation*, Northern District of California, MDL No. 2420. PSW attorneys currently serve as interim co-lead counsel for direct purchaser plaintiffs in this multidistrict class action litigation arising from the price-fixing of lithium ion batteries. The case involves allegations of collusive activity by a cartel made up of the world's largest manufacturers of lithium ion batteries, which are used in everything from cellular phones to cameras, laptops and tablet computers. PSW filed one of the earliest cases on behalf of the direct purchasers and successfully argued before the Joint Panel on Multidistrict Litigation ("JPML") for consolidation of the cases in the Northern District of California. PSW, along with its co-counsel, organized a leadership structure of three firms, winning appointment by Judge Gonzalez Rogers as co-lead counsel for the putative class of direct purchasers on May 17, 2013.
- *In re TFT-LCD (Flat Panel) Antitrust Litigation*, Northern District of California, MDL No. 1827. PSW partner Bruce L. Simon served as co-lead counsel for the direct purchaser plaintiffs in *In re TFT-LCD (Flat Panel) Antitrust Litigation*, a multidistrict litigation arising from the price-fixing of thin film transistor liquid crystal display panels. Worldwide, the TFT-LCD industry is a multi-billion dollar industry, and many believe that this proceeding was one of the largest price-fixing cases in the United States. Over \$405 million in settlements had already been approved before trial. Mr. Simon served as co-lead trial counsel, successfully marshaled numerous witnesses, and presented the opening argument. On July 3, 2012, PSW obtained a jury verdict of \$87 million before trebling against the sole remaining defendant in the case, Toshiba Corporation and its related entities. PSW later settled with Toshiba and AU Optronics to bring the total to \$473 million in settlements. In 2013, California Lawyer Magazine awarded Mr. Simon a California Lawyer of the Year Award for his work in the *TFT-LCD case*.

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- *In re Potash Antitrust Litigation (No. II)*, Northern District of Illinois, MDL No. 1996. PSW partner Bruce L. Simon served as interim co-lead counsel for the plaintiffs in this multidistrict litigation arising from the price-fixing of potash sold in the United States. After defeating a motion to dismiss, Defendants appealed, and Mr. Simon argued before an *en banc* panel of the Seventh Circuit Court of Appeals. In an 8-0 decision, the *en banc* panel reversed the first panel decision and affirmed the denial of Defendants' motion to dismiss. *Minn-Chem, Inc. v. Agrium Inc.*, 683 F.3d 845 (7th Cir. 2012). On June 12, 2012, the Court approved a \$90 million class settlement on behalf of direct purchaser plaintiffs.
- *In Re: Warner Music Group Corp. Digital Downloads Litigation*, Northern District of California, Case No. 12-cv-00559. PSW attorneys currently serve as interim co-lead counsel, with partner Bruce L. Simon serving as chairman of a five-firm executive committee, in this putative nationwide class action on behalf of recording artists and producers who allege that they have been systematically underpaid royalties by the record company Warner Music Group.
- *In re Carrier IQ Consumer Privacy Litigation*, Northern District of California, MDL No. 2330. PSW attorneys currently serve as interim co-lead counsel in this putative nationwide class action on behalf of consumers who allege privacy violations arising from software installed on their mobile devices that was logging text messages and other sensitive information.
- *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, Northern District of California, MDL No. 1486. PSW partner Bruce L. Simon served as co-chair of discovery and as a member of the trial preparation team in this multidistrict litigation arising from the price-fixing of DRAM, a form of computer memory. Mr. Simon was responsible for supervising and coordinating the review of almost a terabyte of electronic documents, setting and taking depositions, establishing and implementing protocols for cooperation between the direct and indirect plaintiffs as well as the Department of Justice, presenting oral arguments on discovery matters, working with defendants on evidentiary issues in preparation for trial, and preparation of a comprehensive pretrial statement. Shortly before the scheduled trial, class counsel reached settlements with the last remaining defendants, bringing the total value of the class settlements to over \$325 million.
- *In re Methionine Antitrust Litigation*, Northern District of California, MDL No. 1311. PSW partner Bruce L. Simon served as co-lead counsel in this nationwide antitrust class action involving a conspiracy to fix prices of, and allocate the markets for, methionine. Mr. Simon was personally responsible for many of the discovery aspects

PEARSON, SIMON & WARSHAW, LLP

of the case including electronic document productions, coordination of document review teams, and depositions. Mr. Simon argued pretrial motions, prepared experts, and assisted in the preparation of most pleadings presented to the Court. This action resulted in over \$100 million in settlement recovery for the Class.

- *In re Sodium Gluconate Antitrust Litigation*, Northern District of California, MDL No. 1226. PSW partner Bruce L. Simon served as class counsel in this consolidated antitrust class action arising from the price-fixing of sodium gluconate. Mr. Simon was selected by Judge Claudia Wilken to serve as lead counsel amongst many other candidates for that position, and successfully led the case to class certification and settlement.
- *In re Citric Acid Antitrust Litigation*, Northern District of California, MDL No. 1092. PSW partner Bruce L. Simon served as class counsel in antitrust class actions against Archer-Daniels Midland Co. and others for their conspiracy to fix the prices of citric acid, a food additive product. Mr. Simon was one of the principal attorneys involved in discovery in this matter. This proceeding resulted in over \$80 million settlements for the direct purchasers.
- *Olson v. Volkswagen of America, Inc.*, Central District of California, Case No. CV07-05334. PSW attorneys brought this class action lawsuit against Volkswagen alleging that the service manual incorrectly stated the inspection and replacement intervals for timing belts on Audi and Volkswagen branded vehicles equipped with a 1.8 liter turbo-charged engine. This case resulted in a nationwide class settlement.
- *Swain et al. v. Eel River Sawmills, Inc. et al.*, California Superior Court, DR-01-0216. George S. Trevor and Bruce L. Simon served as lead trial counsel for a class of former employees of a timber company whose retirement plan was lost through management's investment of plan assets in an Employee Stock Ownership Plan. Mr. Trevor and Mr. Simon negotiated a substantial settlement on the eve of trial resulting in a recovery of approximately 40% to 50% of plaintiffs' damages after attorneys' fees and costs.
- *In re Digital Microwave Securities Litigation*, Northern District of California, C-90-20241. George S. Trevor was one of the principal attorneys for a plaintiff class alleging fraud in the financial reporting of a public company. Defendants included the accounting firm Arthur Andersen. Mr. Trevor negotiated a settlement of nearly \$20 million, despite the absence of any director's and officer's liability insurance.

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- *In re Hawaiian and Guamanian Cabotage Antitrust Litigation*, Western District of Washington, MDL No. 1972. PSW partner Bruce L. Simon served as interim co-lead counsel for the plaintiffs in this multidistrict litigation arising from violations of the federal antitrust laws with respect to domestic ocean shipping services between the continental United States and Hawaii and/or between the continental United States and the Territory of Guam.
- *In re Homestore Litigation*, Central District of California, Master File No. 01-11115. PSW attorneys served as liaison counsel and class counsel for plaintiff CalSTRS in this securities class action. The case resulted in over \$100 million in settlements to the Class.
- *In re MP3.Com, Inc., Securities Litigation*, Southern District of California, Master File No. 00-CV-1873. PSW attorneys served as defense counsel in this class action involving alleged securities violations under Rule 10b-5.
- *In re Ivan F. Boesky Securities Litigation*, Southern District of New York, MDL No. 732. George S. Trevor, while at the firm of Gold & Bennett, was one of the principal attorneys representing a class of former shareholders of the Pacific Lumber Company. The case was consolidated with numerous other shareholder class actions before the Honorable Milton Pollack. Mr. Trevor personally took numerous depositions and examined Michael Milken pursuant to Mr. Milken's settlement agreement with the Pacific Lumber class. He was also part of the trial team in New York when the case settled the evening before trial. The resulting settlement of \$144 million was estimated to be the fourth largest securities litigation settlement at the time.
- *In re Automotive Refinishing Paint Cases*, Alameda County Superior Court, Judicial Council Coordination Proceeding No. 4199. PSW attorneys served as class counsel with other law firms in this coordinated antitrust class action alleging a conspiracy by defendants to fix the price of automotive refinishing products.
- *In re Beer Antitrust Litigation*, Northern District of California, Case No. 97-20644 SW. PSW partner Bruce L. Simon served as primary counsel in this antitrust class action brought on behalf of independent micro-breweries against Anheuser-Busch, Inc., for its attempt to monopolize the beer industry in the United States by denying access to distribution channels.
- *In re Commercial Tissue Products Public Entity Indirect Purchaser Antitrust Litigation*, San Francisco Superior Court, Judicial Counsel Coordination Proceeding

PEARSON, SIMON & WARSHAW, LLP

No. 4027. PSW partner Bruce L. Simon served as co-lead counsel for the public entity purchaser class in this antitrust action arising from the price-fixing of commercial sanitary paper products.

- *Hart v. Central Sprinkler Corporation*, Los Angeles County Superior Court, Case No. BC176727. PSW attorneys served as class counsel in this consumer class action arising from the sale of nine million defective fire sprinkler heads. This case resulted in a nationwide class settlement valued at approximately \$37.5 million.
- *Rueda v. Schlumberger Resources Management Services, Inc.*, Los Angeles County Superior Court, Case No. BC235471. PSW attorneys served as class counsel with other law firms representing customers of the Los Angeles Department of Water & Power (“LADWP”) who had lead leaching water meters installed on their properties. The Court granted final approval of the settlement whereby defendant would pay \$1.5 million to a *cy pres* fund to benefit the Class and to make grants to LADWP to assist in implementing a replacement program to the effected water meters.
- *In re Louisiana-Pacific Corp. Inner-Seal OSB Trade Practices Litigation*, Northern District of California, MDL No. 1114. PSW partner Bruce L. Simon worked on this nationwide product defect class action brought under the Lanham Act. The proposed class was certified, and a class settlement was finally approved by Chief Judge Vaughn Walker.
- *In re iPod nano Cases*, Los Angeles County Superior Court, Judicial Counsel Coordination Proceeding No. 4469. PSW attorneys were appointed co-lead counsel for this class action brought on behalf of California consumers who own defective iPod nanos. The case resulted in a favorable settlement.
- *Unity Entertainment Corp. v. MP3.Com*, Central District of California, Case No. 00-11868. PSW attorneys served as defense counsel in this class action alleging copyright infringement.
- *Vallier v. Jet Propulsion Laboratory*, Central District of California, Case No. CV97-1171. PSW attorneys served as lead counsel in this toxic tort action involving 50 cancer victims and their families.
- *Nguyen v. First USA N.A.*, Los Angeles County Superior Court, Case No. BC222846. PSW attorneys served as class counsel on behalf of approximately four million First USA credit card holders whose information was sold to third party vendors without

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their consent. This case ultimately settled for an extremely valuable permanent injunction plus disgorgement of profits to worthy charities.

- *Morales v. Associates First Financial Capital Corporation*, San Francisco Superior Court, Judicial Council Coordination Proceeding No. 4197. PSW attorneys served as class counsel in this case arising from the wrongful sale of credit insurance in connection with personal and real estate-secured loans. This case resulted in an extraordinary \$240 million recovery for the Class.
- *In re AEFA Overtime Cases*, Los Angeles County Superior Court, Judicial Council Coordination Proceeding No. 4321. PSW attorneys served as class counsel in this overtime class action on behalf of American Express Financial Advisors, which resulted in an outstanding classwide settlement.
- *Khan v. Denny's Holdings, Inc.*, Los Angeles County Superior Court, Case No. BC177254. PSW attorneys settled a class action lawsuit against Denny's for non-payment of overtime wages to its managers and general managers.
- *Kosnik v. Carrows Restaurants, Inc.*, Los Angeles County Superior Court, Case No. BC219809. PSW attorneys settled a class action lawsuit against Carrows Restaurants for non-payment of overtime wages to its assistant managers and managers.
- *Castillo v. Pizza Hut, Inc.*, Los Angeles County Superior Court, Case No. BC318765. PSW attorneys served as lead class counsel in this California class action brought by delivery drivers who claimed they were not adequately compensated for use of their personally owned vehicles. This case resulted in a statewide class settlement.
- *Baker v. Charles Schwab & Co., Inc.*, Los Angeles County Superior Court, Case No. BC286131. PSW attorneys served as class counsel for investors who were charged a fee for transferring out assets between June 1, 2002 and May 31, 2003. This case resulted in a nationwide class settlement.
- *Eallonardo v. Metro-Goldwyn-Mayer, Inc.*, Los Angeles County Superior Court, Case No. BC286950. PSW attorneys served as class counsel on behalf a nationwide class of consumers who purchased DVDs manufactured by defendants. Plaintiffs alleged that defendants engaged in false and misleading advertising relating to the sale of its DVDs. This case resulted in a nationwide class settlement.

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- *Gaeta v. Centinela Feed, Inc.*, Los Angeles County Superior Court, Case No. BC342524. PSW attorneys served as defense counsel in this class action involving alleged failures to pay wages, overtime, employee expenses, waiting time penalties, and failure to provide meal and rest periods and to furnish timely and accurate wage statements.
- *Leiber v. Consumer Empowerment Bv A/K/A Fasttrack*, Central District of California, Case No. CV 01-09923. PSW attorneys served as defense counsel in this class action involving copyrighted music that was made available through a computer file sharing service without the publishers' permission.
- *Higgs v. SUSA California, Inc.*, Los Angeles County Superior Court Case No. BC372745. PSW attorneys are serving as co-lead class counsel representing California consumers who entered into rental agreements for the use of self-storage facilities owned by defendants. In this certified class action, plaintiffs allege that defendants wrongfully denied access to the self-storage facility and/or charged excessive pre-foreclosure fees.
- *Fournier v. Lockheed Litigation*, Los Angeles County Superior Court. PSW attorneys served as counsel for 1,350 residents living at or near the Skunks-Works Facility in Burbank. The case resolved with a substantial confidential settlement for plaintiffs.
- *Nasseri v. CytoSport, Inc.*, Los Angeles County Superior Court, Case No. 439181. PSW attorneys are serving as class counsel on behalf of a nationwide class of consumers who purchase CytoSport's popular protein powders, ready to drink protein beverages, and other "supplement" products. Plaintiffs allege that these supplements contain excessive amounts of lead, cadmium and arsenic in amounts that exceed Proposition 65 and negate CytoSport's health claims regarding the products.
- *James v. UMG Recordings, Inc.*, Northern District of California, Case No. 11-cv-01613. PSW partner Daniel L. Warshaw currently serves as interim co-lead counsel in this putative nationwide class action on behalf of recording artists and producers who allege that they have been systematically underpaid royalties by the record company UMG.

PEARSON, SIMON & WARSHAW, LLP

ATTORNEY PROFILES

PARTNERS

CLIFFORD H. PEARSON

Clifford H. Pearson is a civil litigator and business lawyer focusing on complex litigation, class actions and business law. In 2013, Mr. Pearson was named by the *Daily Journal* as one of the Top 100 lawyers in California. He was instrumental in negotiating settlements that totaled \$473 million in *In re TFT-LCD (Flat Panel) Antitrust Litigation*, an antitrust case in the Northern District of California that alleged a decade-long conspiracy to fix the prices of TFT-LCD panels, and over \$90 million in *In re Potash Antitrust Litigation*, an antitrust case in the Northern District of Illinois that alleged price fixing by Russian, Belarusian and North American producers of potash, a main ingredient used in fertilizer.

Before creating the firm in 2006, Mr. Pearson was a partner at one of the largest firms in the San Fernando Valley, where he worked for 22 years. There, he represented aggrieved individuals, investors and employees in a wide variety of contexts, including toxic torts, consumer protection and wage and hour cases. Over his 32-year career, Mr. Pearson has successfully negotiated substantial settlements on behalf of consumers, small businesses and companies. In recognition of his outstanding work on behalf of clients, Mr. Pearson has been regularly selected by his peers as a Super Lawyer (representing the top 5% of practicing lawyers in Southern California). He has also attained Martindale-Hubbell's highest rating (AV) for legal ability and ethical standards.

Mr. Pearson is an active member of the American Bar Association, Canadian Bar Association, Los Angeles County Bar Association, Consumer Attorneys of California, Consumer Attorneys Association of Los Angeles, Association of Business Trial Lawyers and a Practitioner of Foreign Law in British Columbia, Canada.

Current Cases:

- *In re Lithium Ion Batteries Antitrust Litigation* (N.D. Cal.)
- *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* (E.D.N.Y.)
- *In re Credit Default Swaps Antitrust Litigation* (S.D.N.Y.)
- *In Re: Warner Music Group Corp. Digital Downloads Litigation* (N.D. Cal.)

Education:

- Whittier Law School, Los Angeles, California - J.D. – 1981
- University of Miami, Miami, Florida - M.B.A. – 1978
- Carleton University, Ontario, Canada - B.A. – 1976

PEARSON, SIMON & WARSHAW, LLP

Bar Admissions:

- California
- Ninth Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California

Professional Associations and Memberships:

- American Bar Association
- Association of Business Trial Lawyers
- Canadian Bar Association
- Consumer Attorneys Association of Los Angeles
- Consumer Attorneys of California
- Los Angeles County Bar Association

BRUCE L. SIMON

Bruce L. Simon has led Pearson, Simon & Warshaw, LLP to national prominence. Mr. Simon specializes in complex cases involving antitrust, consumer fraud and securities. He has served as lead counsel in many business cases with national and global impact.

In 2013, Mr. Simon was chosen as one of the Top 100 attorneys in California by the Daily Journal. He received a CLAY award from California Lawyer magazine as one of the attorneys of the year for his work in the *In re TFT-LCD (Flat Panel) Antitrust Litigation* trial and settlements, and was also selected as one of the seven finalists for Consumer Attorneys of California's Consumer Attorney of the Year award. Mr. Simon was included in the Top 100 for Super Lawyers, and has been selected as a Super Lawyer ten years in a row. He also received a Trial Lawyer Excellence award in Chicago from the Law Bulletin for the settlement reached in *In re Potash Antitrust Litigation (II)*. He has attained Martindale-Hubbell's highest rating (AV) for legal ability and ethical standards.

Mr. Simon was co-lead class counsel in *In re TFT-LCD (Flat Panel) Antitrust Litigation*, a case where he and the firm obtained \$473 million in settlements. He was also co-lead trial counsel in that case and obtained an \$87 million jury verdict before trebling. *TFT-LCD* is considered to be one of the largest antitrust MDL class actions in the United States.

Mr. Simon was also co-lead counsel in *In re Potash Antitrust Litigation (II)*, a case which challenged a decades old international cartel that controlled one of the primary ingredients in fertilizer. The case resulted in \$90 million in settlements for the direct purchasers. Before the case settled, a panel of the Seventh Circuit reversed the trial court's upholding of the complaint. However, the Seventh Circuit later granted plaintiffs' counsel's *en banc* petition. The *en banc* panel issued a unanimous 8-0 decision denying the defendants' motion to dismiss. The opinion issued by the Court is one of the most significant decisions regarding the scope of international antitrust conspiracies.

PEARSON, SIMON & WARSHAW, LLP

Mr. Simon also recently represented a generic brand drug company in an individual case alleging that the brand name manufacturer had filed false citizens petitions to delay the entry of the generic drug unto the market. The case resulted in a significant confidential settlement right before trial.

Current Cases:

Mr. Simon currently serves as co-lead counsel or on the executive committee in the following cases:

- *In re Keurig Green Mountain Single-Serving Coffee Antitrust Litigation* (S.D.N.Y.)
- *In re Credit Default Swaps Antitrust Litigation* (S.D.N.Y.)
- *In re Lithium Ion Batteries Antitrust Litigation* (N.D. Cal.)
- *In re Carrier IQ, Inc., Consumer Privacy Litigation* (N.D. Cal.)
- *In re Optical Disk Drive Products Antitrust Litigation* (N.D. Cal.)

Reported Cases:

- *Minn-Chem, Inc. et al. v. Agrium Inc., et al.*, 683 F.3d 845 (7th Cir. 2012)

Education:

- University of California, Hastings College of the Law, San Francisco, California - J.D. – 1980
- University of California, Berkeley, California - A.B. – 1977

Bar Admissions:

- California
- Supreme Court of the United States
- Ninth Circuit Court of Appeals
- Seventh Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California

Recent Publications:

- *Matthew Bender Practice Guide: California Unfair Competition and Business Torts*, LexisNexis, with Justice Conrad L. Rushing and Judge Elia Weinbach (Updated 2013)
- *The Questionable Use of Rule 11 Motions to Limit Discovery and Eliminate Allegations in Civil Antitrust Complaints in the United States*, ABA International Cartel Workshop February 2012, with Aaron M. Sheanin
- *Class Action for Health Professionals*, chapter from *Advocacy Strategies for Health and Mental Health Professionals*, Springer Publishing Co., 2011, with Thomas K. Boardman, Stuart L. Lustig, Editor

PEARSON, SIMON & WARSHAW, LLP

- *The Collaboration Between Public Entities and Private Counsel: Prosecuting Cases that Otherwise Might Not Be Brought*, Competition, Vol. 19, Issue 2 (Fall 2010), with William J. Newsom
- *Strategies for Contending with the Continued Decline in Civility in the Legal Profession*, Consumer Attorneys of California, Don L. Galine Hawaii Seminar, November 30, 2010, with Alexander R. Safyan.
- *The Ownership/Control Exception to Illinois Brick in Hi-Tech Component Cases: A Rule That Recognizes the Realities of Corporate Price Fixing*, ABA International Cartel Workshop February 2014, with Aaron M. Sheanin
- *Reverse Engineering Your Antitrust Case: Plan for Trial Even Before You File Your Case*, Antitrust, Vol. 28, No. 2, Spring 2014 with Thomas K. Boardman

Professional Associations and Memberships:

- California State Bar Antitrust and Unfair Competition Section, Advisor and Past Chair
- ABA Antitrust Section Plaintiffs Task Force, Co-Chair
- ABA International Cartel Workshop, Steering Committee
- American Association for Justice, Business Torts Section, Past Chair
- Cambridge Antitrust Forum
- Hastings College of the Law, Board of Directors
- Public Justice Foundation
- Bar Association of San Francisco

DANIEL L. WARSHAW

Daniel L. Warshaw is a civil litigator and trial lawyer who focuses on complex litigation, class actions and consumer protection. Mr. Warshaw has held a lead role in numerous state and federal class actions, and obtained significant recoveries for class members in many cases. These cases have included, among other things, antitrust violations, high-technology products, automotive parts and false and misleading advertising. Mr. Warshaw has also represented employees and employers in a variety of class actions, including wage and hour, misclassification and other Labor Code violations.

Mr. Warshaw played an integral role in *In re TFT-LCD (Flat Panel) Antitrust Litigation*, where he negotiated the ESI protocol and managed a document review process that featured nearly 8 million documents in multiple languages and 136 reviewers. He currently serves as interim co-lead counsel in a series of groundbreaking class actions involving the alleged underpayment of royalties to artists, producers and directors in the music and film industries. These cases have received significant attention in the press, and Mr. Warshaw has been profiled by the *Daily Journal* for his work in the digital download music cases. In recognition of his outstanding work, Mr. Warshaw has been selected by his peers as a Super Lawyer (representing the top 5% of practicing lawyers in Southern California) every year since 2005. He has also attained Martindale-Hubbell's highest rating (AV) for legal ability and ethical standards.

PEARSON, SIMON & WARSHAW, LLP

Mr. Warshaw has assisted in the preparation of two Rutter Group practice guides: *Federal Civil Trials & Evidence* and *Civil Claims and Defenses*. Since 2012, Mr. Warshaw has served as the Chair of the Plaintiffs' Class Action Forum sponsored by Cambridge International Forums, Inc. The purpose of the Forum is to facilitate a high-level exchange of ideas and in-depth dialogue on class action litigation.

Current Cases:

- *In re Lithium Ion Batteries Antitrust Litigation* (N.D. Cal.)
- *In re Carrier IQ, Inc., Consumer Privacy Litigation* (N.D. Cal.)
- *In Re: Warner Music Group Corp. Digital Downloads Litigation* (N.D. Cal.)
- *Higgins v. Paramount Pictures Corp.* (and related cases) (LA Sup. Ct.)

Education:

- Whittier Law School, Los Angeles, California - J.D. – 1996
- University of Southern California - B.A. – 1992

Bar Admissions:

- California
- Ninth Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California

Professional Associations and Memberships:

- American Bar Association
- Association of Business Trial Lawyers
- Consumer Attorneys Association of Los Angeles
- Consumer Attorneys of California
- Los Angeles County Bar Association

PEARSON, SIMON & WARSHAW, LLP

SENIOR COUNSEL

GEORGE S. TREVOR

George S. Trevor has focused his practice for the past 26 years representing investors in securities class actions, securities arbitrations and complex business litigation. Since joining Pearson, Simon & Warshaw, LLP in 2009 as Senior Counsel, Mr. Trevor has been the senior attorney on a number of the firm's important cases. Those include *In re Lehman Securities and ERISA Litigation*, where the firm represents California public entities that purchased Lehman securities prior to its bankruptcy. In 2012, Mr. Trevor was lead trial counsel for the City of South San Francisco in a suit challenging the California Board of Equalizations' long-standing interpretation of the Bradley-Burns Local Sales Tax Act. Following a months' long bench trial in the San Francisco Superior Court, Mr. Trevor obtained a judgment ordering the BOE to revise its practices in the allocation of local sales tax.

Mr. Trevor also represents bankruptcy trustees as special litigation counsel against former directors, professionals and financial institutions, and recently obtained a substantial settlement on behalf of an investor plaintiff class against a national bank alleged to have aided and abetted a Ponzi scheme.

Prior to joining Pearson, Simon & Warshaw, LLP, Mr. Trevor was managing partner of Trevor & Weixel LLP. Mr. Trevor's significant cases at Trevor & Weixel included a class action brought on behalf of former employees of Eel River Sawmills. Mr. Trevor was instrumental in obtaining a \$5 million settlement for a class of approximately 400 workers who had lost significant amounts promised to them under the company's Employee Stock Ownership Plan. Mr. Trevor was lead trial counsel in a multi-claimant securities arbitration against a brokerage firm tried in New Orleans in 2007-2008. Following twenty days of hearing and immediately prior to the panel's decision, Mr. Trevor negotiated substantial settlements on behalf of all claimants.

Mr. Trevor also practiced for 11 years Gold & Bennett. Among his cases there was a class action brought on behalf of the former shareholders of the Pacific Lumber Company. In 1985, Charles Hurwitz launched a hostile takeover of Pacific Lumber. Mr. Hurwitz, assisted by Michael Milken and Ivan Boesky, succeeded in forcing a shareholder buyout at \$40 per share. The class action complaint alleged that the buyout was obtained through the dissemination of fraudulent offering materials to shareholders. On the eve of trial, Mr. Hurwitz agreed to a \$52 million settlement. Combined with other settlements, the Pacific Lumber shareholders received over \$140 million in additional compensation for their shares, one of the largest recoveries in securities litigation at the time. Mr. Trevor was also instrumental in the recovery of \$19.2 million by the shareholders of Digital Microwave Corporation. Mr. Trevor has litigated cases against hedge funds, real estate limited partnerships, software and hardware companies, alternative energy companies and accounting firms, among others.

PEARSON, SIMON & WARSHAW, LLP

Current Cases:

- *In re Credit Default Swaps Antitrust Litigation* (S.D.N.Y.)
- *In re Lehman Securities & ERISA Litigation* (S.D.N.Y.)
- *City of South San Francisco v. Board of Equalization* (S.F. Sup. Court)
- *In re Ivan F. Boesky Securities Litigation* (S.D.N.Y.)
- *In re Adobe Systems, Inc. Securities Litigation* (N.D. Cal.)
- *In re Digital Microwave Corp. Securities Litigation* (N.D. Cal.)
- *Lilley v. Charren* (Kenetech Corporation) (N.D. Cal.)
- *Daniels v. Centennial Group, Inc.* (Orange Sup. Court)

Education:

- University of California, Hastings College of the Law, San Francisco, California – J.D., 1986
- University of California, Berkeley, California – A.B. 1980 (Phi Beta Kappa, High Honors in Rhetoric and Distinction in General Scholarship).

Bar Admissions

- California
- Ninth Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Northern District of California
- U.S. District Court, District of Arizona

Reported Cases

- *Musick Peeler & Garrett v. Wausau Ins.*, 508 U.S. 286 (1993)
- *Lippitt v. Raymond James*, 340 F.3d 1033 (9th Cir. 2003)
- *Daniels v. Centennial Group*, 16 Cal.App.4th 467 (Cal. Ct. App. 1993)
- *Boston Telecommunications v. Deloitte Touche*, 278 F. Supp 2d 1041 (N.D. Cal. 2003)
- *In re Silicon Graphics*, 970 F.Supp 746 (N.D. Cal. 1997)
- *Lilley v. Charren*, 936 F.Supp 708 (N.D. Cal. 1996)
- *In re Digital Microwave Corp. Securities Litigation*, 1992 U.S. Dist. LEXIS 18469 (N.D. Cal. 1992)
- *In re Adobe Systems, Inc. Securities Litigation*, 767 F. Supp. 1023 (N.D. Cal. 1991)

Professional Associations and Memberships

- American Bar Association, Member, 1992 – present
- Committee of Business and Corporate Litigation
- Public Investors Bar Association, Member, 2000 – present

PEARSON, SIMON & WARSHAW, LLP

OF COUNSEL

AARON M. SHEANIN

Aaron M. Sheanin, Of Counsel to Pearson, Simon & Warshaw, LLP, has extensive experience in complex litigation matters in federal and state courts, including the prosecution of antitrust and consumer class actions. He has litigated numerous securities fraud and corporate governance cases on behalf of individual and institutional investors, and has advised state pension funds and private institutions with respect to securities and antitrust matters. Mr. Sheanin also has experience litigating telecommunications, employment discrimination, defective product, and bankruptcy matters.

Mr. Sheanin was actively involved in all aspects of *In re TFT-LCD (Flat Panel) Antitrust Litigation*, and was an integral member of the trial team. For his work on that case, Mr. Sheanin was nominated by the Consumer Attorneys of California as a finalist for Consumer Attorney of the Year. Mr. Sheanin served as co-lead counsel in *In re American Express Financial Advisors Securities Litigation* (\$100 million settlement), as co-lead counsel on behalf of lead plaintiff the Kansas Public Employees' Retirement System in the securities class action *Scheiner v. i2 Technologies* (\$84.85 million in settlements), and as co-chair of the discovery committee in *In re Natural Gas Antitrust Cases* (\$160 million in settlements).

From 2002 to 2011, Mr. Sheanin gained extensive experience prosecuting class actions and other complex cases as an associate and a partner with Girard Gibbs LLP and as an associate with Lieff, Cabraser, Heimann & Bernstein, LLP. From 1999 to 2001, Mr. Sheanin was a *pro se* law clerk for the United States Court of Appeals for the Second Circuit.

Current Cases:

- *In re Credit Default Swaps Antitrust Litigation* (S.D.N.Y.)
- *In re Lithium Ion Batteries Antitrust Litigation* (N.D. Cal.)
- *In re Optical Disc Drive Products Antitrust Litigation* (N.D. Cal.)
- *In re NCAA Grant-In-Aid Antitrust Litigation* (N.D. Cal.)
- *In re Capacitors Antitrust Litigation* (N.D. Cal.)
- *In re Fresh & Process Potatoes Antitrust Litigation* (D. Idaho)
- *In re Polyurethane Foam Antitrust Litigation* (N.D. Ohio)

Education:

- Columbia University School of Law, New York, New York – J.D. – 1999
- University of California, Berkeley, Berkeley, California – A.B. – 1993

Bar Admissions:

- California
- New York
- New Jersey
- Ninth Circuit Court of Appeals

PEARSON, SIMON & WARSHAW, LLP

- Second Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California
- U.S. District Court, District of Colorado

Publications and Presentations:

- *Appellate Courts Grapple with the Foreign Trade Antitrust Improvements Act*, Competition: The Journal of the Antitrust and Unfair Competition Law Section of the State Bar of California, Vol. 23, No. 2 (Fall 2014), with Craig C. Corbitt.
- *The Ownership/Control Exception to Illinois Brick in Hi-Tech Component Cases: A Rule That Recognizes the Realities of Corporate Price Fixing*, ABA International Cartel Workshop February 2014, with Bruce L. Simon
- *The Questionable Use of Rule 11 Motions to Limit Discovery and Eliminate Allegations in Civil Antitrust Complaints in the United States*, ABA International Cartel Workshop February 2012, with Bruce L. Simon
- American Bar Association, Task Force on Contingent Fees (Tort Trial and Insurance Practice Section)
- “California Class Actions Practice and Procedure” (Matthew Bender, 1st Ed. 2003), contributing author

Professional Associations and Memberships:

- California State Bar Antitrust and Unfair Competition Section, Executive Committee
- Antitrust Section of the San Francisco Bar Association, Executive Committee
- American Bar Association
- New York Bar Association

ROBERT G. RETANA

Robert G. Retana is an accomplished litigator, with both civil and criminal experience and a long history of community involvement. After graduating from law school, Mr. Retana worked as a civil litigator at the Heller Ehrman firm in San Francisco, where he handled large, complex litigation as well as several *pro bono* matters. From 1994-1998, he served as an Assistant District Attorney for the City and County of San Francisco, where he was the Assistant Supervisor of the Misdemeanor Trial Division and a member of the Felony Domestic Violence Unit. As an Assistant District Attorney, Mr. Retana tried dozens of cases and handled hundreds of hearings. He then worked as a litigator at Cotchett Pitre & Simon, where he handled complex cases, including class actions, securities and antitrust cases, on the plaintiff’s side. Mr. Retana next worked as an attorney for the Administrative Office of the Courts, in the Litigation Management Unit, where he handled litigation for and gave legal advice to judges, courts and court staff. Before joining Pearson, Simon & Warshaw, LLP, Mr. Retana was a named partner at Oliver, Sabec & Retana, where he handled litigation and intellectual property matters. Mr. Retana has also served as a Judge Pro Tem in San Mateo County.

PEARSON, SIMON & WARSHAW, LLP

At Pearson, Simon & Warshaw, LLP, Mr. Retana was a member of the trial team in *In re TFT-LCD (Flat Panel) Antitrust Litigation*. He worked extensively on the briefing of summary judgment motions and on the motions for preliminary and final approval of the settlements reached therein. He was actively involved in the trial of that case, including the examination of witnesses. As part of that trial team, Mr. Retana was nominated along with other lawyers from the firm by the Consumer Attorneys of California as a finalist for the Consumer Attorney of the Year Award.

Mr. Retana is currently counsel in two proposed class actions involving complex allegations of aiding and abetting Ponzi schemes. One involves primarily Latinos in Los Angeles who invested in a company known as “Financial Plus” that targeted members of the Latino community. A substantial settlement was reached in that matter with a national bank that is alleged to have aided and abetted the Ponzi scheme operator. The other is brought on behalf of the trustee of an investment company whose assets were looted by its managers with the knowledge and assistance of its bank.

Mr. Retana has been featured as a speaker at events related to educating the public about investment scams. For example, in March of 2013, he spoke about avoiding Ponzi schemes and financial fraud at Univision’s *Feria Financiera, Plan Prosperidad 2013*, held at the University of Southern California. In the Fall of 2013, he was featured as a legal expert in a video produced by the Financial Industry Regulatory Authority (FINRA) regarding investment fraud in the Latino community.

Current Cases:

- *In re Lithium Ion Batteries Antitrust Litigation* (N.D. Cal.)
- *Arreola v. Bank of America, N.A., et al.* (C.D. Cal.)
- *Uecker v. Wells Fargo Capital Finance, LLC* (Bankr. N.D. Cal.)

Education:

- University of California, Boalt Hall, Berkeley, California – J.D. – 1990
- Columbia College, New York, New York – B.A. – 1984

Bar Admissions:

- California
- Supreme Court of the United States
- Ninth Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California

Professional Associations and Memberships:

- San Francisco Lawyers Committee for Civil Rights, Member
- San Francisco La Raza Lawyers Association, former Board Member
- La Raza Centro Legal, former Board Member and former Board President

PEARSON, SIMON & WARSHAW, LLP

- BALIF, Member
- American Bar Association
- San Mateo County Bar Association
- Association of Business Trial Lawyers

PEARSON, SIMON & WARSHAW, LLP

ASSOCIATES

BOBBY POUYA

Bobby Pouya is a civil litigator and trial lawyer in the firm's Los Angeles office, focusing on complex litigation, class actions and consumer protection. Mr. Pouya has been an attorney with Pearson, Simon & Warshaw since 2006, and has extensive experience in representing clients in a variety of contexts. He has served as a primary member of the litigation team in multiple cases that resulted in class certification or a classwide settlement, including cases that involved high-technology products, consumer safety and false and misleading advertising. Mr. Pouya's success has earned him recognition by his peers as a Super Lawyers Rising Star (representing the top 2.5% of lawyers in Southern California age 40 or younger or in practice for 10 years or less) every year since 2008.

Mr. Pouya currently serves as one of the attorneys representing direct purchaser plaintiffs in several MDL antitrust cases, including *In re Polyurethane Foam Antitrust Litigation* (N.D. Ohio) and *In re Fresh and Processed Potatoes Antitrust Litigation* (D. Idaho). Mr. Pouya is actively involved in the prosecution of these cases, and works closely with lead counsel on all aspects of litigation strategy. Mr. Pouya earned his Juris Doctorate from Pepperdine University School of Law in 2006, where he received a certificate in dispute resolution from the prestigious Straus Institute for Dispute Resolution and participated on the interschool trial and mediation advocacy teams, the Dispute Resolution Law Journal and the Moot Court Board.

Current Cases:

- *In re Polyurethane Foam Antitrust Litigation* (N.D. Ohio)
- *In re Fresh and Processed Potatoes Antitrust Litigation* (D. Idaho)
- *Higgins v. Paramount Pictures Corp.* (and related cases) (L.A. Sup. Ct.)
- *Nasseri v. CytoSport, Inc.* (L.A. Sup. Ct.)

Education:

- Pepperdine University School of Law, Malibu, California – J.D. – 2006
- University of California, Santa Barbara, California – B.A., with honors – 2003

Recent Publications:

- *Central District Local Rules Hinder Class Certification*, Daily Journal, April 9, 2013, with Alexander R. Safyan

Bar Admissions:

- California
- Ninth Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California

PEARSON, SIMON & WARSHAW, LLP**Professional Associations and Memberships:**

- Consumer Attorneys Association of Los Angeles
- Consumer Attorneys of California
- Los Angeles County Bar Association
- San Fernando Valley Bar Association

VERONICA W. GLAZE

Veronica W. Glaze is an associate in the firm's Los Angeles office, focusing on antitrust, consumer and business litigation. Ms. Glaze was a member of the trial team in *In re TFT-LCD (Flat Panel) Antitrust Litigation*, and was actively involved in representing the direct purchaser plaintiffs at all stages of the case. In 2013, Ms. Glaze was recognized by Consumer Attorneys of California as a finalist for its "Consumer Attorney of the Year" award for her work in the case. Ms. Glaze also worked on key aspects of the direct purchaser plaintiffs' case in *In re Potash Antitrust Litigation (II)*, an MDL antitrust case that alleged price fixing by Russian, Belarusian and North American producers of potash. While at Pearson, Simon, & Warshaw, Ms. Glaze has become particularly adept at managing the electronic review of documents at all stages of litigation. She has also gained extensive experience managing the review of foreign language documents and resolving discovery issues concerning the use of translations throughout the litigation process.

Ms. Glaze matriculated at Pomona College in Claremont, California and received her Bachelor of Arts in English Literature, with minors in Black Studies and Politics. She earned her Juris Doctorate in 2008 from Pepperdine University School of Law. While in law school, Mrs. Glaze was a member of Pepperdine's Moot Court Board and worked as a research assistant to Professor Carol A. Chase. Ms. Glaze is also a former law clerk for the Legal Aid Foundation of Los Angeles.

Current Cases:

- *In re Lithium Ion Batteries Antitrust Litigation* (N.D. Cal.)
- *In re Fresh and Processed Potatoes Antitrust Litigation* (D. Idaho)
- *In re Cathode Ray Tube (CRT) Antitrust Litigation* (N.D. Cal.)

Education:

- Pepperdine University School of Law, Malibu, California – J.D. – 2008
- Pomona College, Claremont, California – B.A. – 2004

Bar Admissions:

- California
- U.S. District Court, Northern District of California
- U.S. District Court, Central District of California

PEARSON, SIMON & WARSHAW, LLP**Professional Associations and Memberships:**

- John M. Langston Bar Association, Board Member
- Black Women Lawyers Association of Los Angeles, Scholarship Committee Member
- Consumer Attorneys of California, Member
- Los Angeles County Bar Association, Member
- Consumer Attorneys Association of Los Angeles, Member
- San Fernando Valley Bar Association, Member

Honors and Awards:

- Consumer Attorneys of California's Consumer Attorney of the Year, award finalist, 2013
- John M. Langston Bar Association's President's Award, 2013

ALEXANDER R. SAFYAN

Alexander Safyan is an associate in the firm's Los Angeles office, focusing on antitrust, consumer and business litigation. Mr. Safyan has worked on many of the firm's class actions, including drafting complex complaints, motions and discovery. Mr. Safyan has also served as the principal attorney on some of the firm's non-class cases, representing both individuals and companies in contract disputes. In recognition of his work on behalf of clients, Mr. Safyan was selected by his peers as a Super Lawyers Rising Star (representing the top 2.5% of lawyers in Southern California age 40 or younger or in practice for 10 years or less) in 2013.

Mr. Safyan is a prolific writer, having twice been published by the *Daily Journal* and co-authored papers and presentations with some of the firm's senior attorneys. Further, Mr. Safyan published a law review comment in law school titled *A Call for International Regulation of the Thriving "Industry" of Death Tourism*, which has been cited by multiple other publications. Mr. Safyan earned his Bachelor of Arts degree, *cum laude*, in political science from the University of Southern California in 2008. He earned his Juris Doctorate, *cum laude*, from Loyola Law School Los Angeles in 2011, graduating as a member of the Order of the Coif.

Current Cases:

- *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* (E.D.N.Y.)
- *In Re: Warner Music Group Corp. Digital Downloads Litigation* (N.D. Cal.)
- *Higgins v. Paramount Pictures Corp.* (and related cases) (L.A. Sup. Ct.)

Education:

- Loyola Law School Los Angeles, Los Angeles, California – J.D., *cum laude* – 2011
- University of Southern California, Los Angeles, California – B.A., *cum laude* – 2008

Recent Publications:

- *A Call for International Regulation of the Thriving "Industry" of Death Tourism*, 33 LOY. L.A. INT'L & COMP. L. REV. 287 (2011)

PEARSON, SIMON & WARSHAW, LLP

- *Brantley v. NBC Uni: Tying Consumers' Hands in Bringing Antitrust Tying Claims*, Daily Journal, April 12, 2012, with Clifford H. Pearson
- *Central District Local Rules Hinder Class Certification*, Daily Journal, April 9, 2013, with Bobby Pouya
- *Strategies for Contending with the Continued Decline in Civility in the Legal Profession*, Consumer Attorneys of California, Don L. Galine Hawaii Seminar, November 30, 2010, with Bruce L. Simon

Bar Admissions:

- California
- Ninth Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California

Professional Associations and Memberships:

- American Bar Association
- Association of Business Trial Lawyers, Young Lawyers Division
- Consumer Attorneys Association of Los Angeles
- Los Angeles County Bar Association

MICHAEL H. PEARSON

Michael H. Pearson is an associate in the firm's Los Angeles office, focusing on antitrust, personal injury and business litigation. Mr. Pearson has represented clients in high-stakes personal injury, mass tort and product liability cases.

Mr. Pearson received his Bachelor of Science degree from Tulane University in 2008, majoring in Finance with an Energy Specialization. He received his Juris Doctorate from Loyola Law School Los Angeles in 2011. Mr. Pearson is an active member in a number of legal organizations, including the American, Los Angeles County and San Fernando Valley Bar Associations, Consumer Attorneys of California, the Consumer Attorneys Association of Los Angeles and the Association of Business Trial Lawyers.

Current Cases:

- *In re Credit Default Swaps Antitrust Litigation* (S.D.N.Y.)
- *In re Cathode Ray Tube (CRT) Antitrust Litigation* (N.D. Cal.)

Education:

- Loyola Law School Los Angeles, Los Angeles, California – J.D. – 2011
- Tulane University, New Orleans, Louisiana – B.S. *magna cum laude* – 2008

Bar Admissions:

- California

PEARSON, SIMON & WARSHAW, LLP

- Ninth Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California

Professional Associations and Memberships:

- American Bar Association
- Association of Business Trial Lawyers
- Consumer Attorneys Association of Los Angeles
- Consumer Attorneys of California
- Los Angeles County Bar Association
- San Fernando Valley Bar Association

BENJAMIN E. SHIFTAN

Benjamin E. Shiftan is a litigator in the firm's San Francisco office. Since joining the firm in 2014, Mr. Shiftan has focused on complex class action litigation, including antitrust, product defect, and consumer protection cases.

Prior to joining the firm, Mr. Shiftan litigated complex bad faith insurance cases for a national law firm. Before that, Mr. Shiftan served as a law clerk to the Honorable Peter G. Sheridan, United States District Court for the District of New Jersey, and worked for a mid-sized firm in San Diego.

Mr. Shiftan graduated from the University of San Diego School of Law in 2009. While in law school, he served as Lead Articles Editor of the San Diego International Law Journal and competed as a National Team Member on the Moot Court Board. Mr. Shiftan won the school's Paul A. McLennon, Sr. Honors Moot Court Competition. At graduation, he was one of ten students inducted into the Order of the Barristers. Mr. Shiftan graduated from the University of Virginia in 2006.

Current Cases:

- *In re National Collegiate Athletic Association Athletic Grant-In-Aid Cap Antitrust Litigation* (N.D. Cal.)
- *In re Lithium Ion Batteries Antitrust Litigation* (N.D. Cal.)
- *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation* (N.D. Cal.)

Education:

- University of San Diego School of Law, San Diego, CA – J.D. – 2009
- University of Virginia, Charlottesville, VA – B.A. – 2006

Bar Admissions:

- California
- Ninth Circuit Court of Appeals

PEARSON, SIMON & WARSHAW, LLP

- U.S. District Court, Central District of California
- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California

Professional Associations and Memberships:

- San Francisco County Bar Association

R. CLAY STOCKTON

Clay Stockton joined the firm's San Francisco office in 2014. His practice focuses on complex civil litigation, with an emphasis on antitrust and consumer protection matters. Before joining the firm, Mr. Stockton had the unique experience of serving as a law clerk to three different judges of the Northern District of California: the Honorable Charles R. Breyer, the Honorable Samuel Conti, and the Honorable Yvonne Gonzalez Rogers.

Mr. Stockton received his law degree in 2011 from the University of California, Berkeley School of Law (Boalt Hall), where he was elected to the Order of the Coif and served as a senior editor and executive committee member for the California Law Review. During law school, he earned five American Jurisprudence Awards and two Prosser Prizes. He served as a judicial extern to U.S. Magistrate Judge Elizabeth D. Laporte, and as a law clerk for the Affirmative Litigation team in the Office of the San Francisco City Attorney.

Prior to law school, Mr. Stockton worked in the information technology industry as a certified network engineer. He graduated from Pepperdine University in 1998 with a Bachelor of Arts in communications.

Current Cases:

- *In re Credit Default Swaps Antitrust Litigation (S.D.N.Y.)*
- *In re Capacitors Antitrust Litigation (N.D. Cal.)*
- *Senne v. Office of the Commissioner of Baseball (N.D. Cal.)*

Education:

- University of California, Berkeley School of Law, Berkeley (Boalt Hall), CA – J.D. – 2011
- Pepperdine University, Malibu, CA – B.A. – 1998

Bar Admissions:

- California
- U.S. District Court, Northern District of California

PEARSON, SIMON & WARSHAW, LLP

MATTHEW A. PEARSON

Matthew A. Pearson is an associate in the firm's Los Angeles office focusing on antitrust, personal injury and business litigation. Mr. Pearson has represented clients in variety of different matters including toxic tort litigation, business litigation, products liability, and high-stakes personal injury matters.

Mr. Pearson received his Bachelor of Science degree from the University of Arizona in 2010, majoring in Business Management. He received his Juris Doctorate from Whittier Law School in 2013. Mr. Pearson is an active member in a number of legal organizations, including the American Bar Association, American Association for Justice, Association of Business Trial Lawyers, Consumer Attorneys Association of Los Angeles, Consumer Attorneys of California, and the Los Angeles County Bar Association.

Current Cases:

- *In re Credit Default Swaps Antitrust Litigation (S.D.N.Y.)*

Education:

- Whittier Law School, California – J.D. – 2013
- University of Arizona: Eller College of Management – B.S.– 2010

Bar Admissions:

- California
- Ninth Circuit Court of Appeals
- U.S. District Court, Central District of California
- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California

Professional Associations and Memberships:

- American Bar Association
- American Association for Justice
- Association of Business Trial Lawyers
- Consumer Attorneys Association of Los Angeles
- Consumer Attorneys of California
- Los Angeles County Bar Association

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

PEARSON, SIMON & WARSHAW, LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Clifford Pearson (P)	6.00	\$750	\$4,500.00
Clifford Pearson (P)	2.00	\$780	\$1,560.00
Clifford Pearson (P)	1.30	\$795	\$1,033.50
Clifford Pearson (P)	.40	\$835	\$334.00
Clifford Pearson (P)	.40	\$895	\$358.00
Daniel Warshaw (P)	3.80	\$650	\$2,470.00
Daniel Warshaw (P)	.40	\$715	\$286.00
Bruce Simon (P)	16.70	\$750	\$12,525.00
Bruce Simon (P)	14.80	\$780	\$11,544.00
Bruce Simon (P)	3.50	\$795	\$2,782.50
Bruce Simon (P)	1.00	\$835	\$835.00
Bruce Simon (P)	51.00	\$895	\$45,645.00
Aaron Sheanin (SA)	.50	\$680	\$340.00
Robert Retana (SA)	9.10	\$660	\$6,006.00
Robert Retana (SA)	1.00	\$680	\$680.00
Esther Klisura (A)	21.60	\$455	\$9,828.00
Esther Klisura (A)	54.50	\$525	\$28,612.50
Esther Klisura (A)	.10	\$300	\$30.00
Bobby Pouya (A)	1.70	\$455	\$773.50
Bobby Pouya (A)	3.70	\$495	\$1,831.50
Ashlei Vargas (A)	10.40	\$455	\$4,732.00
Ashlei Vargas (A)	5.10	\$475	\$2,422.50
Veronica Glaze (A)	.10	\$355	\$35.50
Veronica Glaze (A)	.20	\$385	\$77.00
Veronica Glaze (A)	1.00	\$395	\$395.00
William Newsom (A)	306.70	\$375	\$114,990.00
William Newsom (A)	235.10	\$395	\$92,864.50
William Newsom (A)	4.50	\$300	\$1,350.00
Thomas Boardman (A)	11.30	\$375	\$4,237.50
Michael Pearson (A)	7.40	\$375	\$2,775.00
Michael Pearson (A)	.70	\$385	\$269.50
Michael Pearson (A)	191.20	\$300	\$57,360.00
Alexander Safyan (A)	116.70	\$385	\$44,929.50

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
NON-ATTORNEYS			
Alex Simon (LC)	2.10	\$175	\$367.50
Ellovene Grant (PL)	16.30	\$175	\$2,852.50
Teri Harris (PL)	2.40	\$125	\$300.00
Matthew Lusich (PL)	.60	\$175	\$105.00
Steven Simon (PL)	.40	\$125	\$50.00
Amanda Lunzer (PL)	31.30	\$175	\$5,477.50
TOTAL:	1,137		\$467,565.00

(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

PEARSON, SIMON & WARSHAW, LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Computer Research (Lexis, Westlaw, PACER, etc.)	\$950.19
Photocopies – In House	\$523.40
Postage	\$16.77
Overnight Delivery (Federal Express, etc.)	\$80.66
Telephone / Facsimile	\$162.48
Travel (Airfare and Ground Travel)	\$3,017.94
Travel (Meals and Lodging)	\$1,644.46
Litigation Fund	\$75,000.00
TOTAL:	\$81,395.90

Joseph W. Cotchett (36324) Neil P. McCarthy
(160175) Paul N. "Pete" McCloskey (024541) Steven
N. Williams (175489) Nanci E. Nishimura (152621)
Niki B. Okcu (229345) Eric J. Buescher (271323)
Aron K. Liang (228936)

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nokcu@cpmlegal.com ebuescher@cpmlegal.com
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44 Montgomery Street, Suite 3400
San Francisco, CA 94104
Telephone: (415) 633-1949
Facsimile: (415) 358-4980
clebsack@hausfeldllp.com

Interim Co-Lead Counsel for Plaintiffs

MARC I. GROSS
POMERANTZ LLP
600 Third Avenue, 20th Floor
Telephone: 212-661-1100
Facsimile: 212-661-8665
Email: migross@pomlaw.com

Additional Counsel

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

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

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

**DECLARATION OF
MARC I. GROSS IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, MARC I. GROSS, declare and state as follows:

2 1. I am a Partner of the law firm of Pomerantz LLP ("Pomerantz"). I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel to Plaintiff Judah M. Feigenbaum throughout the course
8 of this litigation. The background and experience of Pomerantz and its attorneys are summarized
9 in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Pomerantz has prosecuted this litigation solely on a contingent-fee basis, and has been
11 at risk that it would not receive any compensation for prosecuting claims against the Defendants.
12 While Pomerantz devoted its time and resources to this matter, it has foregone other legal work for
13 which it would have been compensated.

14 4. During the pendency of the litigation, Pomerantz performed the following work:

- 15 a. Prior to filing the complaint, Pomerantz conducted due diligence investigation and
16 conferred with our client.
- 17 b. Pomerantz was jointly responsible for obtaining documents from KLM, Air France
18 and other European Carriers. In that regard, the firm jointly issued document
19 request and engaged in several meet and confers that resulted in a production of a
20 substantial amount of materials.
- 21 c. Pomerantz also contributed to research and briefing the opposition to the European
22 Carriers' motion to dismiss.
- 23 d. Pomerantz attorneys invested a substantial amount of time reviewing and analyzing
24 documents produced by several defendants, including Nippon, Japan, Singapore,
25 Thai, and Cathay Pacific.
26
27
28

5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of hours spent by Pomerantz during this period of time was 3327.35, with a corresponding lodestar of \$1,073,263.50. This summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the benefit of the Class.

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

7. My firm has expended a total of \$75,412.95 in unreimbursed costs and expenses in connection with the prosecution of this litigation, which includes the litigation fund contributions. These costs and expenses are broken down in the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recollection of the expenses incurred.

8. Pomerantz has paid a total of \$70,000 in assessments for the joint prosecution of the litigation against the Defendants.

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

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 1st day of April, 2015 at New York, New York.

/s/ *Marc I. Gross*

Marc I. Gross

EXHIBIT 1

POMERANTZLLP

Pomerantz LLP is one of the nation's foremost specialists in corporate, securities, antitrust and ERISA class litigation. The Firm was founded in 1936 by the late Abraham L. Pomerantz, one of the "pioneers who developed the class action/derivative action field."¹ Mr. Pomerantz rose to national prominence as a "champion of the small investor" and a "battler against corporate skullduggery."² Today, led by Managing Partner Marc I. Gross, the Firm maintains the commitments to excellence and integrity passed down by Mr. Pomerantz. Mr. Gross has over thirty-five years' experience litigating securities fraud and derivative actions and is a Vice President of the Institute of Law and Economic Policy.

For over 75 years, the Firm has consistently shaped the law, winning landmark decisions that have expanded and protected investor rights, and initiated historic corporate governance reforms. In 2012 and 2013, Benchmark Litigation highlighted Pomerantz as a "Recommended" plaintiffs' firm; it named Marc I. Gross as a "Local Litigation Star" in New York, and Patrick V. Dahlstrom as a "Local Litigation Star" in Chicago. The *National Law Journal* named Pomerantz to its prestigious 2013 Plaintiffs' Hot List. In 2014, Marc I. Gross was voted by his peers to be a New York Metro Super Lawyer, while Jeremy A. Lieberman, Michael J. Wernke and Tamar A. Weinrib were voted New York Metro Rising Stars.

SECURITIES LITIGATION

SIGNIFICANT LANDMARKS IN SECURITIES-RELATED LITIGATIONS

In 2013 and 2014, Pomerantz secured a series of significant victories in individual actions pursued on behalf of institutional investors in *In re BP p.l.c. Securities Litigation*, MDL 2185 pending in the U.S. District Court for the Southern District of Texas. Pomerantz defeated BP's *forum non conveniens* arguments seeking dismissal of U.S. institutions and, later, foreign institutions, pursuing English common law claims seeking recovery of investment losses stemming from the 2010 Gulf oil spill in both NYSE-traded American Depositary Shares and London Stock Exchange (LSE)-traded common stock. Pomerantz also defeated BP's attempt to extend the Securities Litigation Uniform Standards Act to dismiss these claims. Thanks to these rulings, Pomerantz is now leading the only litigation following the Supreme Court's decision in *Morrison v. Nat'l Australia Bank*, which foreclosed use of U.S. federal securities laws to recover for losses in foreign-traded stocks, where U.S. and foreign investors, pursuing foreign claims, seeking recovery for losses in foreign-traded stocks are doing so in a U.S. court. (See fuller discussion below, in "At the Vanguard, Post-Morrison.")

¹ New York Law Journal (August 1, 1983).

² Robert J. Cole, *Class Action Dean*, National Law Journal, Vol. 1 No. 2 at 1 (Sept. 25, 1978).

In June 2010, the court granted final approval of a \$225 million settlement proposed by Pomerantz and Lead Plaintiff the Menora Group, with Comverse Technology and certain of Comverse's former officers and directors, after four years of highly contested litigation. The *Comverse* settlement is one of the largest securities class action settlements reached since the passage of the Private Securities Litigation Reform Act ("PSLRA").³ It is the second-largest recovery in a securities litigation involving the backdating of options, as well as one of the largest recoveries – \$60 million – from an individual officer-defendant, Comverse's founder and former CEO, Kobi Alexander. *In re Comverse Technology, Inc. Sec. Litig.*, No. 06-CV-1825 (E.D.N.Y.)

Even before the enactment of the PSLRA, Pomerantz represented state agencies in securities class actions, including the Treasurer of the Commonwealth of Pennsylvania (recovered \$100 million) against a major investment bank. *In re Salomon Brothers Treasury Litig.* (S.D.N.Y.).

Pomerantz recovered \$50 million for the Treasurer of the State of New Jersey and several New Jersey pension funds in an individual action. This was a substantially higher recovery than what our clients would have obtained had they remained in a related federal class action. *Treasurer of the State of New Jersey v. AOL Time Warner, Inc.* (N.J. Super. Ct. Law Div., Mercer Co.).

Pomerantz has litigated numerous cases for the Louisiana School Employees' Retirement System. For example, as Lead Counsel, Pomerantz recovered \$74.75 million in a securities fraud class action against Citigroup, its CEO Sanford Weil, and its now infamous telecommunications analyst Jack Grubman. *In re Salomon Analysts AT&T Litig.*, (S.D.N.Y.) Also, the Firm played a major role in a complex antitrust and securities class action which settled for over \$1 billion. *In re NASDAQ Market-Makers Antitrust Litig.*, (S.D.N.Y.). Pomerantz was a member of the Executive Committee in *In re Transkaryotic Sec. Litig.*, (D. Mass), and in that role helped to win a \$50 million settlement for the class.

In 2008, together with Co-Counsel, Pomerantz identified a substantial opportunity for recovery of losses in Countrywide mortgage-backed securities ("MBS") for three large New Mexico funds (New Mexico State Investment Council, New Mexico Public Employees' Retirement Association, and New Mexico Educational Retirement Board), that had been overlooked by all of the firms then in their securities litigation pool. We then filed the first non-class lawsuit by a public institution with respect to Countrywide MBS. See *New Mexico State Inv Council v. Countrywide Fin. Corp., et al.*, No. D-0101-CV-2008-02289 (N.M. 1st Dist. Ct.). In Fall 2010, we negotiated for our clients an extremely favorable but confidential settlement.

Pomerantz has also obtained stellar results for private institutions and Taft-Hartley funds. Below are a few examples:

- *In re Charter Communications, Inc. Secs. Litig.* (W.D. Mo.) (sole Lead Counsel for Lead Plaintiff StoneRidge Investment Partners LLC); \$146.25 million class settlement, where Charter also agreed to enact substantive improvements in corporate governance.
- *In re American Italian Pasta Securities Litigation* (W.D. Mo.) (sole Lead Counsel for Lead Plaintiff Ironworkers Locals 40, 361 and 417; \$28.5 million aggregate settlements).

³ Institutional Shareholder Services, SCAS "Top 100 Settlements Quarterly Report," (Sept. 30, 2010).

- *Richardson and CC Partners, LLC v. Gray* (Sup. Ct. N.Y. Cty.); and *In re Summit Metals*, (Bankr. D. Del.) (two derivative actions where the Firm represented C.C. Partners Ltd. and obtained judgment of contempt against controlling shareholder for having made “extraordinary” payments to himself in violation of a preliminary injunction; persuaded the court to jail him for two years upon his refusal to pay; and, in a related action, won a \$43 million judgment after trial and obtained turnover of stock of two companies).

Over its long history, Pomerantz has served as Lead or Co-Lead Counsel in numerous other cases, a few of which are listed below:

- *In re Medicis Pharmaceutical Corp. Securities Litigation* (U.S.D.C. Ariz. 2010)
\$18 million settlement in class action securities fraud litigation.
- *In re Sealed Air Corp. Sec. Litig.* (D.N.J. 2010)
\$20 million settlement in class action in which Pomerantz was Co-Lead Counsel representing the Louisiana Municipal Police Employees’ Retirement System.
- *In re Elan Corp. Sec. Litig.* (S.D.N.Y. 2005)
\$75 million settlement in class action arising out of alleged accounting manipulations.
- *In re Livent, Inc. Noteholders Sec. Litig.* (S.D.N.Y. 2005)
\$17 million settlement for the class; plus summary judgment against remaining defendants for \$36 million (including pre-judgment interest); totaling over 100% of claimed damages.
- *In re Safety-Kleen Corp. Stockholders Litig.* (D. S.C. 2004)
\$54.5 million in total settlements in class action alleging accounting manipulations by corporate officials and auditors; last settlement reached on eve of trial.
- *Mardean Duckworth v. Country Life Insurance Co.* (Ill. Cir. Ct., Cook Cty. 2000)
\$45 million recovery.
- *In re First Executive Corp. Sec. Litig.* (C.D. Cal. 1994)
\$102 million recovery for the class, exposing a massive securities fraud arising out of the Michael Milken debacle.
- *Snyder v. Nationwide Insurance Co.* (Sup. Ct., Onondaga Cty. 1998)
Settlement valued at \$100 million in derivative case arising from injuries to consumers purchasing life insurance policies.
- *In re Boardwalk Marketplace Sec. Litig.* (D. Conn. 1994)
Over \$66 million benefit in securities fraud action.
- *In re National Health Lab., Inc. Sec. Litig.* (S.D. Cal. 1995)
\$64 million recovery.
- *In re Telerate, Inc. Shareholders Litig.* (Del. Ch. 1989)
\$95 million benefit in case alleging violation of fiduciary duty under state law.
- *In re Force Protection, Inc.* (D.S.C.)
\$24 million settlement.

SHAPING THE LAW

Not only has Pomerantz established a long track record of obtaining substantial monetary recoveries for our clients; whenever appropriate, we also pursue corporate governance reforms on their behalf. In *In re Chesapeake S’holder Deriv. Litig.*, No. CJ-2009-3983 (Dist. Okla.), for example, the Firm served as co-lead counsel, representing a public pension client in a derivative case arising from an excessive compensation package granted to Chesapeake’s CEO and founder. This was a

derivative action, not a class action. Yet it is illustrative of the results that can be obtained by an institutional investor in the corporate governance arena. There, we obtained a settlement which called for the repayment of \$12.1 million and other consideration by the CEO. The *Wall Street Journal* (November 3, 2011) characterized the settlement as “a rare concession for the 52-year old executive, who has run the company largely by his own rules since he co-founded it in 1989.” The settlement also included comprehensive corporate governance reforms.

The Firm has won many landmark decisions that have enhanced shareholders’ rights and improved corporate governance. These include decisions that established that:

- shareholders have a right to a jury trial in derivative actions. *Ross v. Bernhard*, 396 U.S. 531 (1970).
- a mortgage-backed securities (“MBS”) holder may bring claims if the MBS price declines even if all payments of principal and interest have been made. See *New Mexico State Inv Council v. Countrywide Fin. Corp., et al.*, No. D-0101-CV-2008-02289, Transcript of Proceedings on March 25, 2009 (N.M. 1st Dist. Ct.)
- when a court selects a Lead Plaintiff under the Private Securities Litigation Reform Act (“PSLRA”), the standard for calculating the “largest financial interest” must take into account sales as well as purchases. *In re Comverse Technology Inc. Sec. Litig.*, 2007 U.S. Dist. LEXIS 14878 (E.D.N.Y. 2007).
- purchasers of options have standing to sue under federal securities laws. *In re Green Tree Fin. Corp. Options Litig.*, 2002 U.S. Dist. LEXIS 13986 (D. Minn. 2002).
- a company may have the obligation to disclose to shareholders its Board’s consideration of important corporate transactions, such as the possibility of a spin-off, even before any final decision has been made. *Kronfeld v. Trans World Airlines, Inc.*, 832 F.2d 726 (2d Cir. 1987).
- specific standards for assessing whether mutual fund advisors breach fiduciary duties by charging excessive fees. *Gartenberg v. Merrill Lynch Asset Mgmt., Inc.*, 740 F.2d 190 (2d Cir. 1984).
- investment advisors to mutual funds are fiduciaries who cannot sell their trustee positions for a profit. *Rosenfeld v. Black*, 445 F.2d 1337 (2d Cir. 1971).
- management directors of mutual funds have a duty to make full disclosure to outside directors “in every area where there was even a possible conflict of interest.” *Moses v. Burgin*, 445 F.2d 369 (1st Cir. 1971).
- a managing underwriter can owe fiduciary duties of loyalty and care to an issuer in connection with a public offering of the issuer stock, even in the absence of any contractual agreement. Professor John C. Coffee, a renowned Columbia University securities law professor, commenting on the ruling, stated: “It’s going to change the practice of all underwriting.” *EBC I, Inc. v. Goldman Sachs & Co.*, 5 N.Y. 3d 11 (2005).

AT THE VANGUARD, POST MORRISON

The April 20, 2010 Deepwater Horizon rig explosion and the resulting oil spill – the worst in U.S. history – devastated countless lives and caused immeasurable environmental damage in the Gulf of Mexico and along its coastlines. The spill also impacted investors in BP p.l.c. (“BP”). Within weeks, the price of BP’s ordinary shares and its American Depositary Shares (ADS) plummeted nearly 50%, driven down by revelations regarding BP’s prior misstatements about its commitment to safety and the true scope of the spill.

Although many BP investors immediately considered their legal options, the U.S. Supreme Court's decision in *Morrison v. Nat'l Australia Bank Ltd.*, 130 S. Ct. 2869 (2010) presented a seeming insurmountable hurdle, in that it barred use of the U.S. federal securities laws to recover losses from investments in foreign-traded securities. Thus, although the U.S. federal securities laws protected purchasers of BP's ADS, which trade on the New York Stock Exchange, the same was not true for the purchasers of BP's ordinary shares, which trade on the London Stock Exchange. For investors who purchased BP common stock, they seemed to have no legal options in the U.S. court system.

With a long tradition of developing innovative ways to advance client interests, Pomerantz responded by developing a new legal theory, placing it once again at the vanguard of ground-breaking litigation. On behalf of its clients, Pomerantz is pursuing common law fraud and negligence claims against BP, in the U.S. courts, to recover losses associated with its clients' BP common stock investments. For investors who also purchased BP's ADS, Pomerantz is simultaneously pursuing U.S. federal securities claims – in the same lawsuit.

Through a series of hard-fought victories, Pomerantz has secured the right of both U.S. and foreign institutional investors to pursue these claims in U.S. federal court. First, in a landmark decision issued in October 2013 (as revised in December 2013), the Honorable Keith Ellison of the United States District Court for the Southern District of Texas denied BP's motion to dismiss Pomerantz's complaint on behalf of three U.S. pension funds. Judge Ellison rejected BP's argument that the case should be sent to courts in England under the doctrine of *forum non conveniens*, and his decision to apply English law mooted BP's arguments that the case should be dismissed under *Morrison* or the Dormant Commerce Clause of the U.S. Constitution as improper regulation of foreign commerce.

More recently, in decisions issued in October 2014, Judge Ellison denied BP's attempt to dismiss the cases of Pomerantz's foreign institutional clients on *forum non conveniens* grounds. He also rejected BP's attempt to extend the Securities Litigation Uniform Standards Act (SLUSA) to the English common law claims being pursued by Pomerantz's clients, and by extension, rejected BP's argument that SLUSA required the dismissal of our foreign and U.S. non-public institutional clients.

These decisions secured the right of Pomerantz's clients, both foreign and domestic, to pursue English common law claims – in U.S. federal court – to recover their losses in BP's London-traded common shares and its New York-traded ADS. This litigation is literally the first time, post-*Morrison*, that institutional investors have been permitted to pursue foreign claims seeking recovery for foreign traded securities in a U.S. court.

Also in October 2014, Pomerantz secured important rulings regarding the Exchange Act claims being pursued by certain of our clients regarding their ADS losses. Judge Ellison agreed with Pomerantz that *American Pipe* tolling applied to both the statute of limitation and the statute of repose applicable to our Section 10(b) claims. This ruling was significant given the split of authority nationwide and the Supreme Court's expression of interest in the repose issue (which was to have been heard in the *IndyMac* appeal).

These outcomes represent hard-fought, important victories for Pomerantz's clients. In total, Pomerantz currently represents nearly three dozen clients in BP-related litigation, including U.S.

public pension funds, U.S. limited partnerships and ERISA trusts, and institutional investors from the U.K., France, the Netherlands, Canada, and Australia.

Pomerantz's BP litigation is overseen by Partners Marc I. Gross, Jeremy A. Lieberman, and Matthew L. Tuccillo.

COMMENTS FROM THE COURTS

Throughout its history, courts time and again have acknowledged the Firm's ability to vigorously pursue and successfully litigate actions on behalf of investors.

At the January 2012 hearing wherein the Court approved the settlement in *In re Chesapeake Shareholder Derivative Litig.* No. CJ-2009-3983 (Okla. Dist.), following oral argument by Marc I. Gross, the Hon. Daniel L. Owens stated, "Counsel, it's a pleasure, and I mean this and rarely say it. I think I've said it two times in 25 years. It is an extreme pleasure to deal with counsel of such caliber." (Tr. at 48).

In approving the \$225 million settlement in *In re Comverse Technology Inc. Sec. Litig.*, No. 06-CV-1825 (E.D.N.Y.) in June 2010, Judge Nicholas G. Garaufis stated:

As outlined above, the recovery in this case is one of the highest ever achieved in this type of securities action. . . . The court also notes that, throughout this litigation, it has been impressed by Lead Counsel's acumen and diligence. The briefing has been thorough, clear, and convincing, and . . . Lead Counsel has not taken short cuts or relaxed its efforts at any stage of the litigation.

In approving a \$146.25 million settlement in *In re Charter Communications Sec. Litig.*, 02 Civ 186 (E.D. Mo. 2005), in which Pomerantz served as sole Lead Counsel, Judge Charles A. Shaw praised the Firm's efforts:

This Court believes Lead Plaintiff achieved an excellent result in a complex action, where the risk of obtaining a significantly smaller recovery, if any, was substantial. In awarding fees to Pomerantz, the Court cited "the vigor with which Lead Counsel . . . investigated claims, briefed the motions to dismiss, and negotiated the settlement."
...

In approving a \$24 million settlement in *In re Force Protection, Inc.* 08 CV 845 (D.S.C. 2011), Judge C. Weston Houk described the Firm as "attorneys of great ability and great reputation" and commended the Firm for having "done an excellent job."

In certifying a class in a securities fraud action against analysts in *DeMarco v. Robertson Stephens*, 2005 U.S. Dist. LEXIS (S.D.N.Y.), Judge Gerard D. Lynch stated that Pomerantz had "ably and zealously represented the interests of the class."

Numerous courts have made similar comments:

- Appointing Pomerantz Lead Counsel in *American Italian Pasta Co. Sec. Litig.*, No 05-CV-0725-W-ODS (W.D. Mo.), a class action that involved a massive fraud and restatements spanning several years, the District Court observed that the Firm “. . . has significant experience (and has been extremely effective) litigating securities class actions, employs highly qualified attorneys, and possesses ample resources to effectively manage the class litigation and protect the class’s interests.”
- In approving the settlement in *In re Wiring Devices Antitrust Litigation*, MDL Docket No. 331 (E.D.N.Y. Sept. 9, 1980), Chief Judge Jack B. Weinstein stated that “Counsel for the plaintiffs I think did an excellent job. . . . They are outstanding and skillful. The litigation was and is extremely complex. They assumed a great deal of responsibility. They recovered a very large amount given the possibility of no recovery here which was in my opinion substantial.”
- In *Snyder v. Nationwide Insurance Co.*, Index No. 97/0633, (N.Y. Supreme Court, Onondaga County), a case where Pomerantz served as Co-Lead Counsel, Judge Tormey stated, “It was a pleasure to work with you. This is a good result. You’ve got some great attorneys working on it.”
- In *Steinberg v. Nationwide Mutual Insurance Co.*, 99 CV 7725 (E.D.N.Y.), Judge Spatt, granting class certification and appointing the Firm as class counsel, observed: “The Pomerantz firm has a strong reputation as class counsel and has demonstrated its competence to serve as class counsel in this motion for class certification.” (2004 U.S. Dist. LEXIS 17669 at *24)
- In *Mercury Savings and Loan*, CV 90-87 LHM (C.D. Cal.), Judge McLaughlin commended the Firm for the “absolutely extraordinary job in this litigation.”
- In *Boardwalk Marketplace Securities Litigation*, MDL No. 712 (D. Conn.), Judge Eginton described the Firm’s services as “exemplary,” praised it for its “usual fine job of lawyering . . . [in] an extremely complex matter,” and concluded that the case was “very well-handled and managed.” (Tr. at 6, 5/20/92; Tr. at 10, 10/10/92)
- In *Nodar v. Weksel*, 84 Civ. 3870 (S.D.N.Y.), Judge Broderick acknowledged “that the services rendered [by Pomerantz] were excellent services from the point of view of the class represented, [and] the result was an excellent result.” (Tr. at 21-22, 12/27/90)
- In *Klein v. A.G. Becker Paribas, Inc.*, 83 Civ. 6456 (S.D.N.Y.), Judge Goettel complimented the Firm for providing “excellent . . . absolutely top-drawer representation for the class, particularly in light of the vigorous defense offered by the defense firm.” (Tr. at 22, 3/6/87)
- In *Digital Sec. Litig.*, 83-3255Y (D. Mass.), Judge Young lauded the Firm for its “[v]ery fine lawyering.” (Tr. at 13, 9/18/86)
- In *Shelter Realty Corp. v. Allied Maintenance Corp.*, 75 F.R.D. 34, 40 (S.D.N.Y.), Judge Frankel, referring to Pomerantz, said: “Their experience in handling class actions of this nature is known to the court and certainly puts to rest any doubt that the absent class members will receive the quality of representation to which they are entitled.”
- In *Rauch v. Bilzerian*, 88 Civ. 15624 (Sup. Ct. N.J.), the court, after trial, referred to Pomerantz partners as “exceptionally competent counsel,” and as having provided “top drawer, topflight [representation], certainly as good as I’ve seen in my stay on this court.”

ANTITRUST LITIGATION

Pomerantz has earned a national reputation for its expertise in antitrust litigation, serving in a leadership role in numerous complex and high profile antitrust class actions, including in *In re Methionine Antitrust Litigation* (N.D. Cal. 2002) (\$107 million recovery) and *In re Sorbates Direct Purchaser Antitrust Litigation* (N.D. Cal. 2000) (over \$82 million recovery). We played a prominent role in *In re NASDAQ Market-Makers Antitrust Litigation*, MDL 1023 (S.D.N.Y.), which resulted in a settlement in excess of \$1 billion for class members.

In granting the fee request in *In re Salomon Brothers Treasury Litigation*, 91 Civ. 5471 (RPP) (S.D.N.Y.), where the firm successfully negotiated a \$100 million settlement for the class in a complex antitrust and securities case, Judge Patterson stated:

I am going to approve the settlement, and I am going to approve the attorneys' fees that you have requested with cost.

As I am doing it so summarily, does not mean I have not considered it at length. But it does not need that much consideration because I've observed the conduct of the attorneys involved here. They get the work done, and it was a tough one.

I think that there were a lot of people who thought there was going to be no recovery at all in this case.

In *In re Wiring Devices Antitrust Litigation*, MDL Docket No. 331 (E.D.N.Y. Sept. 9, 1980), where the firm was again Lead Counsel, Chief Judge Jack B. Weinstein stated:

Counsel for the plaintiffs I think did an excellent job They are outstanding and skillful. The litigation was and is extremely complex. They assumed a great deal of responsibility. They recovered a very large amount given the possibility of no recovery here which was in my opinion substantial.

Over the past several years, Pomerantz' Antitrust Group has spearheaded an effort to challenge anticompetitive conduct by pharmaceutical companies designed to artificially inflate the price of brand name prescription drugs and keep generic versions of the drug from entering into the marketplace. Pomerantz' attorneys in the Antitrust Group also bring additional education and experience specifically beneficial to pharmaceutical antitrust litigation, including backgrounds in nursing, economics and graduate work in health care administration. Pomerantz is currently serving as Interim Co-Lead Counsel in multiple pharmaceutical antitrust cases.

MERGERS & ACQUISITIONS LITIGATION

Pomerantz has an expert class action mergers & acquisitions litigation team, led by Gustavo F. Bruckner. Recently, Mr. Bruckner was co-lead counsel in the matter of *In re Great Wolf Resorts, Inc. Shareholders Litigation*, No. C.A. 7328-VCN (Del. Ch. 2012), where the Firm obtained the elimination of stand-still provisions that allowed third parties to bid for Great Wolf Resorts, Inc., resulting in the emergence of a third-party bidder and approximately \$94 million (57%) in additional merger consideration for Great Wolf shareholders.

In *Hallandale Beach Police Officers and Firefighters' Personnel Retirement Fund vs. lululemon athletica, Inc.*, Civil Action No. 8522-VCP, in an issue of first impression in Delaware, the Chancery Court ordered the production of lululemon athletica inc.'s chairman's 10b5-1 stock trading plan. Pomerantz, on behalf of a lululemon shareholder, brought an action seeking inspection of the company's books and records in order to investigate possible insider trading by the company's chairman. The Court found that a stock trading plan established by the company's chairman, pursuant to which a broker, rather than the chairman himself, would liquidate a portion of the chairman's stock in the company, did not preclude potential liability for insider trading. Accordingly, the Court ordered inspection of books and records, including the 10b5-1 stock trading plan as supported by a credible basis for inferring wrongdoing. This ruling represented an important victory for shareholders of public companies, holding that the mere existence of a 10b5-1 trading plan will not serve as an absolute defense for corporate insiders and will not preclude a finding of a credible basis for an inference of wrongdoing.

In the recent settlement hearing argued by Mr. Bruckner in *In re JDA Software Group, Inc., Stockholder Litigation*, C.A. No. 8049-VCN, Vice Chancellor John W. Noble stated "The standing and ability of counsel cannot be questioned. They are experienced and know how to handle these types of cases."

PARTNERS

MARC I. GROSS

Marc I. Gross is Managing Partner of Pomerantz. For over three decades, Mr. Gross has focused on securities fraud class actions and derivative actions, while also litigating antitrust and consumer cases. Mr. Gross heads the Firm's Institutional Investor Practice and New Case Groups and is Lead Counsel in many of the Firm's major pending cases.

Mr. Gross' numerous notable achievements include: *In re BP plc Sec. Litig.* (individual and institutional investors have a right to sue under common law for purchases abroad); *In re Comverse Inc. Sec. Litig.* (\$225 million settlement, including a \$60 million contribution by the former CEO); *In re Charter Communications Inc. Sec. Litig.* (\$146.25 million settlement); *In re Salomon Analyst AT&T Litig.* (\$74.75 million settlement); *In re Elan Corp. Sec. Litig.* (\$75 million settlement); and *Snyder v. Nationwide Insurance Co.* (derivative settlement valued at \$100 million). His role in high-profile cases has garnered international media attention. Mr. Gross has been interviewed on the CBS Evening News, the BBC, and numerous Israeli media sources. In 2012 and 2013, Benchmark Litigation named Mr. Gross a "Local Litigation Star" in New York. He has been selected by his peers as a Super Lawyer six times, most recently in 2014.

Mr. Gross leads the Firm's ground-breaking litigations against BP. In the wake of *Morrison*, they developed an innovative legal strategy using common law as a viable path to recovery for BP common stockholders – in the U.S. federal court system. In a landmark 97-page decision publicly issued on October 10, 2013, the Honorable Keith Ellison of the United States District Court for the Southern District of Texas denied defendants' motion to dismiss Pomerantz's robust complaint filed on behalf of three U.S. pension funds that had purchased BP ordinary shares and ADS. Judge Ellison rejected defendants' arguments that the case should be sent to courts in England, and his decision to apply English law here negated the need to address defendants' arguments that the case should be dismissed under *Morrison* and the Dormant Commerce Clause of the U.S. Constitution. Pomerantz's clients can now proceed to discovery on their U.S. federal securities claims and their English law claims of deceit (fraud) and negligent misrepresentation.

Mr. Gross has extensive trial experience, including *In re Zila Inc. Securities Litig.* (D.C. Ariz. (PHX)) and *In re Zenith Labs Securities Litig.* (D.C. N.J.) Courts have consistently praised his lawyering. In approving the \$225 million settlement in *Comverse*, Judge Garaufis stated, "Throughout this litigation, [the Court] has been impressed by Lead Counsel's acumen and diligence. The briefing has been thorough, clear, and convincing."

At the January 30, 2012 hearing wherein the Court approved the settlement of *In re Chesapeake Shareholder Derivative Litig.*, (whereby plaintiffs clawed back \$13 million in excess compensation paid to CEO Aubrey McClendon) Judge Owens of the District Court of Oklahoma stated, "Counsel, it's a pleasure, and I mean this and rarely say it. I think I've said it two times in 25 years. It is an extreme pleasure to deal with counsel of such caliber."

Approving the \$100 million settlement in *Snyder*, where Mr. Gross was the lead Pomerantz lawyer, the court stated: "I think you all did a very, very good job for all the people. You made attorneys

look good.” Mr. Gross was also the attorney-in-charge of *Texas Int’l Co. Sec. Litig.* (W.D. Okla.), where, in granting class certification, the Court stated: “The performance of plaintiffs’ counsel thus far leaves the Court with no doubt that plaintiffs’ claims will be vigorously and satisfactorily prosecuted throughout the course of this litigation.” In the course of approving the subsequent settlement of the case, the Court added:

I would like to compliment all the parties and attorneys in this case. . . . You have all worked together better than I think any case I’ve had that involved these extensive issues and parties and potential problems. And I for one appreciate it. And I think it shows certainly a great deal of professionalism on all your part.

Mr. Gross has been a member of the New York City Bar Association’s Federal Courts Committee, an early neutral evaluator for the Eastern District of New York, and a mediator for the Commercial Division of the Supreme Court of the State of New York. He is currently a Vice President of the Institute of Law and Economic Policy (“ILEP”), a not-for-profit organization devoted to promoting academic research and dialogue in securities law issues and litigation, and for many years was an officer of the National Association of Shareholder and Consumer Attorneys (“NASCAT”).

Mr. Gross speaks frequently at legal forums on shareholder-related issues. He recently moderated a panel at the Loyola University Chicago School of Law’s Institute for Investor Protection Conference on “Litigating the New Evidentiary Burdens: At the Class Certification Stage and Beyond.” In 2013, he spoke at the National Conference on Public Employee Retirement Systems’ (“NCPERS”) Legislative Conference on “Morrison and Recoveries of Damages Arising From Fraudulent Foreign Investments,” and at Loyola University Chicago School of Law’s Institute for Investor Protection Conference on “The Effective and Ethical Use of Confidential Witnesses.” In October 2012, he moderated a panel at the Second Annual Institute for Investor Protection Conference at the Loyola University Chicago School of Law, on “Behavioral Economics Applied: Expert Witnesses, Event Studies, Loss Causation, and Damages Calculation.” Among the panelists was Daniel R. Fischel, whose seminal article describing the application of financial economics to securities fraud litigation was a basis for the Supreme Court’s decision in *Basic v. Levinson* adopting “fraud on the market.” In 2011 he organized a conference on Proxy Access California; and chaired a panel on Pleading and other Pre-Trial requirements impacting class action suits at the annual ILEP conference; and spoke on *Morrison* and on Opportunities under Dodd-Frank for Say On Pay and Say on Contributions at the National Summit on the Future of Fiduciary Responsibility, organized by the American Conference Institute with responsible-investor.com.

Mr. Gross is valued by foreign investors for his expertise in the relevance to them of securities class actions in the United States, and how they might benefit from participation. In 2012, Mr. Gross spoke at the Tel Aviv Institutional Investors Forum on “Israel’s Pyramids/Corporate Governance Lessons from the U.S.” and in 2011, participated in a panel at the National Association of Pension Funds Conference in Edinburgh regarding the impact of U.S. class actions on U.K. investors.

Mr. Gross recently authored “Class Certification in a Post-Halliburton II World,” published in *Law360* on July 21, 2014. He is the author of the article “Loser-Pays - or Whose ‘Fault’ Is It Anyway: A Response to Hensler-Rowe’s “Beyond ‘It Just Ain’t Worth It,’” which appeared in 64 *Law & Contemporary Problems* (Duke Law School) (2001). He recently authored “Class

Certification in a Post-Halliburton II World,” published in *Law360* on July 21, 2014.

Mr. Gross graduated from New York University Law School in 1976, and received his undergraduate degree from Columbia University in 1973.

PATRICK V. DAHLSTROM

Patrick Dahlstrom joined Pomerantz as an associate in the Fall of 1991 and became a partner in January 1996. He is a senior partner and the resident partner in the Firm’s Chicago office. In 2012 and 2013, Benchmark Litigation named Mr. Dahlstrom a “Local Litigation Star” in Chicago.

Mr. Dahlstrom is a member of the Firm’s Institutional Investor Practice and New Case Groups, and has extensive experience litigating cases under the PSLRA. He was partner-in-charge of *In re Comverse Technology Sec. Litig.*, No. 06-CV-1825 (E.D.N.Y.), in which the Firm, as Lead Counsel, recovered a \$225 million settlement for the Class – the second-highest ever for a case involving the back-dating options, and one of the largest recoveries ever from an individual officer-defendant, the company’s founder and former CEO. In *Comverse*, the Firm obtained an important clarification of how courts calculate the “largest financial interest” in connection with the selection of a Lead Plaintiff, in a manner consistent with *Dura*, 544 U.S. 336 (2005). Judge Garaufis, in approving the settlement, lauded Pomerantz: “The court also notes that, throughout this litigation, it has been impressed by Lead Counsel’s acumen and diligence. The briefing has been thorough, clear, and convincing, and . . . Lead Counsel has not taken short cuts or relaxed its efforts at any stage of the litigation.”

In *DeMarco v. Robertson Stephens*, 2005 U.S. Dist. LEXIS (S.D.N.Y. 2005), Mr. Dahlstrom obtained the first class certification in a federal securities case involving fraud by analysts.

Mr. Dahlstrom’s extensive experience in litigation under the PSLRA has made him an expert not only at making compelling arguments on behalf of Pomerantz’ clients for Lead Plaintiff status, but also in discerning weaknesses of competing candidates. *In re American Italian Pasta Co. Sec. Litig.* and *Comverse* are the most recent examples of his success in getting our clients appointed sole Lead Plaintiff despite competing motions by numerous impressive institutional clients.

Mr. Dahlstrom was a member of the trial team in *In re ICN/Viratek Sec. Litig.* (S.D.N.Y.), which, after trial, settled for \$14.5 million. Judge Wood praised the trial team: “[P]laintiffs counsel did a superb job here on behalf of the class . . . This was a very hard fought case. You had very able, superb opponents, and they put you to your task . . . The trial work was beautifully done and I believe very efficiently done.”

Mr. Dahlstrom’s speaking engagements include interviews by NBC and the CBC regarding securities class actions, and among others, a presentation at the November 2009 State Association of County Retirement Systems Fall Conference as the featured speaker at the Board Chair/Vice Chair Session entitled: “Cleaning Up After the 100 Year Storm. How trustees can protect assets and recover losses following the burst of the housing and financial bubbles.”

Mr. Dahlstrom is a 1987 graduate of the Washington College of Law at American University in Washington, D.C., where he was a Dean’s Fellow, Editor in Chief of the Administrative Law Journal,

a member of the Moot Court Board representing Washington College of Law in the New York County Bar Association's Antitrust Moot Court Competition, and a member of the Vietnam Veterans of America Legal Services/Public Interest Law Clinic. Upon graduating, Mr. Dahlstrom served as the Pro Se Staff Attorney for the United States District Court for the Eastern District of New York and was a law clerk to the Honorable Joan M. Azrack, United States Magistrate Judge.

Mr. Dahlstrom is admitted to practice in New York and Illinois, as well as the United States District Courts for the Southern and Eastern Districts of New York, Northern District of Illinois, Northern District of Indiana, Eastern District of Wisconsin, District of Colorado, Western District of Pennsylvania, the United States Courts of Appeals for the Fourth, Sixth, Seventh and Eighth Circuits, and the United States Supreme Court.

JEREMY A. LIEBERMAN

Jeremy A. Lieberman became associated with the Firm in August 2004, and became a partner in January 2010.

At Pomerantz, Mr. Lieberman specializes in securities litigation. He has had an active role in a number of high-profile securities class and derivative actions, including *Comverse Technology Sec. Litig.*, in which he and his partners achieved a historic \$225 million settlement on behalf of the Class, which was the second-largest options backdating settlement to date.

Mr. Lieberman was lead counsel in *In re Medicis Corp. Sec. Litig.*, in which the Court recently approved an \$18 million settlement, and is lead counsel in *In re China North East Petroleum Corp. Sec. Litig.*, and *In re Columbia Laboratories, Inc. Sec. Litig.*, and co-lead counsel in *In re Mellanox Technologies, Ltd. Sec. Litig.* and *In re China Automotive Systems, Inc. Sec. Litig.*

In *In re China North East Petroleum Corp. Sec. Litig.*, Mr. Lieberman achieved a significant victory for shareholders in the United States Court of Appeals for the Second Circuit, whereby the Appeals Court ruled that a temporary rise in share price above its purchase price in the aftermath of a corrective disclosure did not eviscerate an investor's claim for damages. The Second Circuit's decision was deemed "precedential" by the New York Law Journal, and provides critical guidance for assessing damages in a § 10(b) action.

Mr. Lieberman currently represents a number of banks and financial institutions in a class action on behalf of lenders arising out of the London Interbank Offered Rate ("LIBOR") rate rigging scandal.

Mr. Lieberman regularly consults with Pomerantz's international institutional clients, including pension funds, regarding their rights under the U.S. securities laws. Mr. Lieberman is working with the firm's international clients to craft a response to the Supreme Court's ruling in *Morrison v. Nat'l Australia Bank, Ltd.*, which limited the ability of foreign investors to seek redress under the federal securities laws. Currently, Mr. Lieberman is representing several UK and EU pension funds and asset managers in individual actions against BP PLC in the United States District Court for the Southern District of Texas.

In 2014, Mr. Lieberman was voted by his peers, through Super Lawyers, as a "New York Metro Rising Star."

Mr. Lieberman is a frequent lecturer regarding current corporate governance and securities litigation issues. In December 2012, he spoke at the Annual Provident Funds Coalition Conference in Eilat, Israel on *Morrison* and its implications for TASE investors. He also recently led a discussion regard U.S. securities class actions in Brussels, Belgium.

Mr. Lieberman graduated from Fordham University School of Law in 2002. While in law school, he served as a staff member of the Fordham Urban Law Journal. Upon graduation, he began his career at a major New York law firm as a litigation associate, where he specialized in complex commercial litigation.

Mr. Lieberman is a member of the New York State Bar Association and the Federal Bar Council. He is admitted to practice in New York and the United States District Courts for the Southern and Eastern Districts of New York and Northern District of Illinois, and the United States Court of Appeals for the Second and Ninth Circuits.

GUSTAVO F. BRUCKNER

Gustavo F. Bruckner heads Pomerantz's class action mergers & acquisitions litigation team. Recently, Mr. Bruckner was co-lead counsel in the matter of *In re Great Wolf Resorts, Inc. Shareholders Litigation*, No. C.A. 7328-VCN (Del. Ch. 2012), where the Firm obtained the elimination of stand-still provisions thus allowing third parties to bid for Great Wolf Resorts, Inc., initiating a bidding war resulting in approximately \$94 million (57%) in additional merger consideration for Great Wolf shareholders.

Mr. Bruckner previously served as Secretary to the Plaintiffs' Executive Committee and worked extensively on drafting and discovery in the *In re Initial Public Offering Securities Litigation*, arguably the largest coordinated securities litigation ever, involving more than 300 class actions alleging manipulation of the market for IPO stocks.

Mr. Bruckner also served as Chief-of-Staff to a New York City legislator.

He received his law degree from Benjamin N. Cardozo School of Law in 1992, where he served as an editor of the Moot Court Board. He obtained an undergraduate degree in Marketing and International Business with honors from New York University in 1988 and an MBA in Finance and International Business from New York University's Stern School of Business in 1989. He is a Mentor and Coach to the NYU Stern School of Business, Berkley Center for Entrepreneurial Studies, New Venture Competition.

Mr. Bruckner is licensed to practice in New York and New Jersey and is admitted to practice before the United States District Courts for the Eastern and Southern Districts of New York, the United States District Court for the District of New Jersey, United States Court of Appeals for the Second Circuit, and the United States Supreme Court. Mr. Bruckner also serves as an arbitrator in the Civil Court of the City of New York.

JAYNE A. GOLDSTEIN

Jayne Arnold Goldstein joined Pomerantz in March 2013 and is the resident partner in the Firm's Weston, Florida office. She brings to Pomerantz her expertise in representing individuals, businesses, institutional investors and labor organizations in a variety of complex commercial litigation, including violations of federal and state antitrust and securities laws and unfair and deceptive trade practices. Ms. Goldstein was lead counsel in *In re Sara Lee Securities Litigation*, and has played a principal role in numerous other securities class actions that resulted in recoveries of over \$100 million. She is currently serving as interim co-lead counsel for indirect purchasers in *In re Androgel Antitrust Litigation* (No. II), *In re Actos Antitrust Litigation* and *In re Nexium Antitrust Litigation*. Ms. Goldstein has served as class counsel in a wide variety of consumer class litigation, including *Gemelas v The Dannon Company*, which resulted in the largest settlement ever against a food company.

Ms. Goldstein began her legal career, in 1986, with a wide-ranging general practice firm in Philadelphia. In 2000, she was a founding shareholder of Mager & White, P.C. and opened its Florida office, where she concentrated her practice on securities, consumer and antitrust litigation. In 2002, the firm became Mager White & Goldstein, LLP. In 2005, Ms. Goldstein was a founding partner of Mager & Goldstein LLP. Most recently, she was Senior Counsel at Shepherd, Finkelman, Miller & Shah, LLP.

Ms. Goldstein, a registered nurse, received her law degree from Temple University School of Law in 1986 and her Bachelor of Science (highest honors) from Philadelphia College of Textiles and Science.

Ms. Goldstein is a member of the American Bar Association, the Broward Women's Lawyers Association, the Florida Public Pension Trustees Association, the Illinois Public Pension Fund Association, the National Association of Shareholder and Consumer Attorneys. Ms. Goldstein is a contributor to a book published by the American Bar Association, *The Road to Independence: 101 Women's Journeys to Starting Their Own Law Firms*. She resides in Delray Beach, Florida with her family. She is active in community affairs and charitable work in Florida, Illinois and Pennsylvania.

Ms. Goldstein served as co-chair of P.L.I.'s 2010, 2011, 2012, 2013, 2014 and upcoming 2015 Class Action Litigation Strategies Conference held in New York. Ms. Goldstein has been a frequent speaker at Public Pension Fund Conferences having recently appeared on Panels at the Florida Public Pension Trustees' Association and Illinois Public Pension Fund Association.

She is admitted to practice law in the Supreme Court of the United States and the States of Florida and Illinois, as well as in the Commonwealth of Pennsylvania and numerous federal courts, including the United States District Courts for the Southern, Northern and Middle Districts of Florida, the Eastern District of Pennsylvania, the Northern District of Illinois, and the United States Courts of Appeal for the First, Third and Eleventh Circuits. In addition to these courts and jurisdictions, Ms. Goldstein has worked on cases with local and co-counsel throughout the country and worldwide.

CHERYL D. HAMER

Cheryl D. Hamer joined Pomerantz in January 2003 and became a partner in January 2007. She is based in San Diego.

Ms. Hamer has long experience working with Public and Taft-Hartley pension and welfare funds. As a member of the Firm's Institutional Investor Practice Group, she has been involved in a number of cases, including *In re American Italian Pasta Co. Sec. Litig.* and *In re Symbol Technologies, Inc. Sec. Litig.*

Before joining Pomerantz, Ms. Hamer served as counsel to nationally known securities class action law firms focusing on the protection of investors rights. In private practice for over 20 years, she has litigated, at both state and federal levels, Racketeer Influenced and Corrupt Organizations, Continuing Criminal Enterprise, death penalty and civil rights cases and grand jury representation. She has authored numerous criminal writs and appeals.

Ms. Hamer is a member of the Advisory Board of Freedom in Creation, serves as a pro bono attorney at Casa Cornelia representing clients seeking asylum in the United States, was an Adjunct Professor at American University, Washington College of Law from 2010 - 2011 and served as a pro bono attorney for the Mid-Atlantic Innocence Project. She was an Adjunct Professor at Pace University, Dyson College of Arts and Sciences, Criminal Justice Program and The Graduate School of Public Administration from 1996 to 1998. She has served on numerous non-profit boards of directors, including Shelter From The Storm, the Native American Preparatory School and the Southern California Coalition on Battered Women, for which she received a community service award.

Ms. Hamer is a member of the Litigation and Individual Rights and Responsibilities Sections of the American Bar Association, the Corporation, Finance & Securities Law and Criminal Law and Individual Rights Sections of the District of Columbia Bar, the Litigation and International Law Sections of the California State Bar, and the National Association of Public Pension Attorneys (NAPPA) and represents the Firm as a member of the Council of Institutional Investors (CII), the National Association of State Treasurers (NAST), the National Conference on Public Employees Retirement Systems (NCPERS), the International Foundation of Employee Benefit Plans (IFEBP), the State Association of County Retirement Systems (SACRS), the California Association of Public Retirement Systems (CALAPRS) and The Association of Canadian Pension Management (ACPM/ACARR).

Ms. Hamer is a 1973 graduate of Columbia University and a 1983 graduate of Lincoln University Law School. She studied tax law at Golden Gate University and holds a Certificate in Journalism from New York University.

Ms. Hamer is admitted to practice in the State of California, the District of Columbia and the State of New Mexico (inactive), the United States District Courts for the Northern, Southern, Eastern and Central Districts of California, the District of New Mexico and the District of Columbia, the United States Courts of Appeals for the Second, Third, Fourth, Seventh, Ninth, Tenth and Eleventh Circuits, and the United States Supreme Court.

JOSHUA B. SILVERMAN

Joshua B. Silverman specializes in individual and class action securities litigation. He was co-lead counsel in *In re MannKind Corp. Sec. Litig.*, achieving a settlement valued at more than \$23 million and setting precedent regarding the use of expert information in a shareholder complaint. He was also co-lead counsel for three large public funds in *New Mexico State Investment Council, et al. v. Countrywide Fin. Corp., et al.*, resulting in a very favorable confidential settlement. He regularly represents clients in controversies involving private equity investments, hedge fund investments, structured financial instruments, securities lending arrangements, and investment consultants. In addition, Mr. Silverman was co-lead counsel in *New Mexico State Inv. Council v. Cheslock Bakker & Associates* (summary judgment award in excess of \$30 million), played a key role in the Firm's representation of investors before the United States Supreme Court in *StoneRidge*, and prosecuted many of the Firm's other class cases, including *In re Sealed Air Corp. Sec. Litig.* (\$20 million settlement).

Before joining Pomerantz, Mr. Silverman practiced at McGuire Woods LLP and its Chicago predecessor, Ross & Hardies, where he represented one of the largest independent futures commission merchants in commodities fraud and civil RICO cases. Mr. Silverman also spent two years as a securities trader, and continues to actively trade stocks, futures, and options for his own account.

Mr. Silverman is a 1993 graduate of the University of Michigan, where he received Phi Beta Kappa honors, and a 1996 graduate of the University of Michigan Law School.

Mr. Silverman is admitted to practice in Illinois, the United States District Court for the Northern District of Illinois, the United States Courts of Appeal for the Seventh and Eighth Circuits, and the United States Supreme Court.

LEIGH HANDELMAN SMOLLAR

Leigh Handelman Smollar, formerly Of Counsel to Pomerantz, became a partner in January 2012. Ms. Smollar specializes in securities fraud litigation.

As a member of Pomerantz' Securities Litigation Group, Ms. Smollar plays a key role in litigating class actions against public companies for securities fraud. She was a member of the Pomerantz team in its successful litigation on behalf of three New Mexico pension funds related to Countrywide's mortgage-backed securities, resulting in a very favorable confidential settlement. Ms. Smollar has been a member of the Pomerantz litigation team for many of the cases where significant settlements were obtained. See *In re Sealed Air Corp. Sec. Litig.*, No. 03-CV-4372 (D.N.J.)(\$20 million settlement approved December 2009); and *In re Safety-Kleen Stockholders Securities Litigation*, 3:00-736-17 (D. S.C.) (as Co-Lead Counsel, Firm obtained a \$54.5 million settlement).

In June 2011, as a panelist at the Illinois Public Employee Retirement Systems Summit in Chicago, Illinois, Ms. Smollar gave a presentation entitled "Carrying Out Fiduciary Responsibilities in Management and Investments." She authored several articles and updates for the Illinois Institute for Continuing Legal Education (IICLE) including "Shareholder Derivative Suits and Stockholder Litigation in Illinois," published in IICLE Chancery and Special Remedies 2004 Practice Handbook;

“Prosecuting Securities Fraud Class Actions,” published in IICLE Chancery and Special Remedies 2009 Practice Handbook, including a 2011 supplement to Chancery and Special Remedies; and a new chapter in the 2013 Edition of the Chancery and Special Remedies Practice Handbook. She also recently submitted an article for publication for the Loyola Law Journal entitled “The Importance Of Conducting Thorough Investigations Of Confidential Witnesses In Securities Fraud Litigation,” expected for publication in 2015.

Ms. Smollar is currently litigating *In re Galena Biopharma, Inc.*, 3:14-cv-00367 (D. Or.); *Alizadeh v. Tellabs, Inc. et al.*, 13-cv-537 (N.D. Ill.); *Lubbers v. Flagstar Bancorp, Inc.*, 14-cv-13459 (E.D. MI); and *Cooper v. Thoratec Corp.*, 14-cv-360 (N.D. Ca).

She is a 1993 graduate of the University of Illinois at Champaign-Urbana, where she graduated from the School of Commerce with high honors, and a 1996 graduate of the Chicago-Kent College of Law. Ms. Smollar spent the next five years specializing in insurance defense litigation.

Ms. Smollar is admitted to practice in Illinois, the United States District Court for the Northern District of Illinois, and the United States Courts of Appeals for the Seventh and Eighth Circuits.

MATTHEW L. TUCCILLO

Matthew L. Tuccillo joined Pomerantz in 2011 and became Partner in 2014. He is responsible for the Firm’s litigation efforts in numerous securities fraud class actions pending nationwide, including: *In re Silvercorp Metals, Inc. Secs. Litig.*, No. 1:12-cv-09456 (S.D.N.Y.); *Jurkowski v. Molycorp, Inc., et al.*, No. 1:13-cv-05697 (S.D.N.Y.); and *Perez v. Higher One Holdings, Inc., et al.*, No. 14-cv-00755-AWT (D. Conn.).

Mr. Tuccillo, along with Partner Marc I. Gross, manages the Firm’s securities fraud lawsuits concerning British Petroleum’s 2010 Gulf oil spill within Multidistrict Litigation 2185, *In re BP p.l.c. Secs. Litig.*, No. 4:10-md-2185 (S.D. Tex.). Mr. Tuccillo briefed and argued Pomerantz’s successful oppositions to BP’s motions to dismiss foreign investors’ claims. He also fulfills Pomerantz’s roles as MDL 2185 Individual Action Plaintiffs Steering Committee member and sole Liaison with defendants and the Court. The Firm’s clients include nearly three dozen public and private pension funds, investment management firms, limited partnerships, and investment trusts from the U.S., Canada, the U.K., France, the Netherlands, and Australia, pursuing individual claims arising from losses in BP’s common stock (traded on the London Stock Exchange) and American Depositary Shares (traded on the NYSE).

Mr. Tuccillo’s prior casework includes litigation and resolution of complex disputes over roll ups of consulting companies and of commercial real estate interests. At Pomerantz, he was on the multi-firm team that litigated and settled *In re Empire State Realty Trust, Inc. Investor Litig.*, No. 650607/2012 (N.Y. Sup. Ct.), representing investors in public and private commercial real estate interests against the long-term lessees/operators, the Malkin family and the Estate of Leona Helmsley, regarding a proposed consolidation, REIT formation, and IPO centered around New York’s iconic Empire State Building. These efforts achieved broad relief for the class, including a \$55 million cash/securities settlement fund, a restructured deal creating a tax benefit estimated at \$100 million, expansive remedial disclosures, and important deal protections.

Mr. Tuccillo has also handled shareholder books and records demands, as well as shareholder derivative, consumer, wage and hour, and mergers and acquisitions litigation. His handling of *GSS 5-08 Trust v. Arch Chemicals, Inc., et al.*, No. X-08 FST-CV11-6010654-S (Conn. Sup. Ct.), concerning a Swiss multi-national's acquisition of a Connecticut-based chemicals company, earned the court's praise for his "preparation" and "hard work."

Before joining Pomerantz, Mr. Tuccillo began his career at a large full-service Boston firm, litigating primarily for corporate clients. He also worked at plaintiff-side firms in Boston and Connecticut, litigating securities, consumer, and wage and hour class actions, as well as complex sale of business disputes. He has helped negotiate numerous multi-million dollar settlements, at times through the use of alternative dispute resolution. His pro bono work includes securing Social Security benefits for a veteran suffering from non-service-related disabilities.

Mr. Tuccillo graduated from the Georgetown University Law Center in 1999, where he made the Dean's List. With 15 years of experience, he has earned Martindale-Hubbell's highest-available AV® Preeminent™ peer rating, scoring 5.0 out of 5.0 in Securities Law, Securities Class Actions, and Securities Litigation while being described as a "First class, top flight lawyer, especially in complex litigation."

Mr. Tuccillo is a member of the Bars the Supreme Court of the United States; the State of New York; the State of Connecticut; the Commonwealth of Massachusetts; and the United States District Courts for the Southern and Eastern District of New York, Connecticut, Massachusetts, the Northern District of Illinois, and the Southern District of Texas. He is regularly admitted to practice *pro hac vice* in state and federal courts nationwide.

MURIELLE STEVEN WALSH

Murielle Steven Walsh graduated *cum laude* from New York Law School in 1996, where she was the recipient of the Irving Mariash Scholarship. During law school, Ms. Steven Walsh interned with the Kings County District Attorney and worked within the mergers and acquisitions group of Sullivan & Cromwell.

Since joining the Firm in 1998, Ms. Steven Walsh has prosecuted highly successful securities class action and corporate governance cases. She was one of the lead attorneys in prosecuting *In re Livent Noteholders' Securities Litigation*, a securities class action in which she obtained a \$36 million judgment against the company's top officers, a ruling which was upheld by the Second Circuit on appeal. Ms. Steven Walsh was also part of the team litigating the *EBC I v. Goldman Sachs* case, where the Firm obtained a landmark ruling from the New York Court of Appeals, that underwriters may owe fiduciary duties to their issuer clients in the context of a firm-commitment underwriting of an initial public offering.

She is currently litigating *Ruiz v. Citibank*, Case No. 10-cv-5950 ((S.D.N.Y.); *Biomimetic Therapeutics Inc.*, Case No. 3-11-0653, (M.D. Tenn.); *In re Houston American Energy Corp. Securities Litigation*, Civ. A. No. H-12-1332 (S.D. Tex.); and *In re Advanced Battery Technologies Securities Litigation, Inc.*, File No.: 11 Civ. 2279 (CM)(S.D.N.Y.)(CM).

Ms. Steven Walsh currently serves on the Board of Trustees of the non-profit organization Court Appointed Special Advocates for Children (“CASA”) of Monmouth County. In the past, she served as a member of the editorial board for Class Action Reports, a Solicitor for the Legal Aid Associates Campaign, and has been involved in political asylum work with the Association of the Bar of the City of New York.

Ms. Steven Walsh is admitted to practice in New York, the United States District Court for the Southern District of New York, the United States Court of Appeals for the Second Circuit and the United States Court of Appeals for the Sixth Circuit.

SENIOR COUNSEL

STANLEY M. GROSSMAN

Stanley M. Grossman, Senior Counsel, is the former Managing Partner of Pomerantz. He is recognized as a leader in the plaintiffs’ securities bar. He was selected by *Super Lawyers* magazine as an outstanding attorney in the United States for the years 2006 through 2011, and was featured in the New York Law Journal article “*Top Litigators in Securities Field – A Who’s Who of City’s Leading Courtroom Combatants.*” Mr. Grossman has litigated securities (individual and class), derivative and antitrust actions with the Firm for 39 years.

Mr. Grossman has primarily represented plaintiffs in securities and antitrust class actions, including many of those listed in the firm biography. See. e.g., *Ross v. Bernhard*, 396 U.S. 531; *Rosenfeld v. Black*, 445 F.2d 137 (2d Cir. 1971); *Wool v. Tandem*, 818 F.2d 1433 (9th Cir.); *In re Salomon Bros. Treasury Litig.*, 9 F.3d 230 (2d Cir.). In 2008 he appeared before the United States Supreme Court to argue that scheme liability is actionable under Section 10(b) and Rule 10b-5(a) and (c). See *StoneRidge Investment Partners v. Scientific-Atlanta*, No. 06-43 (2007). Other cases where he was the Lead or Co-Lead counsel include: *In re Salomon Brothers Treasury Litigation*, 91 Civ. 5471 (S.D.N.Y. 1994) (\$100 million cash recovery); *In re First Executive Corporation Securities Litigation*, CV-89-7135 (C.D. Cal. 1994) (\$100 million settlement); *In re Sorbates Direct Purchaser Antitrust Litigation*, C98-4886 (N.D. Cal. 2000) (over \$80 million settlement for the class).

In 1992, Senior Judge Milton Pollack of the Southern District of New York appointed Mr. Grossman to the Executive Committee of counsel charged with allocating to claimants hundreds of millions of dollars obtained in settlements with Drexel Burnham & Co. and Michael Milken.

Many courts have acknowledged the high quality of legal representation provided to investors by Mr. Grossman. In *Gartenberg v. Merrill Lynch Asset Management, Inc.*, 79 Civ. 3123 (S.D.N.Y.), where Mr. Grossman was lead trial counsel for plaintiff, Judge Pollack noted at the completion of the trial:

[I] can fairly say, having remained abreast of the law on the factual and legal matters that have been presented, that I know of no case that has been better presented so as to give the Court an opportunity to reach a determination, for which the court thanks you.

Mr. Grossman was also the lead trial attorney in *Rauch v. Bilzerian* (Super. Ct. N.J.) (directors owed the same duty of loyalty to preferred shareholders as common shareholders in a corporate takeover), where the court described the Pomerantz team as “exceptionally competent counsel.” He headed the six week trial on liability in *Walsh v. Northrop Grumman* (E.D.N.Y.) (a securities and ERISA class action arising from Northrop’s takeover of Grumman), after which a substantial settlement was reached.

Mr. Grossman frequently speaks at law schools and professional organizations. In 2010, he was a panelist on *Securities Law: Primary Liability for Secondary Actors*, sponsored by the Federal Bar Council, and he presented *Silence Is Golden – Until It Is Deadly: The Fiduciary’s Duty to Disclose*, at the Institute of American and Talmudic Law. In 2009, Mr. Grossman was a panelist on a Practicing Law Institute “Hot Topic Briefing” entitled “StoneRidge- Is There Scheme Liability or Not?”

Mr. Grossman served on former New York State Comptroller Carl McCall’s Advisory Committee for the NYSE Task Force on corporate governance. He is a former president of NASCAT. During his tenure at NASCAT, he represented the organization in meetings with the Chairman of the Securities and Exchange Commission and before members of Congress and of the Executive Branch concerning legislation that became the PSLRA.

Mr. Grossman served for three years on the New York City Bar Association’s Committee on Ethics, as well as on the Association’s Judiciary Committee. He is actively involved in civic affairs. He headed a task force on behalf of the Association, which, after a wide-ranging investigation, made recommendations for the future of the City University of New York. He serves on the board of the Appleseed Foundation, a national public advocacy group.

Mr. Grossman is admitted to practice in New York, the United States District Courts for the Southern and Eastern Districts of New York, Central District of California, Eastern District of Wisconsin, District of Arizona, District of Colorado, the United States Courts of Appeals for the First, Second, Third, Ninth and Eleventh Circuits, and the United States Supreme Court.

OF COUNSEL

MICHELE S. CARINO

Michele S. Carino joined Pomerantz as Of Counsel in 2014. An experienced litigator and professional legal writer, Ms. Carino’s practice focuses on securities fraud, corporate governance, mergers and acquisitions, and complex commercial cases.

Before joining Pomerantz, Ms. Carino honed her skills as a securities and corporate governance attorney at Stroock and Grant & Eisenhofer, serving clients on both the defense and plaintiff side of class actions, shareholder derivative actions, and other investor protection cases.

Ms. Carino received her bachelor of arts in Economics from Binghamton University with Phi Beta Kappa honors in 1992 and graduated *magna cum laude* from Georgetown University Law Center in 1999. She has taught a legal research and writing seminar at Columbia University Law School, and

has served as a Mentor and Coach to Legal Outreach, a constitutional law and college preparatory program for New York City public high school students.

Ms. Carino is admitted to practice law before the Supreme Court of the United States and the United States District Courts for the Southern District of New York and the District of Delaware, and is a member of the bar of the states of New York and Delaware.

JOHN A. KEHOE

John A. Kehoe has served as lead or co-lead counsel in numerous securities and financial fraud cases in federal and state courts on behalf of institutional and individual clients, including *In re Bank of America Corporation Securities Litigation* (\$2.4 billion settlement); *In re Wachovia Preferred Securities and Bond/Notes Litigation* (\$627 million settlement); *In re Initial Public Offering Securities Litigation* (\$586 million settlement resolving 309 consolidated actions); *In re Lehman Brothers Securities and ERISA Litigation* (\$516 million settlement); and *In re Marvell Technology Group Ltd. Securities Litigation* (\$72 million settlement). Mr. Kehoe is a program faculty member with the National Institute of Trial Advocacy, and served three years as an adjunct faculty member with the Trial Advocacy Training Program at Louisiana State University School of Law.

Prior to joining Pomerantz, Mr. Kehoe was a partner with Girard Gibbs LLP and Kessler Topaz Meltzer & Check, LLP representing institutional investors in securities class and direct actions, and was previously associated with Clifford Chance LLP, a London-based law firm where he represented Fortune 500 companies in securities and antitrust civil litigation, and enforcement actions brought by the Department of Justice, the U.S. Securities and Exchange Commission and the Federal Trade Commission.

Mr. Kehoe is a frequent speaker at conferences focused on shareholder rights and corporate governance issues, including the 2013 National Conference on Public Employee Retirement Systems (Rancho Mirage, CA); 2013 Investment Education Symposium (New Orleans, LA); 2013 Public Funds East Conference (Newport, RI); 2012 Rights and Responsibilities for Institutional Investors (Amsterdam, Netherlands); 2011 European Investment Roundtable (Stockholm, Sweden); 2011 Public Funds Symposium (Washington, D.C.); 2011 National Conference on Public Employee Retirement Systems (Miami Beach, FL); 2010 ESG, USA Global Trends and U.S. Sustainable Investing (NY, NY); 2010 ICGN Annual Conference: "The Changing Global Balances" (Toronto, Canada); 2010 Public Funds West Summit (Scottsdale, AZ); 2009 ICGN Annual Conference: "The Route Map to Reform and Recovery" (Sydney, Australia); and the 2007 European Pensions Symposium (Marbella, Spain).

Mr. Kehoe received his Juris Doctorate, *magna cum laude*, from Syracuse University College of Law, was an associate editor of the Syracuse Law Review, associate member of the Syracuse Moot Court Board and alternate member on the National Appellate Team. He received a Masters of Public Administration from the University of Vermont and Bachelor of Arts from DePaul University.. Prior to attending law school, Mr. Kehoe served as a law enforcement officer in the State of Vermont where he was a member of the Special Reaction Team.

Mr. Kehoe is admitted to practice in the States of New York and Pennsylvania, United States District Court for the Southern District of New York, and the U.S. Court of Appeals for the Second Circuit.

H. ADAM PRUSSIN

Mr. Prussin specializes in securities litigation and has extensive experience in derivative actions. He was special litigation counsel in the derivative actions on behalf of Summit Metals, Inc., actions which resulted in entry of a judgment, after trial, of \$43 million in cash, plus an order transferring the stock of two multi-million-dollar companies to the plaintiff. Mr. Prussin is Co-Lead Counsel in several of Pomerantz's pending derivative actions.

Mr. Prussin has published several articles on the subject of the standards and procedures for the maintenance or dismissal of derivative actions, including "Termination of Derivative Suits Against Directors on Business Judgment Grounds: From Zapata to Aronson," 39 *The Business Lawyer* 1503 (1984); "Dismissal of Derivative Actions Under the Business Judgment Rule: Zapata One Year Later," 38 *The Business Lawyer* 401 (1983); and "The Business Judgment Rule and Shareholder Derivative Actions: Viva Zapata?," 37 *The Business Lawyer* 27 (1981). In June 2009 he spoke at the 6th Annual Securities Litigation Conference in New York, participating in the panel discussion, "From Behind Enemy Lines: The Perspective of Two Prominent Plaintiff Attorneys."

Before joining the Firm, Mr. Prussin was a named partner in Silverman, Harnes, Harnes, Prussin & Keller, which specializes in representing plaintiffs in shareholder derivative and class action litigation, particularly those involving self-dealing by corporate officers, directors and controlling shareholders. He played a key role in several landmark derivative cases in the Delaware courts, and has appeared frequently before the Delaware Supreme Court.

Mr. Prussin graduated *cum laude* from Yale College in 1969 and, after obtaining a Masters Degree from the University of Michigan in 1971, received his J.D. degree from Harvard Law School in 1974

Mr. Prussin is admitted to practice in New York, the United States District Courts for the Southern and Eastern Districts of New York, and the United States Courts of Appeals for the Second, Ninth and D.C. Circuits.

TAMAR A. WEINRIB

Tamar A. Weinrib joined Pomerantz in early 2008 and became Of Counsel to the firm in 2014. Ms. Weinrib focuses on securities fraud litigation. In addition to her involvement in several other securities matters pending nationwide, she is currently the Pomerantz attorney responsible for the litigation of *KB Partners I, L.P. v. Pain Therapeutics, Inc., et al.*, a securities fraud case for which Judge Sparks of the Western District of Texas granted Plaintiff's motion for class certification. Ms. Weinrib is also the attorney responsible for the litigation of *In re Delcath Securities Inc., Securities Litigation*, a case in which Judge Schofield of the Southern District of New York recently denied defendants' motion to dismiss. Ms. Weinrib was named by Super Lawyers as a 2014 New York Metro Rising Star.

Before coming to Pomerantz, Ms. Weinrib had over three years of experience as a litigation

associate in the New York office of Clifford Chance US LLP, where she focused on complex commercial litigation.

Ms. Weinrib has successfully tried pro bono cases, including two criminal appeals and a housing dispute filed with the Human Rights Commission.

Ms. Weinrib graduated from Fordham University School of Law in 2004 and, while there, won awards for successfully competing in and coaching of Moot Court competitions.

Ms. Weinrib is admitted to practice in New York, the United States District Courts for the Southern and Eastern Districts of New York, and the United States Court of Appeals for the Second Circuit.

MICHAEL J. WERNKE

Michael J. Wernke, who joined Pomerantz as Of Counsel in 2014, specializes in securities fraud litigation.

For the previous nine years, Mr. Wernke was a litigator with Cahill Gordon & Reindel LLP, with his primary focus in the securities defense arena. He brings to Pomerantz a unique perspective, with his extensive, successful experience in defending large, multinational financial institutions in securities fraud and commercial litigations.

In 2004, Mr. Wernke received his J.D. from Harvard Law School. He also holds a B.S. in Mathematics and a B.A. in Political Science from The Ohio State University, where he graduated *summa cum laude*.

Mr. Wernke is admitted to practice in the State of New York and the United States District Court for the Southern District of New York.

ASSOCIATES

SAMUEL J. ADAMS

Samuel J. Adams focuses on class action mergers & acquisitions litigation.

Mr. Adams is a 2009 graduate of the University of Louisville Louis D. Brandeis School of Law. While in law school, he was a member of the National Health Law Moot Court Team. He also participated in the Louis D. Brandeis American Inn of Court.

Mr. Adams is admitted to practice in New York and the United States District Courts for the Southern and Eastern Districts of New York.

C. DOV BERGER

C. Dov Berger focuses on securities litigation.

Mr. Berger is a 2013 graduate of the Benjamin N. Cardozo School of Law, where he was Staff Editor of the *Cardozo Public Law, Policy and Ethics Journal* and an advocate at the Tax Clinic. He was also a Cardozo Scholar on a full scholarship. Mr. Berger, a Certified Public Accountant, holds a B.S. in Accounting, *summa cum laude*, from Touro College, and an M.S. in Accounting from CUNY.

From April 2005 – May 2008, Mr. Berger performed community service as an NYPD Auxiliary Police Officer.

Mr. Berger is admitted to practice in New York.

JESSICA N. DELL

Jessica Dell focuses on securities fraud and insurance/healthcare litigation.

Ms. Dell graduated from CUNY School of Law in 2005. At CUNY Ms. Dell spent three semesters in the school's award-winning clinical programs including The Economic Justice Project. She represented indigent clients in family court and administrative proceedings and authored successful immigration petitions under the Violence Against Women Act.

Ms. Dell interned at the Urban Justice Center and was the recipient of an Everett fellowship for her work in the HIV/AIDS division and at Human Rights Watch.

Ms. Dell has also worked in complex Pro Bono litigation at Pomerantz.

Ms. Dell is admitted to practice in New York.

OFER GANOT

Ofer Ganot focuses on class action mergers and acquisitions litigation.

Ofer Ganot obtained a Master's degree from Duke University School of Law in 2011. While at Duke, he was a staff editor for the Duke Journal of Comparative and International Law, and received a Merit Scholarship (Moskowitz-Stern Scholar). Upon graduation, Mr. Ganot became associated with Pomerantz.

Mr. Ganot graduated from Tel-Aviv University School of Law in Israel in 2006. Following graduation, he practiced for more than four years as an associate in one of Israel's leading law firms specializing in securities and mergers and acquisitions.

Mr. Ganot is admitted to practice in the State of New York; the U.S. District Courts for the Southern and Eastern Districts of New York; and Israel.

EMMA GILMORE

Emma Gilmore focuses on securities fraud litigation. Ms. Gilmore is actively involved in the Firm's securities fraud lawsuits concerning British Petroleum's 2010 Deepwater Horizon oil spill, representing a multitude of foreign and domestic public and private pension funds, limited liability partnerships, and investment trusts in individual actions related to Multidistrict Litigation 2185, *In re BP p.l.c. Secs. Litig.*, No. 4:10-md-2185 (S.D. Tex.).

Prior to joining Pomerantz, Ms. Gilmore was a litigation associate with the firms of Skadden, Arps, Slate, Meagher and Flom, LLP and Sullivan & Cromwell, LLP, where she was involved in commercial and securities matters. Her experience includes working on the *WorldCom Securities Litigation*.

Ms. Gilmore also served as a law clerk to the Honorable Thomas C. Platt, United States District Judge for the Eastern District of New York.

Ms. Gilmore graduated *cum laude* from Brooklyn Law School, where she served as a staff editor for the *Brooklyn Law Review*. Ms. Gilmore graduated *summa cum laude* from Arizona State University, with a BA in French and a minor in Business.

Ms. Gilmore is admitted to practice in New York, and the United States District Courts for the Southern and Eastern Districts of New York.

Ms. Gilmore is fluent in Romanian and proficient in French.

MARK B. GOLDSTEIN

Mark B. Goldstein focuses on securities fraud and antitrust class action litigation.

Mr. Goldstein graduated from The John Marshall Law School in 2011, where he was the Production Editor of The John Marshall Law School Review of Intellectual Property Law. During law school, he also externed for the Honorable Michael B. Hyman and worked for multiple Plaintiffs' class action firms.

After law school, Mr. Goldstein began his career as a litigation associate at a Chicago law firm where he specialized in wage and hour employment class actions as well as consumer protection class actions.

Mr. Goldstein is admitted to practice in Illinois, and the United States District Courts for the Northern and Central Districts of Illinois.

ADAM GIFFORDS KURTZ

Adam Giffords Kurtz focuses on antitrust litigation.

Mr. Kurtz served as a law clerk to the Honorable Juan G. Burciaga, then Chief United States District Judge, District of New Mexico and began his career as a litigation associate at Cravath, Swaine & Moore, where he worked on complex securities fraud and antitrust litigation. He was also a solo practitioner in New Mexico where he concentrated on federal criminal defense and civil litigation. In addition, Mr. Kurtz served as an Assistant Corporation Counsel in the General Litigation and Labor and Employment law divisions of the New York City Law Department.

Mr. Kurtz graduated *cum laude* from New York Law School in 1988, where he was Book Review Editor of the New York Law School Law Review. In June 2009, Mr. Kurtz received an MBA from the Baruch/Mt. Sinai Graduate Program in Health Care Administration. He is a member of the American Health Lawyers Association.

Mr. Kurtz is admitted to practice in New York and the United States District Courts for the Southern and Eastern Districts of New York.

LOUIS C. LUDWIG

Louis C. Ludwig focuses on securities fraud litigation.

Mr. Ludwig graduated from Rutgers University School of Law in 2007, where he was a Dean's Law Scholarship Recipient, interned at South Jersey Legal Services, served as a Certified Legal Intern in the Rutgers-Camden Children's Justice Clinic, and participated in Advanced Moot Court.

After serving as a law clerk to the Honorable Arthur Bergman, Superior Court of New Jersey, Mr. Ludwig began his career as a litigation associate at a boutique Chicago law firm specializing in consumer protection class actions.

Mr. Ludwig is admitted to practice in New Jersey, Illinois, the United States District Court for the District of New Jersey, the United States District Court for the Northern District of Illinois, and the United States Court of Appeals for the Seventh Circuit.

ANNA KARIN F. MANALAYSAY

Anna Karin F. Manalaysay focuses on class action mergers and acquisitions litigation.

She obtained her LL.M. from Columbia University in 2013 and her Juris Doctor from Ateneo Law School in 2008. She was consistently on the Dean's List of Honors.

Following graduation, Ms. Manalaysay practiced for more than three years as an associate in one of the Philippines' leading law firms specializing in securities and mergers and acquisitions.

Ms. Manalaysay is admitted to practice in the State of New York. In addition, she passed the Philippine Bar in 2008 (ranking number 14 out of 6,533 examinees).

FRANCIS P. McCONVILLE

Francis P. McConville focuses on securities fraud litigation.

Prior to joining Pomerantz, Mr. McConville was associated with two prominent law firms in New York specializing in class action litigation, where he represented institutional and individual investors on matters involving federal and state securities laws and the fiduciary duties of corporate officials.

Mr. McConville graduated from the University of Notre Dame (B.A., History and Political Science, 2005) and New York Law School (J.D., *magna cum laude*, 2008). While at New York Law School, Mr. McConville was on the Dean's List-High Honors and served as the Associate Managing Editor of the *New York Law School Law Review*.

Mr. McConville is admitted to practice in the State of New York and the United States District Courts for the Eastern and Southern Districts of New York.

JENNIFER PAFITI

Ms. Pafiti, a dual-qualified U.K. solicitor and U.S. attorney, heads the Firm's International Investor Relations team. She also plays an active role in securities litigation.

Ms. Pafiti earned a Bachelor of Science degree in Psychology at Thames Valley University in England prior to studying law. She earned her law degrees at Thames Valley University (G.D.L.) and the Inns of Court School of Law (L.P.C.) in the United Kingdom. Ms. Pafiti is admitted to practice law in England and Wales (Solicitor) and in California.

Before studying law in England, Ms. Pafiti was a regulated financial advisor and senior mortgage underwriter at a major U.K. financial institution. She holds full CeFA and CeMAP qualifications. After qualifying as a Solicitor, Ms. Pafiti specialized in private practice civil litigation which included the representation of clients in high profile cases in the Royal Courts of Justice. Prior to joining Pomerantz, Ms. Pafiti was an associate with Robbins Geller Rudman & Dowd LLP in their San Diego office.

Ms. Pafiti advises international investor-clients in the United States and Europe on how best to evaluate losses to their investment portfolios attributable to financial fraud or other misconduct, and how best to maximize their potential recoveries.

Ms. Pafiti also takes an active role in complex securities litigation and represents clients in both class and non-class action securities litigation. She is admitted to practice in the United States District Courts for the Northern, Central and Southern Districts of California. She is based in Los Angeles.

JENNIFER BANNER SOBERS

Jennifer Banner Sobers focuses her practice on securities fraud litigation.

Prior to joining Pomerantz, Ms. Sobers was an associate with a prominent law firm in New York where her practice focused on complex commercial litigation, including securities law and accountants' liability. An advocate of pro bono representation, Ms. Sobers earned the Empire State Counsel honorary designation from the New York State Bar Association and received an award from New York Lawyers for the Public Interest for her pro bono work.

Ms. Sobers received her B.A. from Harvard University (with honors), where she was on the Dean's List, a Ron Brown Scholar, and a recipient of the Harvard College Scholarship. She received her J.D. from University of Virginia School of Law where she was a participant in the Lile Moot Court Competition and was recognized for her pro bono service.

She is a member of the New York City and New York State Bar Associations.

Ms. Sobers is admitted to practice in New York State Courts and the United States District Courts for the Southern District of New York.

STAR MISHKEL TYNER

Star Mishkel Tyner focuses on securities fraud litigation.

Prior to joining Pomerantz, Ms. Tyner was an associate attorney with Donaldson & Guin in Birmingham, Alabama, where she worked on individual and class action securities litigation, commercial litigation, and consumer class action litigation.

Ms. Tyner graduated from the University of Southern California School of Law in 2006. While in law school, she was the Senior Editor of the Southern California Review of Law and Social Justice, which also published her law review note. Ms. Tyner received her B.A. from the University of Chicago in 2002, graduating with distinctions including Highest Academic Honors in the Humanities and the Dean's List for the entirety of her four years in college.

Ms. Tyner was selected as a member of the Future Leaders Forum 2012 of the Birmingham Bar Association. She is also a member of the University of Chicago's Alumni Schools Committee, interviewing prospective college candidates for her alma mater. Ms. Tyner is a member of the State Bar of California, Alabama State Bar and Birmingham Bar Association. She is admitted to practice in the United States District Courts for the Northern, Middle and Southern District of Alabama and the United States Court of Appeals for the Eleventh Circuit and the Sixth Circuit.

ALLA ZAYENCHIK

Alla Zayenchik focuses on mergers and acquisitions litigation.

Ms. Zayenchik is a 2013 graduate of the Benjamin N. Cardozo School of Law, where she was Symposium Editor of the *Cardozo Public Law, Policy and Ethics Journal*. She was the recipient of a full-tuition Dean's Merit Scholarship and the Squadron Fellowship in Media Law.

Ms. Zayenchik argued an appeal before the Appellate Division, First Department due to her work in the Criminal Appeals Clinic. Ms. Zayenchik also served as a legal intern at the Innocence Project. She interned for the Honorable Melvin L. Schweitzer, Commercial Division, New York State Supreme Court. Ms. Zayenchik received a Bachelor of Arts *summa cum laude* from Baruch College, City University of New York, in 2010.

Ms. Zayenchik is admitted to practice in the State of New York.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

POMERANTZ LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Robert Axelrod (P)	.5	\$755	\$377.50
Michael Buchman (P)	55	\$775	\$42,625.00
Michael Buchman (P)	1	\$650	\$650.00
Jason Cowart (P)	2.5	\$695	\$1,737.50
Marc Gross (P)	2.1	\$935	\$1,963.50
Marc Gross (P)	.3	\$930	\$279.00
J.D. Richards	2	\$710	\$1,420.00
Adam Kurtz (SA)	111	\$615	\$68,265.00
Tamar Weinrib (OC)	49.75	\$560	\$27,860.00
Bridge Joyce (SA)	2,606.5	\$300	\$781,950.00
Dina Staple (SA)	209.30	\$300	\$62,790.00
Jacob Weinstein (SA)	287.4	\$290	\$83,346.00
NON-ATTORNEYS			
Paralegal Name (PL)		\$	\$
TOTAL:			\$1,073,263.50

(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

Pomerantz LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$788.38
Document Production	\$
Experts / Consultants	\$4,160.00
Messenger Delivery	\$
Photocopies – In House	\$250.40
Photocopies – Outside	\$
Postage	\$41.04
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$19.91
Telephone / Facsimile	\$11.38
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Ground Travel)	\$78.70
Litigation Fund	\$70,000.00
Travel (Meals)	\$27.66
Clerical Overtime	\$35.48
TOTAL:	\$75,412.95

1 Elizabeth C. Pritzker (SBN: 146267)
Bethany L. Caracuzzo (SBN: 190687)
2 Shiho Yamamoto (SBN: 264741)
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bc@pritzkerlevine.com;
6 sv@pritzkerlevine.com

7 *Counsel for Plaintiffs*

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

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

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

**DECLARATION OF ELIZABETH C.
PRITZKER IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

18
19 **This Document Relates to:**

20 **ALL ACTIONS**
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1 I, Elizabeth C. Pritzker, declare and state as follows:

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

7 2. My firm has served as counsel to Plaintiff Mark Foy throughout the course of this
8 litigation. The background and experience of Pritzker Levine LLP and its attorneys are
9 summarized in the firm resume attached hereto as Exhibit 1.

10 3. Pritzker Levine LLP (and the firm's previously iteration, operating as Pritzker | Law)
11 has prosecuted this litigation solely on a contingent-fee basis, and has been at risk that it would not
12 receive any compensation for prosecuting claims against the Defendants. While Pritzker Levine
13 devoted its time and resources to this matter, it has foregone other legal work for which it would
14 have been compensated. For the purposes of this declaration, "Pritzker Levine" includes its
15 predecessor, "Pritzker | Law."

16 4. During the pendency of the litigation, attorneys at Pritzker Levine performed the
17 following work:

18 **INVESTIGATION AND RESEARCH**

19 5. At the request of co-lead counsel, Cotchett, Pitre & McCarthy LLP and Hausfeld LLP,
20 attorneys at Pritzker Levine investigated potential claims by several individual consumers who
21 purchased air transportation services from one or more of the Defendants All Nippon Airways
22 Company, Limited ("ANA"), Cathay Pacific Airways Limited, China Airlines Limited ("China
23 Airlines"), and Japan Airlines International Company, Limited ("JAL"), during the relevant class
24 period as alleged in the consolidated class action complaint. Tasks included correspondence with
25 these individual consumers, evaluating their airfare purchase records, and determining whether the
26 purchased air transportation services included at least one flight segment between the United
27 States and Asia/Oceania, and whether these individuals might have suffered pecuniary injury as a
28 result of the alleged antitrust violation.

1 6. In addition to these tasks, at the request of co-lead counsel, attorneys at Pritzker Levine
2 analyzed Defendants' document productions and evidence obtained through depositions and
3 independent counsel investigation and prepared detailed memoranda containing attorney work
4 product analysis, specifically with respect to the liability case against Defendant China Airlines.

5 **PLEADINGS AND MOTIONS**

6 7. Co-lead counsel asked attorneys at Pritzker Levine to perform specified tasks relating to
7 opposing Defendants' summary judgment motions on filed rate grounds. These tasks included (a)
8 legal and factual research in support of Plaintiffs' opposition memorandum; (b) review and
9 analysis of documents obtained in discovery or through the investigation of counsel for purposes
10 of opposing Defendants' summary judgment motions; (c) preparing for, attending and completing
11 depositions on these issues; and (d) reviewing, editing and commenting on draft memoranda in
12 opposition to Defendants' summary judgment motions. In addition to these tasks, at the request of
13 co-lead counsel, attorneys at Pritzker Levine analyzed Defendants' document productions and
14 evidence obtained through depositions and independent counsel investigation and prepared
15 detailed memoranda containing attorney work product analysis, specifically with respect to the
16 liability case against Defendant China Airlines.

17 **DISCOVERY**

18 8. Pritzker Levine was tasked by co-lead counsel with handling discovery-related work
19 concerning Defendant China Airlines. This included: (a) reviewing and analyzing China Airline's
20 custodian list and transactional data to evaluate the adequacy of China Airline's production; (b)
21 reviewing and analyzing produced documents to identify potential deponents for depositions; (c)
22 identifying additional discovery and 30(b)(6) topics; (d) engaging in numerous meet and confer
23 discussions with China Airline to enable Plaintiffs to identify China Airlines' custodians, secure
24 custodial document productions, obtain transactional and cost data, and discuss and resolve certain
25 privilege issues, deponent identities and deposition scheduling; (e) reviewing and analyzing China
26 Airline's transactional and cost data; (f) conferring with Plaintiffs' damages expert in an effort to
27 secure production of the proper type/scope of China Airline's transactional and cost data; and (g)
28 preparing for and participating in weekly conference calls with co-lead counsel and other

1 Plaintiffs' co-counsel engaged in similar work with respect to other assigned Defendants for
2 purposes of streamlining discovery disputes, strategizing and analyzing documents and evidence
3 of liability against Defendants.

4 9. One of the attorneys at Pritzker Levine with Japanese language proficiency, Shiho
5 Yamamoto, was specifically assigned by co-lead counsel to review and analyze Japanese language
6 documents produced by Defendants ANA and JAL. At the request of co-lead counsel, Ms.
7 Yamamoto: (a) conducted detailed review and analysis of Japanese-language document produced
8 in discovery; (b) prepared detailed confidential work-product in the form of memoranda for co-
9 lead counsel summarizing the subject matter, relevance and evidentiary value of assigned
10 document review batches; and (c) provided regular confidential work-product reports to co-lead
11 counsel concerning key documents that might be used to establish a liability case against
12 Defendants. Ms. Yamamoto also participated in "all-hands" document reviewer calls among
13 Plaintiffs' counsel to discuss key issues to be reviewed. Ms. Yamamoto additionally analyzed
14 specific foreign language documents for purposes of preparing for witness depositions, and for
15 purposes of preparing Plaintiffs' opposition to Defendants' motions for summary judgment on
16 filed rate grounds.

17 10. In addition to these tasks, at co-lead counsel's request, attorneys at Pritzker Levine
18 prepared for, attended and assisted in the completion of the deposition of Hsiao-Sui Wu in San
19 Francisco, California on December 13, 2013. Mr. Wu was the declarant offered by China Airlines
20 for purposes of that Defendants' summary motion on filed rate grounds.

21 11. Attorneys at Pritzker Levine, in partnership with attorneys at Girard Gibbs LLP who
22 were also assigned to Defendant China Airlines, prepared for and completed depositions of China
23 Airlines' witnesses in Taipei, Taiwan including, specifically: (a) Hsun-Jen Hsu on January 20,
24 2014; (b) Y.C. Wang on January 22, 2014; (b) Katsutaka Fujii on January 28, 2014; and (c) and
25 Kenji Doi on January 29, 2014. Other depositions assigned to Pritzker Levine and Girard Gibbs
26 involved depositions of China Airlines' witnesses in Los Angeles, California, including
27 specifically: (a) Eugene Lee on February 24, 2014; and (b) John Y. C. Ouyang on February 25,
28 2014. Attorneys at Pritzker Levine devoted substantial professional time reviewing Defendants'

1 document productions, and preparing for and completing these depositions. These depositions
2 were a critical and essential part of Plaintiffs' briefs and memoranda in opposition to Defendants
3 Air New Zealand, All Nippon Airways, China Airlines, EVA Air, Philippine Airlines' motions for
4 summary judgment under the filed rate doctrine—which resulted in the Court denying the motion
5 in part on September 23, 2014—and also contributed significantly to the development of
6 Plaintiffs' liability case against Defendants in this case.

7 12. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
8 historical rates, for the period of March 1, 2013 (the inception of Pritzker | Law)¹ through
9 February 20, 2015. This period reflects the time spent after the appointment of co-lead counsel in
10 this litigation. The total number of hours spent during this period of time was 1,055.85, with a
11 corresponding lodestar of \$521,981.25. This summary was prepared from contemporaneous, daily
12 time records regularly prepared and maintained by my firm. The lodestar amount reflected in
13 Exhibit 2 is for work assigned by co-lead counsel, and was performed by professional staff at my
14 law firm for the benefit of the Class.

15 13. The hourly rates for the attorneys and professional support staff in my firm included in
16 Exhibit 2 are the usual and customary hourly rates charged by Pritzker Levine during that time
17 frame.

18 14. My firm has expended a total of \$38,065.54 in unreimbursed costs and expenses in
19 connection with the prosecution of this litigation. These costs and expenses are broken down in
20 the chart attached hereto as Exhibit 3, and include a total of \$32,500.00 in assessments for the
21 joint prosecution of the litigation against the Defendants. They were incurred on behalf of Direct
22 Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The
23 expenses incurred in this action are reflected on the books and records of my firm. These books
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26 ¹ Prior to my founding the Pritzker | Law firm on March 1, 2013, I was a partner at the Girard
27 Gibbs law firm assigned to represent Plaintiff Moy in this matter.
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1 and records are prepared from expense vouchers, check records and other source materials and
2 represent an accurate recordation of the expenses incurred.

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

5 I declare under penalty of perjury under the laws of the United States of America that the
6 foregoing is true and correct. Executed on this 2nd day of April, 2015 at Oakland, California.

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8 /s/ Elizabeth C. Pritzker

9 Elizabeth C. Pritzker
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EXHIBIT 1



Pritzker Levine LLP is a boutique law firm focused on complex litigation nationwide. Our attorneys bring a unique blend of expertise, efficiency and sound judgment to the vigorous representation of clients in individual and class cases.

Pritzker Levine attorneys have successfully represented corporate clients, public entities, pension funds, small businesses, nonprofit groups, labor unions, whistleblowers and injured persons in cases involving antitrust violations, securities fraud and derivative claims, commercial disputes, consumer protection, financial wrongdoing, employment law and personal injuries, resulting in recoveries in excess of \$800 million.

Founding partners, Elizabeth Pritzker and Jonathan Levine, each have more than 25 years of experience in complex, multi-party and class litigation. The firm's highly accomplished attorneys have repeatedly been recognized by their Northern California peers as "Super Lawyers," for their work serving their clients' interests in courtrooms, mediations and arbitration proceedings across the country.

Pritzker Levine LLP maintains offices in California and New York, and represents clients in state and federal courts throughout the United States.

CASE PROFILES

Antitrust:

- *Il Fornaio (America) Corporation et al. v. Lazzari Fuel Company, LLC et al.*, USDC, Northern District of California. In its role as court-appointed Class Counsel, Pritzker Levine represents restaurants and a certified class of direct purchasers in a class action alleging a conspiracy among three distributors of mesquite charcoal to fix prices and allocate the market and

customers for mesquite lump charcoal in the United States. The case is in active litigation.

- *In Re TFT-LCD (Flat Panel) Antitrust Litigation*, USDC, Northern District of California. Elizabeth Pritzker (as court-appointed Liaison Counsel) and the Pritzker Levine firm represent a certified class of direct purchaser plaintiffs in a multi-district class action alleging price-fixing by foreign and domestic manufacturers of Thin Film Transistor Liquid Crystal Display (TFT-LCD) products. The sharply contested litigation resulted in recoveries for the direct purchaser plaintiff class of over \$425 million.

- *In Re Transpacific Passenger Air Transportation Antitrust Litigation*, USDC, Northern District of California. Elizabeth Pritzker (as a member of Plaintiffs' Steering Committee) and Pritzker Levine represent consumers and direct purchasers in a multi-district class action alleging fuel surcharge price-fixing by airlines in the transpacific passenger airline market. Plaintiffs have secured settlements with certain defendants, including Japan Airlines, worth several million dollars. The case is in active litigation.

- *In Re Lithium Ion Rechargeable Batteries Antitrust Litigation*, USDC, Northern District of California. Pritzker Levine (as a member of Plaintiffs' Steering Committee) represents consumers and direct purchasers in a multi-district class action alleging price-fixing by the major manufacturers of lithium ion rechargeable batteries. The multi-district litigation has been consolidated before Judge Gonzalez Rogers and is in active litigation.

- *In Re Domestic Drywall Antitrust Litigation*, USDC, Eastern District of

Pennsylvania. Pritzker Levine represents a number of 501(c)(3) nonprofit community development organizations and a proposed class of indirect purchasers in a nationwide class action alleging a conspiracy among gypsum board manufacturers and distributors to fix and raise the prices for gypsum board – a critical building component for residential and commercial real estate projects throughout the United States. This multi-district litigation has been consolidated before Judge Michael Baylson. Pritzker Levine and its attorneys serve as team leaders on an indirect purchaser plaintiff steering committee. The case is in active litigation.

- *In Re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*, USDC, Southern District of New York. Pritzker Levine represents consumers and a proposed class of indirect purchasers in a nationwide class action against Keurig Green Mountain, Inc., Green Mountain Roasters, Inc., and Keurig, Inc. (collectively “Keurig”) for monopolizing the U.S. market for the sale of single-serve portion packages of coffee, tea, cocoa and other beverages. The firm and its attorneys serve as members of an indirect purchaser plaintiff litigation committee. The multi-district litigation has been consolidated before Judge Vincent S. Broderick and is in active litigation.

- *In re National Collegiate Athletic Association Grant-In-Aid Cap Antitrust Litigation*, USDC, Northern District of California. Pritzker Levine, as Additional Class Counsel, represents plaintiffs Kendall Gregory-McGhee, Justine Hartman, Afure Jemerigbe and proposed classes of current and former collegiate athletes who received athletic grants-in-aid from colleges or universities that are members of the NCAA or one of its division conferences.

This multi-district, nationwide class action alleges that the NCAA and its members illegally agreed or colluded to cap or depress the athletic grant-in-aid program, causing serious financial hardship to hundreds of collegiate athletes, in violation of federal antitrust laws. The litigation is pending before Judge Claudia Wilken and is in active litigation.

- *In re Disposable Contact Lens Antitrust Litigation*, USDC, Northern District of California. Pritzker Levine represents plaintiffs and a proposed class of purchasers in a nationwide class action against contact lens manufacturers alleging that the manufacturers colluded to maintain the retail prices of contact lenses by imposing resale price maintenance restrictions on those products. The case is in active litigation.

- *In re Commodity Exchange, Inc. Gold Futures and Options Trading Litigation*, USDC, Southern District of New York. Pritzker Levine represents clients and a proposed class of investors in multi-district litigation against the Bank of Nova Scotia, Barclay's Bank PLC, Deutsche Bank, AG, Deutsche Bank Securities, Inc., HSBC Holdings PLC, HSBC USA, Inc., Societe Generale S.A., SG Americas Securities, LLC, the London Gold Market Fixing, Ltd., and others, alleging that defendants conspired, combined or agreed to fix or manipulate the prices of physical gold and certain financial instruments directly linked to the prices of physical gold, in violation of the Commodities Exchange Act. The litigation is pending before Judge Valerie Caproni and is in active litigation.

- *In Re Chocolate Confectionary Antitrust Litigation*, USDC, Eastern District of Pennsylvania. Elizabeth Pritzker (as ESI Discovery Co-chair) and Pritzker

Levine represent direct purchasers in a multi-district class action alleging price-fixing by foreign and domestic manufacturers of chocolate bars and confectionary products. The case is in active litigation.

- *In Re Fretted Musical Instruments Antitrust Litigation*, USDC, Southern District of California. Pritzker Levine represents consumers and direct purchasers in a multi-district class action alleging price-fixing of retail prices of guitars and guitar amplifiers. The case is in active litigation.

- *In Re Vehicle Carrier Services Antitrust Litigation*, USDC, District Court of New Jersey. Pritzker Levine represents a proposed class of consumers and indirect purchasers in an antitrust class action alleging a conspiracy by several motor vehicle carriers to fix and inflate prices for the shipment of new motor vehicles from Japan to the United States, via large cargo ships known as “Roll On/Roll Off” or “Ro/Ro” vessels. The multi-district litigation has been consolidated before Judge Esther Salas and is in active litigation.

Unfair Competition / Consumer Fraud:

- *In re Adobe Systems, Inc. Privacy Litigation*, USDC, Northern District of California. Pritzker Levine, as a member of the Plaintiffs’ Executive Committee, represents plaintiffs and a proposed class of software purchasers and users in litigation against Adobe Systems, Inc., for damages arising from the 2013 security breach of Adobe’s servers in California. The breach resulted in the theft of Adobe source code for some of its most popular products and 40 GB of consumers’ personally identifiable information (“PII”), such as names, addresses, financial information, passwords and password hints. The complaint alleges that Adobe utilized substandard security practices which

permitted thieves to access its servers and source code repository, without detection by Adobe computer security personnel. The case is in active litigation and pending before Judge Lucy H. Koh.

- *In re Lenovo Adware Litigation*, USDC, Northern District of California. Pritzker Levine represents plaintiffs and a proposed class of consumers in a nationwide class action against Lenovo and Superfish for damages arising from the surreptitious installation of a Superfish spyware program by Lenovo on certain notebook computer models sold in the United States. The Superfish program allowed Superfish to monitor and alter computer users' internet search results, while at the same time making those computers vulnerable to security breaches and data theft. The case is in active litigation.

- *In Re GIB LLC Cases*, Cal. Sup. Ct., County of Los Angeles. As Co-lead Class Counsel, Pritzker Levine partner Elizabeth Pritzker represented a certified class of salon owners, hair stylists and consumers who were unknowingly exposed to off-gassing formaldehyde and other harsh chemicals from the Brazilian Blowout line of hair smoothing products and hair treatments that were deceptively advertised as "formaldehyde free" and as not containing harmful chemicals. The Los Angeles County Superior Court granted final approval to a class settlement, in which substantial monetary settlement benefits were distributed to stylists and consumers, and business practice changes with respect to the marketing, sale, handling, use and disposition of the Brazilian Blowout products were implemented.

- *Gathron v. Chrysler Group, LLC*, USDC, Northern District of California. As one of two lead counsel, Pritzker Levine represented plaintiff and a

proposed class of owners and lessees of 2011-2012 Dodge Chargers alleging that factory-installed headlight harnesses in these model year vehicles were defective and pose a safety hazard. The case was filed in the U.S. District Court for the Northern District of California, before Judge William H. Orrick. As a result of plaintiff's efforts, Chrysler instituted a recall and repair program that included reimbursement benefits.

- *In re Providian Credit Card Cases*, Cal. Sup. Ct., County of San Francisco. Pritzker Levine partner Jonathan Levine represented as Co-lead Counsel a nationwide class of Providian credit card holders. The lawsuit alleged that Providian engaged in unlawful, unfair and fraudulent business practices by charging its customers unauthorized fees and charges. The case resulted in a \$105 million settlement, plus injunctive relief, which is one of the largest class action recoveries in the United States arising out of consumer credit card litigation.

- *GM Silverado "Piston Slap" Secret Warranty Litigation*, Cal. Sup. Ct., County of Los Angeles. Pritzker Levine partner Elizabeth Pritzker represented as Class Counsel a certified class of owners and lessees of Chevrolet Silverado trucks whose vehicle engines had abnormal "knock, ping or slap" noise. The complaint alleged that GM maintained an Engine Knock Noise Adjustment Program that gave owners and lessees who complained about the problem free extended warranties, GM Protection Plans and other benefits, but that GM failed to notify all affected owners and lessees of the Adjustment Program and its benefits. A court-approved class settlement ultimately was ratified by the Bankruptcy Court for the Southern District of New York after GM filed for bankruptcy protection, and cash payments

obtained in the original settlement were paid out to class members in 2013.

- *Apple iPod Battery Life Class Action*, Cal. Sup. Ct., County of San Mateo. Pritzker Levine partner Elizabeth Pritzker represented as Co-lead Class Counsel consumers in a nationwide class action lawsuit alleging that Apple's advertising about the battery life of its First and Second Generation iPods was false and misleading. The case resulted in a settlement conservatively valued at approximately \$15 million, which provided warranty extensions, battery replacements, cash payments, and store credits for those class members who experienced a battery failure.

- *Sony BMG Digital Rights Management Consumer Class Action*, USDC, Southern District of New York. Pritzker Levine partner Elizabeth Pritzker represented as Co-lead Class Counsel a nationwide class of consumers alleging deceptive conduct in design, manufacture and sale of music CDs containing digital rights management (DRM) software containing security flaws and limiting use of the CDs. The case resulted in a settlement that provided for a nationwide recall of certain CDs, the dissemination of software utilities to remove the offending DRM software, cash and other compensation for consumers, and injunctive relief governing SONY BMG's use of DRM.

- *Berrien v. New Raintree Resorts, International, LLC, et al.*, USDC, Northern District of California. Pritzker Levine partners Jonathan Levine and Elizabeth Pritzker represented as Class Counsel U.S. timeshare vacation program members of Raintree Vacation Club and Club Regina who were charged a Special Assessment Fee. The case was settled on favorable terms for the class.

- *Wixon v. Wyndham Resort Development Corp., et al.*, USDC, Northern District of California. Pritzker Levine partners Jonathan Levine and Elizabeth Pritzker represented as Lead Class and Derivative Counsel time-share owners in a nationwide class action challenging pricing of WorldMark resorts and in derivative litigation against the WorldMark Board of Directors challenging corporate governance matters. After more than four years of litigation in federal and state court, the case was settled on favorable terms for the class.
- *Benedict v. Diamond Resorts Corp., et al.*, USDC, District of Hawaii. Pritzker Levine partners Elizabeth Pritzker and Jonathan Levine represented as Co-lead Counsel on class of timeshare owners challenging the imposition of an unauthorized Special Assessment fee for the repair of one of the timeshare resorts in Hawaii. The case was settled in 2012.

Securities:

- *In re Lehman Brothers Debt/Equity Securities Litigation*, USDC, Southern District of New York. Pritzker Levine partner Jonathan Levine represented as Class Counsel a certified class of retail investors in Lehman-issued structured products sold by UBS Financial Services, Inc. The plaintiffs alleged that UBS violated federal securities laws by selling the structured products pursuant to offering documents that misrepresented Lehman's financial condition and failed to disclose that the "principal protection" feature of many of the notes depended upon Lehman's solvency. The case resulted in a settlement that established a \$120 million fund to resolve the claims.

- *In re SLM Corporation Securities Litigation*, USDC, Southern District of New York. Pritzker Levine partner Jonathan Levine represented as Lead Counsel a certified nationwide class of investors of SLM Corporation (“Sallie Mae”) in litigation alleging that Sallie Mae, the leading provider of student loans in the U.S., misled the public about its financial performance in order to inflate the company’s stock price. The case resulted in a settlement that established a \$35 million fund to resolve investors’ claims.
- *In re Winstar Communications Securities Litigation*, USDC, Southern District of New York. Pritzker Levine partner Jonathan Levine represented Allianz of America, Inc., Fireman’s Fund and other large private institutional investors in federal securities litigation against the senior executives of Winstar Communications Inc., Lucent Technologies Inc. and Grant Thornton LLP, arising out of plaintiffs’ investments in Winstar Communications, Inc. The case was resolved through several confidential settlements, the last one achieved on the eve of trial.
- *In re American Express Financial Advisors Securities Litigation*, USDC, Southern District of New York. Pritzker Levine partner Jonathan Levine represented as Co-lead Counsel a nationwide class of individuals who bought financial plans and invested in mutual funds from American Express Financial Advisors. The case alleged that American Express steered its clients into underperforming “shelf space funds” to reap kickbacks and other financial benefits. The case resulted in a cash settlement of \$100 million, in addition to other relief.

- *Rosen v. Macromedia, Inc.*, Cal. Sup. Ct., County of San Francisco. Pritzker Levine partner Jonathan Levine represented as Co-lead Counsel a certified nationwide class of investors of Macromedia in litigation alleging that the company and certain of its executives misled the public about its financial performance and products in order to inflate its stock price. The case resulted in a settlement that established a \$48 million fund to resolve investors' claims.
- *In re Gupta Corporation Securities Litigation*, USDC, Northern District of California. Pritzker Levine partner Jonathan Levine represented as Co-lead Counsel a certified nationwide class of investors of Gupta Corporation in litigation alleging that Gupta and its senior-most executives misled the public about the company's financial performance in order to inflate the company's stock price. The case resulted in a settlement that established a \$15 million fund to resolve investors' claims.
- *Provenz v. Miller*, USDC, Northern District of California. Pritzker Levine partner Jonathan Levine represented as Co-lead Counsel a certified nationwide class of investors of MIPS Technologies, Inc. in litigation alleging that MIPS and certain of its executives misled the public about its financial performance and products in order to inflate the company's stock price. The case resulted in a settlement that established a \$15 million fund to resolve investors' claims.

ATTORNEY PROFILES

Elizabeth C. Pritzker

Elizabeth Pritzker is a co-founding partner of Pritzker Levine LLP. She has 25 years of litigation experience representing clients in antitrust matters, consumer cases, business and employment disputes, and in First Amendment-related litigation. Ms. Pritzker practices exclusively in the areas of litigation, trial and client counseling. She has successfully represented corporate clients, small businesses, public entities, nonprofit groups, labor unions, employees and injured persons in individual and class cases, and has counseled or successfully litigated on behalf of journalists and media clients.

Ms. Pritzker has served in a leadership capacity in numerous matters, including cases brought under federal and state antitrust, securities and consumer protection statutes. Most recently, in the antitrust arena, she serves as Plaintiffs' Class Counsel in *Il Fornaio (America) Corporation v. Lazzari Fuel Company, LLC*, an antitrust class action alleging customer allocation and bid-rigging among the major sellers of restaurant-grade mesquite charcoal. She also serves as Liaison Counsel for Direct Purchaser Plaintiffs in *In re TFT-LCD (Flat Panel) Antitrust Litigation*, a multi-district class action alleging price-fixing by manufacturers of LCD panels and products, and as a member of the Direct Purchaser Plaintiffs' Executive Committee in *In re Lithium Ion Rechargeable Batteries Antitrust Litigation*, another multi-district class action alleging price fixing by foreign and domestic battery manufacturers.

In the consumer protection field, Ms. Pritzker currently serves on the Plaintiffs' Executive Committee in *In Re Adobe Systems, Inc. Privacy Litigation*, a class action brought on behalf of users of Adobe software products whose personal

private information or property were compromised as a result of alleged substandard security practices at Adobe that lead to a massive data and security breach in September 2013.

Ms. Pritzker has repeatedly been recognized by her peers as a Northern California “Super Lawyer.” In both 2013 and 2014, she was named to the Northern California “Top 50 Women Lawyers” list. In 2014, Ms. Pritzker was appointed to the Executive Committee of the Antitrust and Unfair Competition Law Section of the State Bar of California for the 2014-2017 term.

Ms. Pritzker serves by appointment to the Consumer Attorneys of California (CAOC) Board of Governors. CAOC is a professional organization of plaintiffs’ attorneys representing consumers in cases involving personal injury, product liability, environmental degradation and other causes. She also has been honored by the Society of Professional Journalists – Northern California Chapter with the organization’s prestigious “James Madison Freedom of Information Award” for her legal work on behalf of San Francisco Bay Area journalists and media.

Education

A Boston, Massachusetts native, Ms. Pritzker received her undergraduate degree in Economics from McGill University in Montreal, Quebec, Canada. She obtained her Juris Doctor degree from the University of San Francisco School of Law.

Memberships/Speaking Engagements

Ms. Pritzker is admitted to practice in the State of California. She also is admitted to the United States Supreme Court; the United States District Courts for the Northern, Central, Southern and Eastern Districts of California; and the United States District Court for the District of Colorado.

Ms. Pritzker is a frequent commentator and lecturer on various topics, including antitrust law, class action procedure and practice, electronic discovery, use and enforcement of the Freedom of Information Act and individual state right-to-know laws, and civil litigation and trial practice. She has served as a presenter on these and other issues on behalf of the American Association for Justice (AAJ), the San Francisco Trial Lawyers Association (SFTLA), the State Bar of California, the California First Amendment Coalition (CFAC) and Consumer Attorneys of California (CAOC), among others. Ms. Pritzker's recent speaking engagements include:

- State Bar of California Antitrust and Unfair Competition Law Section, Webinar Moderator, *Emerging Standards Under the FTAIA*, February 2015.
- Environmental Youth Forum 2015, Speaker, *The Lightbulb Conspiracy: Environmental Impacts of Planned Obsolescence*, February 2015.
- 46th Annual Consumer Attorneys of California Convention, Lecturer, *Post-Brinker Employment Class Action Seminar*, November 2012.
- Cambridge International Forums: Plaintiffs Class Action Forum, Presenter, *Class Actions under Dukes*, April 2012.
- San Francisco Trial Lawyers Association, Lecturer, *Summary Judgment Seminar*, February 2012.
- Consumer Attorneys of California, Moderator, *Judicial Perspectives on Class Actions*, March 2012.

Community/Pro Bono

Ms. Pritzker is passionate about environmentally-sensitive architecture and design. Her concern for the environment and the impact of consumer electronic waste on the health of the planet is depicted in the documentary film, *The LightBulb Conspiracy: The Untold Story of Planned Obsolescence*, by Cosima Dannoritzer.

Ms. Pritzker is a former board member of Bay Area Lawyers for Individual Freedom (BALIF). During her board term, she served as member of the Executive Committee and a Co-Chair of BALIF's Judiciary Committee. Ms. Pritzker continues to serve as an Attorney Advisory member of the BALIF Judiciary Committee, which is active in identifying, supporting and promoting qualified LGBT lawyers to the state and federal bench. Previously, she chaired BALIF's Young Lawyers and Law Student Committee, where she oversaw and implemented BALIF's 'Connections' Mentoring Program to match law students and new lawyers with established practitioners for mentoring and career development purposes.

Ms. Pritzker is a participating mentor in the area of antitrust law for the American Bar Association (ABA), Antitrust Law Section and Young Lawyers Division. She is a former board member of the Legal Aid Society of San Mateo County.

Jonathan K. Levine

Jonathan Levine is a co-founding partner of Pritzker Levine LLP. Mr. Levine has more than 26 years of experience prosecuting complex securities fraud, business, antitrust and consumer class action litigation in state and federal courts. He has successfully represented high net worth investors, state public pension funds, multinational corporations, small businesses, whistleblowers and consumers in individual, derivative and class action litigation.

Mr. Levine has served in a leadership role in numerous cases brought under federal and state securities, antitrust and consumer statutes. He also has represented whistleblowers before the U.S. Securities and Exchange Commission, the U.S. Commodity Futures Trading Commission and the U.S. Department of Justice. He served recently as lead or co-lead counsel in *In re SLM Corp. Securities*

Litigation (\$35 million settlement), *In re American Express Financial Advisors Securities Litigation* (\$100 million settlement) and *In re Winstar Communications Securities Litigation* (confidential settlement on behalf of Allianz of America, Inc., Fireman's Fund and other large private institutional investors).

In the consumer protection field, Mr. Levine served as co-lead counsel in *In re Providian Credit Card Cases*, which resulted in a \$105 million settlement, plus injunctive relief, one of the largest class action recoveries in the United States arising out of consumer credit card litigation. He also served as lead or co-lead counsel in three class action cases challenging actions taken by timeshare developers to the detriment of the timeshare owners (*Wixon v. Wyndham Resort Development Corporation*, *Berrien v. New Raintree Resorts* and *Benedict v. Diamond Resorts Corporation*).

Before partnering with Elizabeth Pritzker to create Pritzker Levine LLP, Mr. Levine was a partner for more than a decade at Girard Gibbs LLP in San Francisco. He was a partner for nine years at Kaplan Fox & Kilsheimer LLP, a New York law firm. Mr. Levine has been repeatedly recognized by his peers as a Northern California "Super Lawyer," an honor accorded to less than 5 percent of all licensed attorneys in California. He has served as an appointed member of the Committee on Federal Courts of the State Bar of California and as the past chair of the American Bar Association Litigation Section Subcommittee on Officers and Directors Liability. He currently serves on the Executive Committee of the Business Section of the Alameda County Bar Association.

Education

Mr. Levine graduated from Columbia University with a Bachelor of Arts degree in English. He obtained his Juris Doctor degree from Fordham University School of Law.

Memberships/Speaking Engagements

Mr. Levine is admitted to practice in the States of California, New York and Connecticut. He is also admitted to practice before the U.S. Supreme Court, the U.S. Courts of Appeals for the Second, Fourth, Ninth and Eleventh Circuits, and the U.S. District Courts for the Southern and Eastern Districts of New York, the Northern, Central, Southern and Eastern Districts of California, the Northern District of Texas and the District of Colorado.

Mr. Levine frequently writes and speaks on a host of legal issues. He recently served as a member of the National Association of Public Pension Attorneys' *Morrison* Working Group and was one of the drafters of *Living in a Post-Morrison World: How to Protect Your Assets Against Securities Fraud*, NAPPA (2012). He is the author of "E-Mail and Voice Mail Discovery Issues," Glasser LegalWorks (1998), "Discovery Techniques in Commercial Litigation and Recent Developments In the Rules of Discovery," American Trial Lawyers Association (1991), and the co-author of "The Business Judgment Rule and Derivative Actions," Practising Law Institute (1989).

Mr. Levine has lectured on securities litigation under the Private Securities Litigation Reform Act of 1995, consumer fraud and predatory lending litigation, and computer discovery and electronic data retention risk control. He was the featured speaker addressing *Successful Direct Examination of Expert Witnesses* at the Bridgeport 2011 Conference on Working With and Deposing Experts (March 2011), and *Evaluating the Impact of the LIBOR Scandal* at the West LegalEdCenter (August 2012).

Bethany L. Caracuzzo

Bethany Caracuzzo serves as Special Counsel with Pritzker Levine LLP, where she focuses on litigation involving antitrust violations, defective products and services, employment law disputes and personal injury law.

Ms. Caracuzzo is active in the firm's prosecution of several antitrust class actions, including *In Re Transpacific Air Transportation Antitrust Litigation*, N.D.Cal. Case No. 07-cv-5634 (representing consumers in a multi-district class action alleging fuel surcharge price-fixing by airlines in the transpacific passenger airline market), *In re Domestic Drywall Antitrust Litigation*, E.D.Pa Case No. 13-md-2437 (representing nonprofit housing development entities and indirect purchasers in a multi-district class action alleging price fixing by U.S. drywall manufacturers) and *In Re Vehicle Carrier Services Antitrust Litigation*, MDL No. 2471 (D.N.J.) (representing consumers in a multi-district class action alleging price fixing in oceanic auto shipping industry). She also has been a key contributor to the firm's settlement of consumer class action litigation involving the Brazilian Blowout line of hair smoothing products.

Prior to joining Pritzker Levine, Ms. Caracuzzo spent twelve years representing injured victims at two well-known San Francisco Bay Area law firms. She has litigated and obtained favorable settlements in personal injury cases involving medical malpractice, dangerous drugs, defective products, dangerous property conditions, motor vehicle accidents and professional malpractice. She has served as a member of several trial teams in litigating cases to verdict, including those involving wrongful death, traumatic birth injuries and injuries from defective products.

Ms. Caracuzzo has represented plaintiffs in cutting edge medical malpractice matters involving In Vitro Fertilization ("IVF") procedures. She also represented

plaintiffs in cases addressing issues of clergy and teacher sexual abuse, and in civil rights cases.

In the employment arena, Ms. Caracuzzo has successfully represented individual victims of harassment and discrimination based upon their race, gender, national origin, disability and religious beliefs, as well as victims of sexual harassment and abuse. She also has worked to obtain a favorable results on behalf of dozens of victims who, as result of illegal Ponzi schemes, were defrauded of their life savings.

Ms. Caracuzzo began her legal career in the Office of the District Attorney for San Diego County, where she focused on child support enforcement, paternity disputes and custodial/family law matters. She later worked as a Research Attorney for the Superior Court of Alameda County. She has been recognized by her peers as a Northern California “Super Lawyer,” an honor accorded to less than 5 percent of all licensed attorneys in California.

Education

Ms. Caracuzzo graduated *cum laude* from Boston College, earning a Bachelor of Arts degree in International Relations with a focus on conflict resolution. She obtained her Juris Doctor degree in just two years from California Western School of Law in San Diego, California. While at California Western, she received the Wiley W. Manual Award for Pro Bono Excellence for her work with the San Diego AIDS Foundation Project.

Memberships/Speaking Engagements

Ms. Caracuzzo is admitted to practice in the State of California and before the U.S. Court of Appeals for the Ninth Circuit and the U.S. District Courts for the Northern, Central, Southern and Eastern Districts of California.

Ms. Caracuzzo currently serves as the Secretary to the Women’s Caucus of Consumer Attorneys of California (CAOC), a group dedicated to the advancement of women lawyers as well as committed to supporting and furthering legislation that impacts the lives of Californians. She is an active member of several professional associations, including San Francisco Trial Lawyers Association (SFTLA), California Employment Lawyers Association (CELA), the American Association for Justice (AAJ), the Alameda County Bar Association (ACBA), and the Bar Association of San Francisco (BASF). In February 2013, Ms. Caracuzzo was a featured SFTLA lecturer in a continuing legal education seminar entitled “Opposing Motions for Summary Judgment.”

John A. Kehoe

John Kehoe is of counsel to Pritzker Levine LLP. Mr. Kehoe is based in the firm’s New York office, where he works with clients to elicit changes to enhance corporate governance, promote management responsibility, protect stockholder rights, and recover financial losses as a result of wrongful misconduct.

During more than 18 years in practice, Mr. Kehoe prosecuted precedent-setting securities and financial fraud cases in federal and state courts on behalf of institutional and individual clients, including serving as lead counsel in *In re Bank of America Corporation Securities Litigation* (\$2.4 billion settlement); *In re Wachovia Preferred Securities and Bond/Notes Litigation* (\$627 million settlement); *In re Initial Public Offering Securities Litigation* (\$586 million settlement resolving 309 consolidated actions); *In re Lehman Brothers Securities and ERISA Litigation* (\$516 million settlement); and *In re Marvell Technology Group Ltd. Securities Litigation* (\$72 million settlement). Mr. Kehoe has represented clients before the Second and Eleventh Circuit Courts of Appeals, and

is active in merger and acquisition litigation before the Delaware Court of Chancery, including serving on the Executive Committee in *In re Safeway Stockholders Litigation*, where value of the transaction to stockholders was increased by more than \$80 million.

Mr. Kehoe is the founding partner of The Kehoe Law Firm, was formerly a partner with Kessler Topaz Meltzer & Check, LLP for six years, a partner with Girard Gibbs LLP for two years, and was previously associated with Clifford Chance LLP, a London-based global law firm, where he defended Fortune 500 companies in complex securities and antitrust civil litigation and against enforcement actions brought by the Department of Justice, the Securities and Exchange Commission, and the Federal Trade Commission.

Mr. Kehoe is a program faculty member with the National Institute of Trial Advocacy, and was previously an adjunct faculty member with the Trial Advocacy Training Program at the Louisiana State University School of Law. Prior to attending law school, Mr. Kehoe served as a law enforcement officer in the State of Vermont for eight years, where he was a member of the tactical Special Reaction Team and member of the Major Accident Investigation Team.

Education

Mr. Kehoe received his Juris Doctorate, *magna cum laude*, from Syracuse University College of Law, where he was associate editor of the Syracuse Law Review, associate member of the Syracuse Moot Court Board and an alternate member on the National Appellate Team. He also received a Masters of Public Administration from the University of Vermont, and Bachelor of Arts from DePaul University.

Memberships/Speaking Engagements

Mr. Kehoe is a frequent speaker at conferences focused on shareholder rights and corporate governance issues, including the 2013 National Conference on Public Employee Retirement Systems (Rancho Mirage, CA); 2013 Investment Education Symposium (New Orleans, LA); 2013 Public Funds East Conference (Newport, RI); 2012 Rights and Responsibilities for Institutional Investors (Amsterdam, Netherlands); 2011 European Investment Roundtable (Stockholm, Sweden); 2011 Public Funds Symposium (Washington, D.C.); 2011 National Conference on Public Employee Retirement Systems (Miami Beach, FL); 2010 ESG, USA Global Trends and U.S. Sustainable Investing (NY, NY); 2010 ICGN Annual Conference: “The Changing Global Balances” (Toronto, Canada); 2010 Public Funds West Summit (Scottsdale, AZ); 2009 ICGN Annual Conference: “The Route Map to Reform and Recovery” (Sydney, Australia); and the 2007 European Pensions Symposium (Marbella, Spain).

Mr. Kehoe is a member of the New York City and New York State Bar Associations, and he is admitted to practice in New York and Pennsylvania, and is a member in good standing with the U.S. District Court for the Southern District of New York and the U.S. Court of Appeals for the Second Circuit.

Heather P. Haggarty

Heather P. Haggarty is an associate attorney with Pritzker Levine LLP. Her practice focuses on complex commercial litigation. Over her legal career, Ms. Haggarty has litigated a wide range of commercial cases involving securities fraud, trademark, copyright and patent infringement and white collar criminal defense. She also has extensive experience in internal corporate investigations.

Before joining Pritzker Levine, Ms. Haggarty worked for several years as a litigation associate at Bullivant Houser Bailey PC in San Francisco. Prior to that, she worked for three years as a litigation associate in the trial department at Dorsey & Whitney, LLP in New York.

Education

Ms. Haggarty graduated from Scripps College, earning a Bachelor of Arts degree in Political Psychology. She obtained her Juris Doctor degree from Fordham University School of Law.

Memberships/Speaking Engagements

Ms. Haggarty is admitted to practice in the States of California and New York. She is also admitted to practice before the United States District Court for the Southern District of New York.

Ms. Haggarty has served as a volunteer attorney with the Lawyers Committee for Civil Rights Under Law and with Public Justice in Oakland, California. She has also done volunteer work for Public Advocates in San Francisco. Ms. Haggarty is the author or co-author of “*Rule 23(b)(3)(F): Closing the Doors of the Courthouse*,” published in the Common Good, Fordham Law School (1999), “*Court Permits Differential Treatment Based on Native American Sovereignty*,” published in the New York Law Journal (1998), “*Defamation, Internet Providers, and Publisher Liability: A Square Peg in a Round Hole?*”, published in the NY State Bar Association Entertainment, Arts & Sports Law Journal (1998), and “*The Media and the Attorneys’ Absolute Privilege to Defame: Undermining or Preserving the Integrity of the Judicial Process?*”, published in the NY State Bar Association Entertainment, Arts & Sports Law Journal (1997).

Shiho Yamamoto

Shiho Yamamoto is an associate attorney with Pritzker Levine LLP. Her practice focuses on antitrust and complex litigation. She currently is assisting in the firm's prosecution of several antitrust matters, including *In Re Transpacific Air Transportation Antitrust Litigation*, N.D.Cal. Case No. 07-cv-5634 (representing consumers in a multi-district class action alleging fuel surcharge price-fixing by airlines in the transpacific passenger airline market) and *In Re Lithium Ion Rechargeable Batteries Antitrust Litigation*, N.D. Cal. Case No. 13-md-02420 (representing consumers and direct purchasers in a class action alleging price fixing by lithium ion battery manufacturers), among others. She has been recognized by her peers as a Northern California "Rising Star," an honor accorded to less than 2.5 percent of all licensed attorneys in California.

Before joining Pritzker Levine, Ms. Yamamoto worked as an attorney reviewing and analyzing Japanese and English language documents as part of the prosecution of the *In re TFT-LCD (Flat Panel) Antitrust Litigation* for the direct purchaser plaintiff class. She also has served as Assistant Lead Team Attorney at a San Francisco Bay Area legal services support firm, where she analyzed Japanese and English language documents for Congressional and SEC investigations and for a complex product liability action involving a multinational corporation.

Ms. Yamamoto's prior legal experience includes work as an associate attorney in the fields of immigration, contract law, employment law and personal injury. She has represented clients in naturalization proceedings, racial discrimination matters, business disputes, wrongful termination actions and personal injury cases.

Education

Ms. Yamamoto earned her undergraduate degree in Economics from Saitama University in Saitama, Japan. She obtained a Master of Science degree in Criminology from California State University, Fresno, and later attended the University of the Pacific, McGeorge School of Law. As part of her law school curriculum, Ms. Yamamoto completed a summer program at China University of Political Science and Law in Beijing, China. She obtained her Juris Doctor degree from McGeorge in 2009 as a Deans List honor student.

Memberships

Ms. Yamamoto is admitted to practice in the State of California and before the United States District Courts for the Eastern, Central and Northern Districts of California. She is a member of the Asian American Bar Association of the Greater Bay Area, where she serves on the Community Services and Solo and Small Firm Committees. Ms. Yamamoto also is a member of the American Bar Association, Consumer Attorneys of California and the Japanese American Bar Association.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

PRITZKER LEVINE LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Elizabeth C. Pritzker (P)	247.40	\$675.00	\$162,363.75
Jonathan K. Levine (P)	0.20	\$675.00	\$ 135.00
Bethany L. Caracuzzo (OC)	243.25	\$600.00	\$141,840.00
Shiho Yamamoto (A)	562.70	\$425.00	\$217,297.50
NON-ATTORNEYS			
Tammara Brown (PL)	2.3	\$150.00	\$ 345.00
TOTAL:			\$521,981.25

(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

PRITZKER LEVINE LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 299.19
Document Production	\$
Experts / Consultants	\$
Litigation Fund	\$ 32,500.00
Messenger Delivery	\$
Photocopies – In House	\$ 165.70
Photocopies – Outside	\$
Postage	\$ 1.87
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$ 160.03
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$ 3,850.95
Travel (Meals and Lodging)	\$ 1,087.80
TOTAL:	\$ 38,065.54

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8 Email: g.blanchfield@rwblawfirm.com

9 *Counsel for Plaintiffs*

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

13
14 **IN RE TRANSPACIFIC PASSENGER AIR**
15 **TRANSPORTATION ANTITRUST**
16 **LITIGATION**

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

**DECLARATION OF GARRETT D.
BLANCHFIELD IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

17
18 **This Document Relates to:**

19 **ALL ACTIONS**
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1 I, Garrett D. Blanchfield, declare and state as follows:

2 1. I am a partner of the law firm of Reinhardt Wendorf & Blanchfield (“RWB”). I submit
3 this 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 stated
6 herein.

7 2. My firm has served as counsel to class representative Scott Frederick throughout the
8 course of this litigation. The background and experience of RWB and its attorneys are
9 summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. RWB has prosecuted this litigation solely on a contingent-fee basis, and has been at risk
11 that it would not receive any compensation for prosecuting claims against the Defendants. While
12 RWB devoted its time and resources to this matter, it has foregone other legal work for which it
13 would have been compensated.

14 4. During the pendency of the litigation, RWB performed the following work:

15 **INVESTIGATION AND RESEARCH**

16 RWB researched, drafted and edited a complaint on behalf of its client, Scott Frederick.

17 **DISCOVERY**

18 RWB drafted discovery requests addressing certain allegations in the consolidated
19 complaint. RWB helped prepare responses to Defendants’ discovery on behalf of its client. RWB
20 also was responsible for negotiating with defendant SAS on its responses and objections to
21 Plaintiffs’ discovery.

22 RWB assigned two experienced attorneys (one of whom was fluent in Japanese) to the
23 document review project.

24 5. Attached hereto as Exhibit 2 is my firm’s total hours and lodestar, computed at
25 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
26 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
27 hours spent by RWB during this period of time was 4670.30, with a corresponding lodestar of
28 \$1,565,137.25. This summary was prepared from contemporaneous, daily time records regularly

1 prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work
2 assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the
3 benefit of the Class.

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

6 7. My firm has expended a total of \$1,919.92 in unreimbursed costs and expenses in
7 connection with the prosecution of this litigation. These costs and expenses are broken down in
8 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
9 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
10 in this action are reflected on the books and records of my firm. These books and records are
11 prepared from expense vouchers, check records and other source materials and represent an
12 accurate recordation of the expenses incurred.

13 8. RWB has paid a total of \$112,500.00 in assessments for the joint prosecution of the
14 litigation against the Defendants.

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

17 I declare under penalty of perjury under the laws of the United States of America that the
18 foregoing is true and correct. Executed on this 1st day of April, 2015 at St. Paul, Minnesota.

19
20 _____
s/Garrett D. Blanchfield, Jr.

21 Garrett D. Blanchfield, Jr.
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EXHIBIT 1

EXHIBIT 1



**E-1250 FIRST NATIONAL BANK BUILDING
332 MINNESOTA STREET
SAINT PAUL, MINNESOTA 55101**

FIRM PROFILE

The law firm of Reinhardt Wendorf & Blanchfield was founded in March, 2003 by Mark Reinhardt, Mark Wendorf and Garrett Blanchfield, and is the successor firm of Reinhardt & Anderson, a nationally known class action firm. The firm focuses its practice on representing plaintiffs in class action litigation. The philosophy of the firm encompasses the values of hard work, ingenuity, integrity, pride in a quality product and successful result.

Reinhardt Wendorf & Blanchfield zealously represents plaintiff classes in actions involving violations of state and federal antitrust, securities, consumer protection and racketeering laws. Our attorneys have successfully confronted some of the world's biggest corporations, challenged their questionable practices and recovered billions of dollars in the cases in which we have been involved. The firm's reputation for excellence has been recognized in courtrooms across America.

ANTITRUST LITIGATION

Reinhardt Wendorf & Blanchfield is committed to vigorously prosecuting price fixing and anti-competitive, unlawful business practices on behalf of its clients. The firm's antitrust attorneys have the experience and the economic and legal background necessary to help consumers and businesses injured by anti-competitive conduct. Our attorneys have successfully litigated major antitrust cases in state and federal courts throughout the United States at both the trial court and appellate levels. Some of the antitrust cases in which the firm has played a significant role are:

In re Aftermarket Filters Antitrust Litigation, Court File No. 08-cv-4883, Northern District of Illinois). Reinhardt Wendorf & Blanchfield is class counsel and participated in significant document review in this pending antitrust case alleging a conspiracy to fix the prices and allocate customers for aftermarket air, oil, fuel and transmission filters in violation of §1 of the Sherman Act.

In re Air Cargo Shipping Services Antitrust Litigation, Court File No. 06-md-01775-JG-VVP, Eastern District of New York. Reinhardt Wendorf & Blanchfield is class counsel and participated in document review in this pending class action alleging antitrust violations in the air cargo shipping services market.

In re American Express Anti-Steering Rules Antitrust Litigation (II) Court File No. 11-MD-02221, Eastern District of New York. Reinhardt Wendorf & Blanchfield is **co-lead counsel** in this massive merchants antitrust case alleging claims of monopolization.

In re American Express Consolidated Merchants Litigation, Court File No. 04-CV-00366, Southern District of New York. Reinhardt Wendorf & Blanchfield is **co-lead counsel** in this massive merchants antitrust tying case claims. This case was heard in the United States Supreme Court *sub nom*, American Express Company, et al. v. Italian Colors Restaurant, et al., 133 S.Ct. 2304 (June 20, 2013).

In re Aspartame Antitrust Litigation, Court File No. 06-1732-LDD, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the sweeteners industry.

In re ATM Fee Antitrust Litigation, Court File No. 04-cv-02676-CRB, Northern District of California. Reinhardt Wendorf & Blanchfield is class counsel and participated in significant discovery in this pending antitrust case relating to bank fees for ATM card usage.

In re Blood Reagents Antitrust Litigation, Court File No. 09-md-2081, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield serves as class counsel in this pending class action alleging a conspiracy to artificially fix, raise and/or stabilize the price of Blood Reagents in the United States.

Boland v. Consolidated Multiple Listing Service, Inc. et al., Court File No. 09-cv-1974-SB, District of South Carolina. Reinhardt Wendorf & Blanchfield serves as class counsel in this case alleging unlawful restraint of competition among real estate brokerages in violation of federal antitrust laws.

In re: Brand Name Prescription Drugs Antitrust Litigation, Court File No. 94-C-897, Northern District of Illinois. The firm performed substantial work including serving as a member of the trial team, representing the class in this

antitrust price fixing case that recovered over \$700 million in settlements on behalf of the plaintiff class.

In re Bromine Antitrust Litigation, Court File No. IP 99-9310-C-B/S, Southern District of Indiana. Mark Reinhardt served as lead counsel in this multi-district antitrust class action alleging a nationwide conspiracy to fix the prices of certain bromine products. The plaintiff class recovered nearly \$10,000,000 in cash and product vouchers.

Chicago Ingredients, Inc. v. Archer Daniels and Midland Company, Inc., Ajinomoto U.S.A., Inc., Ajinomoto Co., Inc., Chiel Foods and Chemicals, Inc., Miwon Co, Ltd., Takeda Chemical Industries, Ltd., Takeda U.S.A., Inc., and Tong Hai Fermentation Industrial Corp., Master File No. CV-00-0384, District of Minnesota. Reinhardt Wendorf & Blanchfield was class counsel in this multi-district antitrust class action.

In re Carbon Black Antitrust Litigation, MDL Docket No. 1543. The firm served as class counsel in this national antitrust class action alleging violations of federal antitrust laws.

In re: Carbon Dioxide Industry Antitrust Litigation, Court File No. MDL 940, Middle District of Florida) Our attorneys and paralegals performed substantial work representing the class in this antitrust case alleging that the major manufacturers of bulk liquid carbon dioxide engaged in a horizontal agreement to fix prices. The plaintiff class recovered \$53 million in settlements along with significant therapeutic relief.

In Re: Cathode Ray Tube (CRT) Antitrust Litigation, Master File No. 3:07-cv-05944-SC, MDL No. 1917, Northern District of California. Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a national conspiracy to fix the price of, cathode-ray tubes ("CRTs") and products containing CRTs.

CC1 Limited Partnership, et al v. Horizon Lines, Inc., et al, Court File No. 08-cv-01467-DRD, U.S. District Court, District of Puerto Rico. Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a conspiracy to suppress and eliminate competition in the market for coastal water freight transportation services between the United States and Puerto Rico.

In re Chocolate Confectionary Antitrust Litigation, Court File No. MDL 1935, Middle District of Pennsylvania. Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a conspiracy to fix the prices of chocolate in the worldwide chocolate market.

In re Cigarette Antitrust Litigation, Court File No. 1:00-CV-0447-JOF, Northern District of Georgia. Reinhardt Wendorf & Blanchfield served on the expert witness

committee in this nationwide antitrust case against the major manufacturers of cigarettes.

In re Commercial Tissue Products Antitrust Litigation, MDL No. 1189, U.S. District Court, District of Florida. The firm was on the executive committee and participated in extensive discovery in this national antitrust case alleging price fixing in the paper products industry. The plaintiff class recovered in excess of \$40,000,000 in settlements.

Kirk Dahl et al., v. Bain Capital Partners LLC, et al., Court File No. 07-cv-12388, District of Massachusetts). Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a conspiracy among some of the world's largest private equity firms to not compete when bidding on large leveraged buy-outs.

In re Delta Airtran Baggage Fee Antitrust Litigation, Court File No. 09-md-2089, Northern District of Georgia. Reinhardt Wendorf & Blanchfield serves as class counsel in this pending class action alleging violations of the federal antitrust laws.

In Re: Domestic Air Transportation Antitrust Litig., MDL File No. 861, Northern District of Georgia, The firm served as class counsel in this class action alleging violations of federal antitrust laws.

In re DRAM Antitrust Litigation, Court File No. MDL 1486, Central District of California. Reinhardt Wendorf & Blanchfield served as class counsel and participated in extensive discovery in this antitrust case alleging a national conspiracy to fix the price of D-RAM, a type of computer chip. Counsel negotiated settlements in the amount of \$325,997,000 on behalf of the plaintiff class.

In re: European Rail Pass Antitrust Litigation, Civil File No. 00-Civ.691-1(WCC), Southern District of New York. Reinhardt Wendorf & Blanchfield served as lead counsel in this antitrust class action alleging price fixing of the commission paid to travel agents selling passes for European rail travel. The plaintiff class recovered \$375,000 in cash and \$888,000 in rail passes from two defendants who, in the wake of downturns in the travel industry, faced serious financial difficulties and potential bankruptcy.

In re Fasteners Antitrust Litigation, Court File No. MDL 1912, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a national conspiracy to fix the price of fasteners, zippers, snaps, hooks & eyes, rivets, eyelets and similar fastening devices.

In re Flash Memory Antitrust Litigation, Master File No. 07-0086 SBA, MDL 1852, Northern District of California. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging a national conspiracy to fix the price of flash memory.

In re Flat Glass Antitrust Litigation (II), *Court File No. MDL No. 1942*, Reinhardt Wendorf & Blanchfield was class counsel and worked extensively with the economic experts in this antitrust case alleging a national conspiracy to fix the prices of Construction Flat Glass. Over \$22.3 million in settlements was recovered on behalf of the plaintiff class.

In re Flat Glass Antitrust Litigation, *MDL 1200, Western District of Pennsylvania*. Reinhardt Wendorf & Blanchfield was on the executive committee of this antitrust case alleging a horizontal price fixing conspiracy. Class counsel recovered \$61.7 million in settlements on behalf of the class.

In re Graphics Processing Units Antitrust Litigation, *Court File No. 07-cv-01826-WHA, Northern District of California*. Reinhardt Wendorf & Blanchfield was class counsel in this class action alleging violation of federal antitrust laws.

In re High Fructose Corn Syrup Antitrust Litigation, *Master File No. 95-1477, MDL No. 1087, District of Illinois*. Reinhardt Wendorf & Blanchfield was class counsel and participated in extensive discovery in this national antitrust case alleging horizontal price fixing by the major manufacturers of high fructose corn syrup. \$431,000,000 in settlement were recovered on behalf of the plaintiff class.

In re High Pressure Laminates, *Court File No. 00-MD-1368(CLB), Southern District of New York*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the high pressure laminate industry. The plaintiff class recovered \$9.5 million in settlements.

In re Hydrogen Peroxide Antitrust Litigation *Court File No. 05-1339, MDL 1682, Eastern District of Pennsylvania*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the manufacture and sale of Hydrogen Peroxide and its downstream products sodium perborate & sodium percarbonate. Counsel obtained over \$87.3 million in settlements from four defendants on behalf of the plaintiff class.

In re: Industrial Silicon Antitrust Litigation, *Civil File No. 95-2104, Western District of Pennsylvania*. The firm served as co-lead and trial counsel in this antitrust price fixing case that recovered \$22.5 million in settlements from six defendants on behalf of the plaintiff class.

In re International Air Transportation Surcharge Antitrust Litigation, *Court File No. 06-cv-01793-CRB, Northern District of California*. Reinhardt Wendorf & Blanchfield was class counsel in this class action alleging antitrust violations related to fuel surcharges in the air transportation industry. Counsel obtained \$59,007,273 in settlements on behalf the class of U.S. Ticket purchasers and £48,339,176 on behalf U.K. ticket purchasers.

In re K-Dur Antitrust Litigation Civil File No. 01-1652(JAG), District of New Jersey. Reinhardt Wendorf & Blanchfield was class counsel and participated in discovery in this antitrust market allocation class action alleging unlawful agreements between Schering-Plough Corporation, Upsher-Smith Laboratories and American Home Products Corporation related to extended-release potassium chloride tablets and capsules.

Kleen Products, LLC, et al v. Packaging Corporation of America, et al., Court File No. 10-cv-5711, Northern District of Illinois Reinhardt Wendorf & Blanchfield serves as class counsel participating in extensive discovery projects in this pending class action alleging violation of federal antitrust laws.

In re Linen Services Antitrust Litigation, Court File No. 03-cv-7823-GEL, Southern District of New York. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging price fixing in the linen services industry. Counsel negotiated settlements in the amount of \$6.3 million in cash and \$2.9 million in vouchers on behalf of the plaintiff class.

In re Linerboard Antitrust Litigation, Court File No. 99-CV-2549, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield served on the expert witness committee and participated in extensive discovery in this antitrust class action alleging the manufacturers of corrugated linerboard conspired to fix prices on a nationwide level. The Plaintiff class recovered over \$200 million in settlements.

Marcus Corporation v. American Express, Court File No. 04-05432, Southern District of New York. Reinhardt Wendorf & Blanchfield is co-lead counsel in this pending anti-trust case challenging the tying of credit cards to charge cards.

McDonough, et al v. Toys "R" Us, Inc., et al. Court File No. 06-cv-0242-AB, Eastern District of Pennsylvania. The firm is class counsel and participated in substantial discovery in this pending class action alleging antitrust violations in the baby products market. Settlements totaling \$35.5 have been obtained on behalf of the plaintiff class.

In Re: Medical X-Ray Film Antitrust Litigation, Court File No. CV-93-5904 (CPS), Eastern District of New York. The firm was on the executive committee in this national class action alleging price fixing in the medical x-ray film industry. The Plaintiff class recovered \$39,360,000 in settlements.

In re Milk Products Antitrust Litigation, Master File No. 3-96-458, District of Minnesota. The firm was on the steering committee of this Minnesota antitrust case alleging a regional conspiracy to fix the price of milk.

In re Monosodium Glutamate Antitrust Litigation, Master File No.00-1328 (PAM/JGL, District of Minnesota. Reinhardt Wendorf & Blanchfield participated

in extensive document review in the antitrust case against the producers of MSG. The plaintiff class recovered over \$150,000,000 in settlements.

In re NASDAQ Market Makers Antitrust Litigation, *Court File No. 94 Civ. 3996 (RWS), Southern District of New York*. The firm performed substantial work representing the class in this case alleging market manipulation by the market makers in the National Association of Securities Dealers. Over \$1 billion in settlements was recovered on behalf of the plaintiff class.

In re NCAA Student-Athlete Name and Likeness Licensing Litigation, *Court File No. 09-cv-1967, Northern District of California*. Reinhardt Wendorf & Blanchfield serves as class counsel in this class action alleging *per se* violations of federal antitrust laws by engaging in a price-fixing conspiracy and a group boycott/refusal to deal that has unlawfully foreclosed class members from receiving compensation in connection with commercial exploitation of their images following their conclusion of intercollegiate athletic competition.

In re Online DVD Rental Antitrust Litigation, *Court File No. 09-md-2029, Northern District of California*. Reinhardt Wendorf & Blanchfield serves as class counsel and has participated in extensive discovery in this pending class action alleging monopolization and illegal restraint of trade in the on-line DVD rental market.

In re Optical Disk Drive Products Antitrust Litigation, *Court File No. 10-md-2143, Northern District of California*. Reinhardt Wendorf & Blanchfield serves as class counsel in this pending class action alleging violation of federal antitrust laws in the optical disk drive market.

In re OSB Antitrust Litigation, *Master File No. 06-CV-00826 (PSD), Eastern District of Pennsylvania*. Reinhardt Wendorf & Blanchfield was class counsel in this antitrust case alleging a conspiracy to fix the price of OSB board. RWB worked with the experts, participated in extensive discovery and was in charge of the discovery efforts against one of the defendants. The plaintiff class recovered over \$120,000,000 in settlements.

In Re: Packaged Ice Antitrust Litigation, *Court File No. MDL 1952*. Reinhardt Wendorf & Blanchfield is class counsel in this pending antitrust case alleging a national conspiracy to fix the price of packaged ice.

In re Payment Card Interchange Fee And Merchant Discount Antitrust Litigation, *MDL 05-1720 (JG)(JO), Eastern District of New York*. RWB is co-lead counsel of a subset of allegations against Visa and Mastercard and is participating in extensive discovery in this massive anti-trust case against the issuers of credit cards.

Performance Labs, Inc., et al. v. American Express Co., et al., *Case No. 06-cv-2974 (SWK), Southern District of New York*. Reinhardt Wendorf & Blanchfield is

co-lead counsel in this case alleging that the restrictions placed on merchants by American Express are antitrust violations.

In re Photochromic Lens Antitrust Litigation, *Court File No. 10-md-2173, Middle District of Florida*. Reinhardt Wendorf & Blanchfield serves as class counsel in this class action alleging violation of federal antitrust laws.

In re Plastic Cutlery Antitrust Litigation, *Master File No. 96-728, Eastern District of Pennsylvania*. The firm was co-lead counsel in this national antitrust case alleging the major manufacturers of plastic cutlery engaged in a horizontal agreement to fix prices. The Plaintiff class recovered over \$1.1 million in settlements.

In Re: Plastic Tableware Antitrust Litigation, *Master File No. 94-CV-3564 (United States District Court, Eastern District of Pennsylvania)* The firm was co-lead counsel in this national antitrust case alleging the major manufacturers of injection molded plasticware engaged in a horizontal agreement to fix prices. Plaintiff class recovered \$9 million in settlements.

In re Polypropylene Carpet Antitrust Litigation, *Master File No. 4:95-CV-193-HLM, MDL Docket No. 1075*. The firm was on the executive committee and participated in extensive discovery in this national antitrust case alleging price fixing of polypropylene carpet. The plaintiff class recovered over \$7 million in settlements.

In re Polyurethane Foam Antitrust Litigation, *Court File No. 10-md-2196 (JZ), Northern District of Ohio*. Reinhardt Wendorf & Blanchfield serves as class counsel in this antitrust class action alleging violation of federal antitrust laws.

In re: Potash Antitrust Litigation, *Court File No. 3-93-197, District of Minnesota*. The firm served a co-lead counsel in this national antitrust class action alleging the major producers of potash conspired to artificially inflate prices.

In re Pressure Sensitive Labelstock Antitrust Litigation, *MDL No. 1556*. Reinhardt Wendorf & Blanchfield was class counsel and has participated discovery in this antitrust case alleging price fixing in the pressure sensitive label industry. Settlements of \$46.5 million have been recovered on behalf of the plaintiff class.

In re Publication Paper Litigation, *Court File No. 3:04-MD-1631, District of Connecticut*. Reinhardt Wendorf & Blanchfield is class counsel in this nationwide antitrust case alleging price fixing of coated and uncoated magazine paper.

In re Refrigerant Compressors Antitrust Litigation, *Court File No. 02-md-02042, Eastern District of Michigan*. Reinhardt Wendorf & Blanchfield serves as class counsel in this pending class action alleging a conspiracy to fix, raise, maintain

and/or stabilize prices of, and allocate the worldwide market for, hermetically sealed refrigerant compressors.

In re Rubber Chemicals Antitrust Litigation, Court File No. 02-19278, Hennepin County District Court). Reinhardt Wendorf & Blanchfield served on the discovery and expert witness committees in this indirect purchaser antitrust class action, and served as lead counsel for the Minnesota case. As lead counsel, Garrett Blanchfield obtained a unanimous reversal of defendants' motion to dismiss from the Minnesota Supreme Court. *Lorix v. Crompton Corp., et al*, 734 N.W.2d 619 (Minn. 2007). The plaintiff class recovered \$3,798,225 in settlements.

Seiver et al. v. Time Warner, Court File No. 03-CV-7747, Southern District of New York. Reinhardt Wendorf & Blanchfield was co-lead counsel in this antitrust class action alleging Time Warner entered into illegal tying arrangements which required its subscribers to lease unwanted cable modems as part of their subscription fee for cable modem high-speed internet access.

In re Static Random Access Memory (SRAM) Antitrust Litigation, Court File No. 07-cv-01819-CW, Northern District of California. The firm was class counsel in this class action case alleging a national conspiracy to fix the price of SRAM, a type of computer chip. Over \$76 million in settlements has been recovered on behalf of the plaintiff class.

In Re: TFT-LCD (Flat Panel) Antitrust Litigation, Court File No. M: 07-1827 SI, MDL No. 1827, Northern District of California. Reinhardt Wendorf & Blanchfield is class counsel and is participating in extensive discovery in this pending antitrust case alleging a national conspiracy to inflate and stabilize the prices of Thin-Film Transistor Liquid Crystal Displays.

In re Transpacific Passenger Air Transportation Antitrust Litigation, Court File No. 07-cv-5634, Northern District of California. Reinhardt Wendorf & Blanchfield serves as class counsel in this class action alleging a long-running international conspiracy to fix the prices of trans-Pacific air passenger transportation and the fuel surcharges on this transportation.

Universal Delaware, Inc., d/b/a Gap Truck Stop v. ComData Corporation, Court File No. 07-cv-1078-JKG-HSP, Eastern District of Pennsylvania. Reinhardt Wendorf & Blanchfield is class counsel and is participating in discovery in this pending class action case alleging ongoing anti-competitive conduct.

In re Urethane Antitrust Litigation, Court File No. 04-1616, District of Kansas. Reinhardt Wendorf & Blanchfield represents the class in this ongoing antitrust class action alleging price fixing in the sale of urethane and urethane chemicals.

In re Vitamins Antitrust Litigation, Court File No. 99-197 (TFH), District of Columbia. Reinhardt Wendorf & Blanchfield was class counsel and participated

in extensive discovery in this national antitrust case alleging price fixing in the bulk vitamins industry. This case recovered over \$1 billion in settlements from several of the defendants.

SECURITIES CLASS ACTION LITIGATION

The attorneys of Reinhardt Wendorf & Blanchfield are well-known for their class action securities litigation practice. The firm has represented classes of shareholders throughout the country, recovering millions of dollars for defrauded shareholders. Reinhardt Wendorf & Blanchfield aggressively pursues these cases on behalf of shareholders and other victims injured by corporate fraud, misrepresentation, breaches of fiduciary duty, and other financial wrongdoings. Some of the securities cases in which the firm played a significant role are:

Bruce Bosshart et. al v. Manugistics Group, Inc., File No. 98-CV-1504, District of Minnesota. The firm served as co-lead counsel in this securities fraud class action that recovered \$2 million on behalf of the plaintiff class.

In re Ceridian Corporation Civil File No. 04-CV-03704-MJD-JGL, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison counsel in this securities fraud class action.

Unger v. Chronomed, Inc. et al Civil Action No.: MC 04-12272, Hennepin County. Reinhardt Wendorf & Blanchfield was liaison counsel in this Minnesota securities fraud class action.

In Re Computer Learning Centers Securities Litigation, File No. 98-859-A, Eastern District of Virginia. The firm was co-lead counsel in the securities class action alleging violation of federal securities laws. Class counsel recovered over \$7.5 million in cash and stock on behalf of the plaintiff class.

Craig Anderson, et. al. v. EFTC Corporation, et al, File No. No. 98-CV-962, District of Colorado. The firm served as co-lead counsel in the securities class action that recovered \$6 million on behalf of the plaintiff class.

Don Blakstad et al v. Net Perceptions, Inc. et al. Master File No. 03-17820 District of Minn. The firm served as class counsel in this securities fraud class action.

In re Engineering Animation Securities Litigation, Court File No. 4-99-CV-10117, Central District of Iowa. The firm served as class counsel in this

securities fraud class action that recovered \$7.5 million on behalf of the plaintiff class.

Long v. Eschelon Telecom, Inc. et al. *Court File No.: 27-cv-07-6687, Hennepin County.* Reinhardt Wendorf & Blanchfield was liaison counsel in this Minnesota securities class action alleging self-dealing and breach of fiduciary duty. As a result of this case, the defendants agreed to make additional disclosures to shareholders.

In re Future Health Care Securities Litig., *File No. C-9-95-180, Southern District of Ohio.* Reinhardt Wendorf & Blanchfield served as class counsel in this securities class action that recovered \$5.75 million in settlements on behalf of the plaintiff class.

In re Gander Mountain Securities Class Action, *Court File No. 05-CV-0183 DWF/JSM, District of Minnesota.* Reinhardt Wendorf & Blanchfield served as class counsel in this securities fraud class action.

Scott Halliday, et al. v. Lawson Software, *Court File No. 62-cv-3669, Ramsey County.* Reinhardt Wendorf & Blanchfield served as liaison counsel in this Minnesota direct shareholder class action for breach of fiduciary duty related to the takeover of Lawson Software by CGC Software Holdings. As a result of this case, the defendants agreed to make additional disclosures to shareholders.

Hennepin County 1986 Recycling Bond Litigation, *Master File CT 92-22272, Hennepin County.* Reinhardt Wendorf & Blanchfield was class counsel and served on the executive committee in this Minnesota class action representing bondholders who alleged improper redemption. The plaintiff class recovered over \$10.6 million in settlements.

In re Imperial Credit Industries, Inc., Securities Litigation, *Case No. CV 98-8842 SVW, Central District of California.* Reinhardt Wendorf & Blanchfield served as co-lead counsel in this securities fraud class action.

International Union of Operating Engineers, Local 132 Pension Plan v. International Multifoods Corp., et al. *Case No. CV 04-1361, Hennepin County.* Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities class action alleging breach of fiduciary duty related to the merger between International Multifoods Corp. (IMC) and Smucker. As a result of this class action, IMC agreed to include additional information in the Registration Statement related to the merger.

Jim Pierce, et al. v. Americredit Corp., et al., *Master File No. 4:03-CV-026-Y, Northern District of Texas.* Reinhardt Wendorf & Blanchfield served as class counsel in this securities fraud class action.

Joshua Teitelbaum v. Rural Cellular Corporation, et al., Court File No.: 21-CV-07-1145, Douglas County. Reinhardt Wendorf & Blanchfield was liaison counsel in this Minnesota stockholder class action alleging breach of fiduciary duty related to the sale of Rural Cellular Corporation to Verizon Communications. As a result of this litigation, Defendants agreed to make additional significant disclosures about the transaction.

Kirk Dahl, et al. v. Charles Schwab & Co., Inc., 524 N.W.2d 746 (Minn. 1994) Reinhardt Wendorf & Blanchfield was co-lead counsel in this class action alleging violations of stockbroker fiduciary duty.

In re Metris Securities Litigation, Court File No. 02-3677, District of Minnesota. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action that settled for \$7,500,000.

In re Nash Finch Securities Litigation, Court File No. 05-02934 ADM-AJB, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison counsel in this class action alleging violations of the Securities Exchange Act of 1934. The plaintiff class received \$6,750,000 in settlements.

In re Navarre Corp. Securities Litig., Court File No.: 05-1151-PAM-RLE, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison class counsel in this securities fraud class action that recovered \$4,000,000 on behalf of the class plaintiffs.

In re Pemstar Securities Litigation, Court File No.02-1821, District of Minnesota. Reinhardt Wendorf & Blanchfield served as liaison class counsel in this securities fraud class action that settled for \$12,000,000.

In re Piper Funds, Inc. Institutional Government Income Portfolio Litigation, Court File No. 3-94-587, District of Minnesota. The firm performed substantial work representing the class in this national class action alleging violation of federal securities laws. Settlements totaling \$70 million were recovered on behalf of the plaintiff class.

In re Powerwave Technologies Inc. Securities Litigation, Court File No. SACV-98-605-GLT (Eex), Central District of California. The firm served as co-lead counsel in this national securities class action that recovered \$3 million on behalf of the plaintiff class.

In re Putnam Mutual Funds Investment Litigation, MDL Docket No. 1590. Reinhardt Wendorf & Blanchfield served as class counsel in this mutual fund timing class action which recovered \$3,225,500 in settlements for the plaintiff class.

Reinhardt et al. v. Strong, et al, *Court File No. 03-CV-7438(PKC) Southern District of New York*. Reinhardt Wendorf & Blanchfield served as class counsel in this mutual fund timing class action. \$13,678,500 in settlements was recovered on behalf of the plaintiff class.

In re Retek Securities Litigation, *Court File No. 02-CV-4209, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel in this securities fraud class action.

Rowe v. St. Paul Travelers Companies, Inc., *Court File No. 04-cv-4576-JRT-FLN, District of Minnesota*. Reinhardt Wendorf & Blanchfield was liaison counsel in this derivative case which resulted in changes to the company's Corporate Governance Policy.

In re Rural Cellular Litigation, *Court File No. 03-CV-121, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action.

Sailors v. Northern States Power Co., *Court File No. CV 3-91-479, District of Minnesota*. The firm served as co-lead counsel in this securities fraud class action.

In re the Sportsman's Guide, Inc. Litigation, *Court File No. 19-C6-06-7903, Dakota County*. Reinhardt Wendorf & Blanchfield was liaison counsel in this securities class action alleging breach of fiduciary duty related to the acquisition of Sportsman's Guide, Inc. by Redcats USA, Inc. As a result of this litigation, Defendants agreed to make significant disclosures about the transaction.

In re SuperValu Securities Litigation, *Court File No. 02-CBV-1738, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as co-liaison counsel in this securities fraud class action. Over \$6,000,000 in settlements was recovered on behalf of the plaintiff class.

Svenningson v. Piper, Jaffray and Hopwood, et al., *File No. 3-85-921, District of Minnesota*. The firm was co-lead counsel in this securities class action alleging failure to perform due diligence. Plaintiff class recovered \$4,000,000 in settlements.

In re St. Paul Companies Securities Litigation, *Court File No. 02-3825, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as co-liaison counsel in this securities fraud class action. Over \$4,000,000 in settlements was recovered on behalf of the plaintiff class.

In re Stellent, Inc. Securities Litigation, *Master File No. CV-03-4384 RHK/AJB, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action that recovered \$12,000,000 for the Plaintiff class.

In re Transcrypt International Securities Litigation, Master File No. 4:98-CV-3099, District of Nebraska. Reinhardt Wendorf & Blanchfield was co-lead counsel in this securities fraud class action. The plaintiff class recovered \$3.85 million in cash and 4.46 million shares of common stock. An additional \$11.75 million in settlements was obtained from the accountants and underwriters.

In re Tricord Systems Inc. Securities Litigation, Master File No. 3-94-746, District of Minnesota. The firm was class counsel and served on the executive committee in this securities fraud class action.

In re United Health Group Incorporated PSLRA Litigation, Court File No. 06-1691 JMR/FLN, District of Minnesota. Reinhardt Wendorf & Blanchfield was liaison counsel in this securities class action that recovered \$925,500,000 in settlements on behalf of the class in addition to significant corporate governance reforms.

In re Xcel Securities, Derivative & "ERISA" Litigation, Master File No.02-2677(DSD/FLN), District of Minnesota. Reinhardt Wendorf & Blanchfield served as liaison counsel in this securities fraud class action. Class counsel negotiated a settlement in the amount of \$80,000,000 for the plaintiff class.

CONSUMER AND RICO LITIGATION

The attorneys of Reinhardt Wendorf & Blanchfield have zealously protected consumer rights in state and federal courts, including the United States Supreme Court. Cases the firm has successfully litigated include deceptive acts and practices in the areas of lending, false and deceptive advertising, fraud, breach of contract, misrepresentation, unsafe food, dishonest and deceptive marketing practices, invasion of privacy issues, and other violations of consumers' rights. Some of the consumer and RICO cases in which the attorneys of Reinhardt Wendorf & Blanchfield played a significant role are:

Boyd Demmer, et al v. Illinois Farmers Insurance Group, Court File No. MC 00-017872, Hennepin County District Court. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile

policies. As a result of this litigation, counsel obtained refunds of a portion of the PIP premiums paid by class members.

Buchet, et al. v. ITT Consumer Financial Corporation, et al., *File No. 3-91-809, District of Minnesota*. The firm served as co-lead counsel in this national consumer class action alleging RICO violations and forgery. Counsel recovered \$6.4 million in settlements on behalf of the plaintiff class.

Camp v. the Progressive Corporation, et al. *Civil Action No. 01-2680 Eastern District of Louisiana*. The firm served as class counsel and participated in significant discovery in this class action alleging violation of state overtime laws. The plaintiff class recovered over \$6,000,000 in settlements.

In re Conagra Peanut Butter Products Liability Litigation, *Court File No. 07-mdl-1845 TWT (United States District Court, Northern District of Georgia)*. Reinhardt Wendorf & Blanchfield served as class counsel in this product liability class action related to peanut butter that was contaminated with salmonella. Millions of dollars in settlements were paid out to individual claimants.

Denton v. Newell Window Furnishings, Inc., *Court File No. 97CH01556, Cook County, Illinois*). The firm served as co-lead counsel in this product liability class action related to lead contained in vinyl mini blinds.

Elliot v. ITT, et al., *Court File No. 90-C-1841, Northern District of Illinois*. The firm served as lead counsel in this consumer class action alleging RICO violations and insurance packing.

Frankle v. Best Buy Co., Inc., *Court File No. 08-cv-5501 JRT/JJG, District of Minnesota*. The firm was liaison counsel in this consumer class action alleging the improper installation and venting of dryers in consumer homes. As a result of this case, Best Buy agreed to replace improper dryer venting with heavy metal or semi-rigid duct vent at no cost to the consumer or to reimburse class members their reasonable out-of-pocket expenses if they have already replaced the improper venting.

Gerriets et al v. Western National Mutual Insurance Company, *Court File No. MC 00-016563, Hennepin County District Court*). Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel obtained refunds of a portion of the PIP premiums paid by class members.

Good v. Ameriprise Financial, Inc., et al., *Court File No. 06-CV-1027 DWF/SRN, District of Minnesota*. Reinhardt Wendorf & Blanchfield was class counsel in this consumer class action related to the payment of commissions.

H. J. Inc. v. Northwestern Bell Telephone Co., 492 U.S. 229, 109 S.Ct. 2893 (1989) Mark Reinhardt served as lead counsel and both briefed and successfully argued before the Supreme Court of the United States in this national consumer class action alleging RICO bribery. (H.J., Inc. v. Northwestern Bell, 109 U.S. 2893 (1989)).

Hamline Park Plaza Partnership, et al. v. Northern States Power Company, *Court File No. CT 95-004816 Hennepin County District Court*. The firm served as lead counsel in this Minnesota class action alleging consumer fraud and deceptive trade practices related to Northern States Power's Lighting Retrofit Program.

Hara v. USAA Casualty Insurance Company, *Court File No. 10-cv-3944, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Hawkins v. Thorp Loan Credit & Thrift Company, *File No. 85-6074, Hennepin County District Court*. The firm served as lead counsel in this Minnesota consumer class action alleging violation of the Minnesota Small Loan Act. Counsel obtained over \$47 million in cash refunds and product discounts on behalf of the plaintiff class.

In Re High Carbon Concrete Litigation, *File No.: 97-20657, Hennepin County District Court*. The firm was lead counsel in this consumer case brought on behalf of a class of approximately 1000 class members alleging violations of the Minnesota Deceptive Trade Practices Act and the Minnesota Prevention of Consumer Fraud Act. The class-wide settlement provided for complete replacement of the defective concrete application at no cost to the consumer.

Hohn v. ITT, *Court File No. 4-87-808, District of Minnesota*. The firm served as lead counsel in this RICO and consumer fraud class action.

In re Jetblue Airways Corp. Privacy Litigation, *MDL Docket No. 1587*. Reinhardt Wendorf & Blanchfield served as class counsel in this consumer privacy class action.

Johnson v. American Family Mutual Insurance Company, *Court File No. 10-cv-4224, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Joseph King v. The Home Depot, Inc. *Court File No. 1:04-00239-WQD, District of Maryland*. Reinhardt Wendorf & Blanchfield served as class counsel in this case

alleging improper assignment of credit card payments. \$4 million in settlements was recovered for the plaintiff class.

Kluessendorf v. Progressive Preferred Insurance Company, *Court File No. 10-cv-3945, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Lynette Lijewski, et al. v. Regional Transit Board, et al., *Court File No. 4-93-Civ-1108, District of Minnesota*. The firm served as co-lead counsel in this Minnesota class action alleging violations of the Americans with Disabilities Act. Counsel obtained significant therapeutic relief as well as a cash settlement on behalf of the plaintiff class.

Naficy et al v. Sprint Spectrum, L.P., *Civil File No. CV-98-4093 CBM (Shx), Central District of California*. The firm was lead counsel in this California class action alleging the Sprint PCS wireless network had not been developed to a sufficient level to allow Sprint PCS to meet anticipated demand and, as a result, the quality of service did not meet the level of quality promised in Sprint PCS advertisements. The plaintiff class settled with Sprint for restitution totaling 10% of the total air time charges up to \$20 per account, for a specified month.

Nelson v. Citibank, *Court File No. 4-29-287, District of Minnesota*. The firm served as lead counsel in this national consumer class action alleging violations of the National Bank Act.

In re Northwest Privacy Litigation, *Civil File No. CV 04-0126, District of Minnesota*. The firm was lead counsel in this consumer class action alleging release of confidential customer information in violation of the Electronic Communications Privacy Act, 18 U.S.C. §2701 *et seq.*, and state and federal law.

Leonard & Eileen Olson, et al v. American Family Mutual Insurance Company, *Court File No. MC 00-016519, Hennepin County District Court*. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel obtained refunds of a portion of the PIP premiums paid by class members.

Palmer v. Illinois Farmers Insurance Company, *Court File No. 10-cv-3956, District of Minnesota*. Reinhardt Wendorf & Blanchfield served as class counsel for this Minnesota class action for damages and equitable relief arising from Defendant's failure to calculate insurance premiums correctly using information available to it, in breach of its obligations under its form insurance policies and under Minnesota statutory law.

Park v. Konica Minolta Photo Imaging, I.S.A., Inc., File No. 2:05-cv-5519(HAA,) *District of New Jersey*. Reinhardt Wendorf & Blanchfield served as lead counsel in this national consumer case alleging the deceptive marketing of defective digital cameras. The relief provided in the settlement extended the warranty period with respect to the defective product and, class members received repair of the defective product; reimbursement for the cost of repairs if the consumer had already had the camera repaired; or a partial reimbursement of costs if the consumer bought a new digital camera (regardless of manufacturer).

In re Pet Food Products Liability Litigation, MDL Docket No. 1850. Reinhardt Wendorf & Blanchfield served as class counsel in this products liability class action alleging contaminated pet food products caused the illness and/or death of thousands of cats and dogs across the United States. \$24,000,000 in settlements was recovered on behalf of the plaintiff class.

Rathbun v. W.T. Grant, 219 N.W.2d 641 (Minn. 1974). Mark Reinhardt served as lead counsel in this consumer class action alleging usury. The case was one of the first class actions brought under the new rules in Minnesota.

Raymond Arent et al v. State Farm Mutual Automobile Insurance Company, Court File No. MC 00-016521, Hennepin County District Court. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel settled the case and obtained refunds of a portion of the PIP premiums paid by class members.

In Re Salmonella Litigation, File No. PI94-016304, Hennepin County District Court. The firm served as lead counsel in this national consumer class action filed on behalf of individuals who became ill after consuming salmonella bacteria contained in ice cream. Plaintiff class recovered approximately \$4.5 million in settlements for the plaintiff class.

In Re Schmitt Music Litigation, File No. 3-93-116, District of Minnesota. The firm served as lead counsel in this consumer class action alleging RICO and usury violations in the state of Minnesota related to the Defendant's "Instrument Trial Purchase Plan" which was marketed to the parents of students in school band programs. The Plaintiff class recovered \$2.5 million in settlements.

Streich v. American Family Mutual Ins. Co., 399 N.W.2d 210 (Minn. Ct. App. 1987). The firm served as lead counsel in this consumer class action alleging consumer fraud. Counsel obtained a substantial settlement for the class.

Sutton v. FCA Restaurant Company LLC, Court File No. 08-cv-5122(ADM/JJK), District of Minnesota. Reinhardt Wendorf & Blanchfield was class counsel in this class action related credit card numbers and expiration dates being printed on

customer receipts in violation of the Fair Credit Reporting Act. Class members received vouchers for free food at defendant's restaurants to settle the case.

In re Synthroid Marketing Litigation, Court File No. 97 C 6017, MDL 1182, Northern District of Illinois. Reinhardt Wendorf & Blanchfield served as class counsel and participated in extensive discovery in this class action related to the marketing of thyroid medication. Over \$87 million in settlements were paid out to the plaintiff class.

Tripp, et al. v. Aetna, et al., Court File No. 90-0008JC, District of New Mexico. The firm served as lead counsel in this consumer class action alleging violations of the small loan act and RICO violations.

In re U.S. Bancorp Litigation, Master File No. 99-891, District of Minnesota. The firm served as co-lead counsel in this national consumer class action alleging breach of fiduciary duty in the release of personal customer data. Counsel obtained a settlement of \$5 million in cash and product refunds on behalf of the plaintiff class.

In re Volkswagen and Audi Warranty Extension Litigation, Court File No. 07-md-1790, District of Mass. Reinhardt Wendorf & Blanchfield served as class counsel in the national consumer fraud case related to defendant's defective design of the 1.8 litre turbo-charged engines found in model year 1997-2004 Audi vehicles and model year 1998-2004 Volkswagen Passat vehicles. As a result of the litigation, the defendant agreed to reimburse class members 50-100% of their out-of-pocket costs for oil sludge related engine repairs and replacements and reasonable related expenses.

Yost, et al v. Allstate Insurance Company, Court File No. MC 00-016522, Hennepin County District Court. Reinhardt Wendorf & Blanchfield served as class counsel in this case alleging violation of Minnesota Statutes relating to the collection of insurance premiums for wage loss coverage on automobile policies. Counsel obtained refunds of a portion of the PIP premiums paid by class members.

ATTORNEY BIOGRAPHIES

Mark Reinhardt

Mark Reinhardt is a founding partner in Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, Mark Reinhardt co-founded Reinhardt & Anderson in 1979. He is a 1971 graduate of Columbus School of Law, Catholic University of America, and recipient of the Reginald Heber Smith Fellowship in 1971 and again in 1972. The Fellowship allowed him to work in the area of significant class action litigation. He is admitted to practice in the Supreme Court of Minnesota and is a member of the bars of the Supreme Court of the United States, the Courts of Appeals for the Second, Third, Fourth, Sixth, Eighth and Ninth Circuits, the District of Minnesota, Eastern and Western Districts of Wisconsin and the District of Columbia.

For the last 35 years, Mr. Reinhardt has devoted a major amount of his practice to complex commercial and class action litigation. He has tried jury cases to verdict in several different areas of law, including class action/antitrust. He has taken an active role in numerous regional and national class actions and has served as lead counsel or a member of the executive committees of many of these actions. He has briefed and argued these cases at all federal levels, including the United States Supreme Court (H.J., Inc. v. Northwestern Bell, 109 U.S. 2893 (1989)). He has also been employed on a nationwide basis as a consultant on class action and RICO issues and has testified on the RICO statute before the U.S. Senate Judiciary Committee. For over ten years, Mr. Reinhardt's peers have named him a "Leading Minnesota Attorney" in the area of antitrust litigation.

Mr. Reinhardt was an adjunct Professor of law at William Mitchell College of Law and has taught many Continuing Legal Education courses in complex business litigation, racketeering, class actions, and antitrust. He is a member of the advisory board of the Civil RICO Report, a BNA publication. He has published in the areas of RICO and class action litigation. His writings include: Streich v. American Family: Anatomy of a Class Action, 12 Minn. Trial Law. 15 (Fall 1987); The Pattern of Pattern - Cases Post-H.J. Inc., 5 Civ. RICO Rep. 5 (March 6, 1990); The RICO Act, Public Utilities Fortnightly, July 1991; Coming out of the Trenches with RICO, (M.T.L.A. May 1992); Complex Commercial Litigation, (Business Torts, SC Bar-CLE Division, September 1994); When and How to Settle Class Actions (Minnesota State Bar Association CLE, March 1996); and Review of an Antitrust Class Action, (Minnesota State Bar Association CLE, November 1999); Management of the Large Case and Current Class Action Issues: Plaintiff's Perspective, (Minnesota Institute Legal Education, September 2000); Review of Nationwide Antitrust Practice (South Carolina Bankruptcy Association, February 2005) and Class Actions 101, Lunch & Learn (South Carolina Bar Association, June 2009); and Class Action 101, (Ramsey County Bar Association, February 2012).

Mark A. Wendorf

Mr. Wendorf is a founding partner in Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, Mr. Wendorf was a partner in the law firm of Reinhardt & Anderson. Mr. Wendorf is a 1986 graduate of William Mitchell College of Law, St. Paul, Minnesota. He practices in the areas of class action antitrust and consumer litigation, and insurance law. His practice includes both trial and appellate work in state and federal courts across the country. Mr. Wendorf served as trial counsel in one of the few antitrust class actions tried in the past 10 years. In addition to his trial and appellate court experience, Mr. Wendorf has written and lectured extensively on issues involving the applicability and reform of statutes of limitation. His writings include: *The First Amendment: Churches Seeking Sanctuary for the Sins of the Fathers*, 31 *Fordham Urb. L.J.* 617 (2004).

Garrett D. Blanchfield

Mr. Blanchfield is a founding partner in the law firm of Reinhardt Wendorf & Blanchfield. Prior to forming Reinhardt Wendorf & Blanchfield, he was a partner in the St. Paul, Minnesota law firm of Reinhardt & Anderson. He has litigated class actions for more than 15 years with a focus on antitrust, securities and consumer cases. He is a 1990 graduate of Hamline University School of Law, where he was the Production Editor for the *Hamline Journal of Public Law and Policy*. Mr. Blanchfield interned with the Minnesota Court of Appeals Judge Doris Huspeni and also interned in the Canadian Department of Justice. Mr. Blanchfield was admitted to the Minnesota Bar in 1990. Upon graduation from law school, Mr. Blanchfield clerked for Minnesota District Court Judge Robert G. Schiefelbein. Mr. Blanchfield has taught legal writing at a local law school and lectured at a securities law CLE. In 2007, he obtained a unanimous reversal of a Minnesota Court of Appeals decision that limited the standing of indirect purchasers under Minnesota's Antitrust Act, *Lorix v. Crompton Corp., et al*, 734 N.W.2d 619 (Minn. 2007). In *Robertson v. Sea Pines Real Estate Co.*, ___ F.3d. ___ (4th Cir., 2012), Mr. Blanchfield successfully argued to the 4th Circuit in support of a District Court decision denying Defendant's motions to dismiss a pair of cases alleging violations of the Sherman Act.

Brant D. Penney

Mr. Penney began working as an associate at Reinhardt & Anderson in 2002 and joined Reinhardt, Wendorf & Blanchfield in June, 2003. A 2002 graduate of William Mitchell College of Law, Mr. Penney was a participant and member of the Rosalie E. Wahl Moot Court Team. Mr. Penney graduated from the University of Wisconsin-Eau Claire in 1997 with a B.S. in Political Science Legal Studies Track. He currently practices in the areas of class action antitrust, consumer litigation and securities law. He also has represented victims and survivors of sexual abuse by clergy, medical/mental health professionals, teachers and other such authority figures and employees in claims of race, gender and age discrimination and harassment. Mr. Penney has been involved in numerous aspects of litigation at the state and federal level. He also published the following article: *The First Amendment: Churches Seeking Sanctuary for the Sins of the Fathers*, 31 *Fordham Urb. L.J.* 617 (2004).

Roberta A. Yard

Ms. Yard joined Reinhardt Wendorf & Blanchfield in 2006. Ms. Yard had previously worked for Heins, Mills & Olson and Hammagren & Meyer. She was admitted to the bar in 2002. Ms. Yard graduated from Winona State University in 1991, *magna cum laude*, with a B.S. in Sociology/Criminal Justice, and from Santa Clara University School of Law in 2002, where she was the Editor-in-Chief of the Santa Clara Law Review. Ms. Yard practices primarily in the areas of antitrust and securities fraud class action litigation, and has experience in nearly all aspects of litigation in both state and federal court.

Lisa Neal Hayes

Mrs. Hayes began working as an associate with Reinhardt, Wendorf & Blanchfield in May, 2007. Mrs. Hayes had previously worked with Whatley Drake & Kallas of Birmingham, Alabama. She was admitted to the bar in 2004. Mrs. Hayes graduated from Auburn University in 2000 with a B.S. in Human Development and Family Studies and from Cumberland School of Law in 2004. Mrs. Hayes practices primarily in the area of antitrust class action litigation.

Gerard A. Shannon

Mr. Shannon joined Reinhardt Wendorf & Blanchfield in 2006. He was admitted to the bar in 1985. A 1982 graduate of Hamline University School of Law, Mr. Shannon attended Manhattan College and graduated in 1979 with a B.S. in Finance. Mr. Shannon practices primarily in the area of antitrust class action litigation and specializes in the discovery aspects of the litigation. He has worked extensively on In Re: TFT-LCD (Flat Panel) Antitrust Litigation, In re American Express Consolidated Merchants Litigation, and Kirk Dahl et al., v. Bain Capital Partners LLC, et al.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

REINHARDT WENDORF & BLANCHFIELD

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Reinhardt, Mark (P)	6.00	\$645-795	\$4,265.50
Blanchfield, Garrett (P)	111.00	\$565-660	\$69,950.00
Kim, JT (A)	2,513.85	\$350	\$879,847.50
Shannon, Gerard (A)	1,990	\$300	\$597,000.00
Yard, Roberta (A)	39.40	\$295-340	\$12,104.50
NON-ATTORNEYS			
Kosek, Shirley (PL)	10.05	\$195-225	\$1,969.75
TOTAL:	4,670.30		\$1,565,137.25

(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

REINHARDT WENDORF & BLANCHFIELD

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$55.26
Document Production	\$100.20
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$
Photocopies – Outside	\$
Postage	\$5.11
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$118.49
Telephone / Facsimile	\$320.84
Transcripts (Hearings, Depositions, etc.)	\$529.00
Travel (Airfare and Ground Travel)	\$380.00
Travel (Meals and Lodging)	\$411.02
TOTAL:	\$1,919.92

Hollis Salzman
ROBINS KAPLAN LLP
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New York, NY 10022
212-980-7400
212-980-7499
HSalzman@robinskaplan.com

Counsel for Plaintiffs

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

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

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

**DECLARATION OF HOLLIS SALZMAN
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, Hollis Salzman, declare and state as follows:

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

6 2. My firm has served as counsel to Plaintiffs throughout the course of this litigation. The
7 background and experience of Robins Kaplan LLP and its attorneys are summarized in the
8 *curriculum vitae* attached hereto as Exhibit 1.

9 3. Robins Kaplan LLP has prosecuted this litigation solely on a contingent-fee basis, and
10 has been at risk that it would not receive any compensation for prosecuting claims against the
11 Defendants. While Robins Kaplan LLP devoted its time and resources to this matter, it has
12 foregone other legal work for which it would have been compensated.

13 4. During the pendency of the litigation, Robins Kaplan LLP performed the following
14 work:

15 **INVESTIGATION AND RESEARCH**

16 Attended meetings and performed research regarding potential class representatives.

17 **DISCOVERY**

18 Executed document review of both English and Japanese language discovery; performed
19 detailed work in preparation for depositions; attended and participated in a deposition.

20
21 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
22 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
23 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
24 hours spent by Robins Kaplan LLP during this period of time was 5,508.8, with a corresponding
25 lodestar of \$1,814,095.00. This summary was prepared from contemporaneous, daily time
26 records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2
27 is for work assigned by Co-Lead Counsel, and was performed by professional staff at my law
28 firm for the benefit of the Class.

1 6. The hourly rates for the attorneys and professional support staff in my firm included in
2 Exhibit 2 are the usual and customary hourly rates charged by Robins Kaplan LLP during that
3 time frame.

4 7. My firm has expended a total of \$240.43 in unreimbursed costs and expenses in
5 connection with the prosecution of this litigation. These costs and expenses are broken down in
6 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
7 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
8 in this action are reflected on the books and records of my firm. These books and records are
9 prepared from expense vouchers, check records and other source materials and represent an
10 accurate recordation of the expenses incurred.

11 8. Robins Kaplan LLP has paid a total of \$32,500.00 in assessments for the joint
12 prosecution of the litigation against the Defendants.

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

15 I declare under penalty of perjury under the laws of the United States of America that the
16 foregoing is true and correct. Executed on this 2nd day of April, 2015 at New York, New York.

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HOLLIS SALZMAN

EXHIBIT 1

EXHIBIT 1

Antitrust & Trade
Regulation Practice Group
Resume

ROBINS  KAPLAN_{LLP}

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INTRODUCTION

Robins Kaplan LLP is among the nation's premier trial law firms, with more than 220 attorneys in six major cities. Firm attorneys serve corporate, government and individual clients across the country and around the world. The Firm has repeatedly received recognition for its accomplishments from leading legal-ranking organizations. Some of our recent Firm recognitions include:

- Law360 named the Firm as one of its "Competition Practice Groups of 2014;"
- *Global Competition Review* named the Firm as one of the nine leading antitrust law firms in the country in their 2014 feature of the U.S. antitrust plaintiff's bar;
- *Chambers USA* placed the Firm on its first band nationally for the Firm's antitrust work in 2014 and on its list of leading law firms in 2013 and 2014;
- *BTI* named the Firm an "Awesome Opponent" in its 2014 Litigation Outlook; and
- *ALM* placed the Firm on its list of "2013 Go-To Law Firms at the Top 500 Companies."

Firm attorneys were also honored this year in other publications including, *The New York Law Journal*, *Chambers USA*, *Benchmark Litigation*, *Lawdragon 500*, *The Global Competition Review*, *US News/Best Lawyers*, *Legal 500*, *Super Lawyers*, *The Hollywood Reporter* and *Benchmark Top Women in Litigation*.

The Firm's Antitrust and Trade Regulation Practice Group has obtained over \$15 billion in settlements on behalf of its clients in large-scale antitrust litigation, earning it a reputation as one of the nation's premiere litigation practices. Most recently, the Firm reached a groundbreaking \$7.25 billion antitrust class-action settlement with Visa, MasterCard and major U.S. banks relating to interchange fees and merchant point-of-sale rules -- the largest ever for a private antitrust case. The Firm also broke new ground when it obtained a landmark \$6.6 billion settlement on behalf of the State of Minnesota and Blue Cross and Blue Shield of Minnesota in an antitrust and consumer-fraud lawsuit against the tobacco industry. On the other side of the courtroom, the Firm has a long history of successfully defending Fortune 100 and publicly traded companies in major antitrust disputes. For example, the Firm successfully represented United Health Group in a precedent-setting antitrust case involving its acquisition of a rival, defeating a claim for damages in excess of \$1 billion.

The Firm is also known for its exceptional trial advocacy and has successfully tried hundreds of cases to verdict. To date, the firm has obtained nearly \$2 billion in jury verdicts on behalf of its clients, including several notable wins in antitrust matters. In *In re Lorazepam and Clorazepate Antitrust Litigation*, the Firm tried the case to verdict and obtained \$76.8 million post-trial damages on behalf of three health-insurance plans.

The Firm has also earned national acclaim for its commitment to *pro bono* and diversity initiatives. Since 2008, over 7 percent of the Firm's total attorney billable time was contributed to *pro bono* matters, ranging from the Firm's large scale youth-law and veterans initiatives, to helping individuals seek shelter from abuse, asylum from persecution, and freedom from censorship. And as a result of the Firm's commitment to diversity in the workplace, it has received a 100% rating in the Human Rights Campaign Foundation in its Corporate Equality Index for the last five consecutive years and has been the recipient of the 2012 Diversity Leader Award by the Profiles in Diversity Journal.

For additional information about the Firm, please visit www.RKMC.com.

NOTABLE SUCCESSES

Robins Kaplan LLP has obtained history-making successes for both plaintiffs and defendants in antitrust cases and other complex commercial matters. The cases below are just some of the results that we have obtained for our clients in high-stakes disputes.

Plaintiffs' Representation (Antitrust):

- Obtained more than \$100 million in partial settlements with certain Defendants in multiple widespread, decade-long conspiracies to unlawfully fix the prices charged for various automotive parts. The case continues against the remaining Defendants. *In re Automotive Parts Antitrust Litigation*, C.A. No. 12-md-02311 (E.D.Mich.).
- Obtained nearly \$1 billion in partial settlements with certain Defendant airlines for an alleged global conspiracy to fix surcharges for air cargo shipping services. The case continues against the remaining Defendants. *In re Air Cargo Shipping Services Antitrust Litigation*, C.A. No. 06-md-01775 (CBA) (E.D.N.Y.).
- Obtained a historic settlement with Visa, MasterCard, and major issuing banks that provides merchants with approximately \$7.25 billion in cash and secures important reforms to Visa and MasterCard rules that plaintiffs alleged harmed competition. *In re Payment Card Interchange Fee & Merchant Discount Antitrust Litigation*, No. 05-md-1720 (JG)(JO) (E.D.N.Y.).
- Obtained a \$76.8 million jury verdict on behalf of three health insurers who overpaid for prescription drugs because of branded manufacturer's exclusion of generic competition through the restriction of the generics' supply. The case is currently on remand from the D.C. Circuit Court of Appeals. *In re Lorazepam and Clorazepate Antitrust Litigation*, MDL No. 1290 (D.D.C.).

- Represented the State of Minnesota and Blue Cross and Blue Shield of Minnesota in a groundbreaking antitrust and consumer-fraud lawsuit against the tobacco industry. The case was settled for nearly \$7 billion after four months of trial, on the eve of jury deliberations. *State of Minnesota and Blue Cross & Blue Shield of Minnesota v. Philip Morris Inc. et al*, No. C1-95-1324 (Minn.).

Defendants' Representation (Antitrust):

- Obtained Rule 12/*Twombly* dismissal of putative nationwide class action against Graco Inc. and its distributors of spray foam insulation equipment, which was brought following FTC consent decree over Graco's spray foam business acquisitions. *Insulate SB, Inc. v. Advanced Finishing Systems, Inc., et al.*, No. 13-cv-2664 ADM/SER, 2014 U.S. Dist. LEXIS 31188 (D. Minn. Mar. 11, 2014).
- Defeated class certification on behalf of grocery wholesaler SuperValu Inc. in putative multi-state class action alleging that its asset-exchange transaction with another wholesaler constituted an unlawful market division. *In re Wholesale Grocery Products Antitrust Litigation*, No. 09-MD-2090 ADM/AJB, 2012 U.S. Dist. LEXIS 103215 (D. Minn. July 25, 2012), *denial of class cert. aff'd*, 752 F.3d 728 (8th Cir. 2014). Also represented SuperValu in related Federal Trade Commission investigation of the asset exchange, persuading the FTC to close the investigation without action in March 2011.
- Secured Rule 12 dismissal of a complaint asserted against The Toro Company by a manufacturer of smart-sprinkler technology. The issues presented in the motion to dismiss included the plausibility of the allegations under the standard set forth in the Supreme Court's decision in *Twombly*, as well as the intersection between the antitrust and patent law. *Digital Sun v. The Toro Co.*, No. 10-cv-4567-LHK, 2011 WL 1044502, at *4 (N.D. Cal Mar. 22, 2011).
- Obtained summary judgment on behalf of UnitedHealth Group, Inc. against allegations that it fixed prices with a rival while its acquisition of that rival was pending regulatory approval. This case has been recognized as the leading authority on parties' liability under Section 1 of the Sherman Act for "gun jumping" the regulatory approval of a merger. *Omnicare, Inc. v. UnitedHealth Group, Inc.*, 594 F. Supp. 2d 945 (N.D. Ill. 2009), *aff'd*, 629 F.3d 697 (7th Cir. 2011).
- After securing a \$91 million jury verdict—upheld on appeal—for UNOCAL against ARCO, Chevron, Exxon, Mobil, Texaco, and Shell in a patent-infringement action regarding UNOCAL's patent on clean gasoline fuel, the Firm then defended UNOCAL when the FTC brought suit, alleging that UNOCAL failed to disclose its patents in standard-setting procedures. *In the matter of Union Oil Co. of California*, No. 9305 (F.T.C.).

Complex Commercial Representation:

- Obtained a \$2.7 billion arbitration award on behalf of Kraft Foods Group Inc./Mondelez International Inc. for breach of contract against Starbucks Coffee Company. The recovery brought an end to a three year arbitration challenging Starbucks' early termination of Kraft's exclusive rights to sell, market and distribute Starbucks roast and ground coffee in grocery and other retail outlets.
- Obtained a \$520 million jury verdict – increased to \$565 million with prejudgment interest – for patent infringement against Microsoft on behalf of Eolas Technologies and the University of California. On appeal, the Federal Circuit affirmed the finding of infringement and the damages award. The case settled four days before the start of the invalidity trial. *Eolas Technologies, Inc. et al. v. Microsoft Corp*, No.99-cv-00626 (N.D. Ill).
- Represented the Government of India, on behalf of the victims, in the Bhopal Gas Leak Disaster, which claimed thousands of lives and injured hundreds of thousands of others. The Firm secured a \$475 million settlement with Union Carbide. *In re Union Carbide Corp. Gas Plant Disaster*, Misc. No. 21-38 (JFK) (S.D.N.Y.).
- Represented Pitney Bowes in a patent infringement case against Hewlett-Packard involving patents on laser-jet printer technology. The case settled for \$400 million and other business considerations on the morning opening statements were to be made. *Pitney Bowes, Inc. v. Hewlett-Packard Co.*, No. 95-cv-01764-JCH (D. Conn.).
- Represented the creators of the highly successful television show “Who Wants to Be a Millionaire?” in a dispute over show profits. Obtained a federal-jury verdict of \$270 million against Disney and its subsidiaries. The district court increased the award to \$320 million to account for prejudgment interest. *Celador International, Ltd. v. American Broadcasting Cos., Inc., et al.*, No. 04-cv-3541 (VAP) (RNB) (C.D. Cal.), *aff'd*, 499 Fed. Appx. 721 (9th Cir. 2012), *Petition for r'hrgr denied* (Feb. 26, 2013).

NOTABLE ANTITRUST LEADERSHIP APPOINTMENTS

- *In re Air Cargo Shipping Services Antitrust Litigation*, MDL No. 1775 (E.D.N.Y.)
- *In re Automotive Parts Antitrust Litigation*, MDL No. 2311 (E.D.Mich.)

- *In re Blood Reagents Antitrust Litigation*, MDL No. 2081 (E.D.Pa.)
- *In re Chocolate Confectionary Antitrust Litigation*, MDL No. 1935 (M.D.Pa.)
- *In re Crude Oil Commodity Futures Litigation*, 11-cv-03600 (S.D.N.Y.)
- *Dahl, et al. v. Bain Capital Partners, LLC et al.*, 07-cv-12388 (D.Mass.)
- *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*, MDL No. 2542 (S.D.N.Y.)
- *In re Merck Mumps Vaccine Antitrust Litigation*, 12-cv-03555 (E.D.Pa.)
- *In re Optiver Commodities Litigation*, 08-cv-06842 (S.D.N.Y.)
- *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, MDL No. 1720 (E.D.N.Y.)
- *In re Polyurethane Foam Antitrust Litigation*, MDL No. 2196 (N.D. Ohio)
- *In re Vehicle Carrier Services Antitrust Litigation*, 13-cv-03306 (D.N.J.)

REPRESENTATIVE CLIENTS

3M	Fonar Corporation	Medtronic, Inc.
Advanced Micro Devices, Inc.	Forever 21, Inc.	Meridian Broadcasting Company
Best Buy Co., Inc.	Ft. Myers Broadcasting Company	Merrill Corporation
Carlson, Inc.	GE	Minneapolis Area Association of REALTORS
Cargill, Inc.	General Mills, Inc.	MoneyGram
Coventry Health Care	Gold Medal Bakery, Inc.	Multi-Tech Systems, Inc.
Delta Dental of Minnesota	Heliodyne, Inc.	Pitney Bowes Inc.
Donaldson Company, Inc.	Honeywell International Inc.	Schwan's Sales Enterprises, Inc.
Electrosonic, Inc.	International Rectifier Corp.	SuperValu Inc.
Enterasys Networks, Inc.	Johnson Brothers	The New York Times
Estée Lauder Inc.	Katun Corporation	The Toro Company
FICO	Loewen	TriStrata Technology, Inc.
Flextronics International	Maines Paper & Food Service, Inc.	

UnitedHealth Group,
Inc.
Upsher-Smith

Laboratories, Inc.
VKR Holding A/S
VELUX America, Inc.

Xerox Corporation

PRO BONO AND COMMUNITY SERVICE ACTIVITIES

We believe that everyone deserves equal access to our justice system, regardless of race, religious beliefs, nationality, or economic situation. Since 2008, approximately 7% of our total attorney billable time has been contributed to pro bono work. The Firm has a Pro Bono Committee that ensures that resources and training are available to attorneys and establishes partnerships with nonprofit legal-services agencies.

The Firm has created pro bono projects which focus on certain populations with unmet legal needs. For example, through its Youth Law Initiative, Robins Kaplan LLP works to ensure the legal protection of children and teens while striving to protect their rights and dignity. Through its Veterans and Military Law Initiative, the Firm provides legal services to veterans in appealing benefit denials, change of discharge status, and other full-representation matters. Beyond the Firm's pro bono projects, Firm members perform impactful work in a variety of legal areas. Some examples of our pro bono work include providing legal advice to single mothers striving to overcome generational poverty, advocating for the asylum of individuals facing torture and death if returned to their countries of origin, fighting for the liberty of wrongfully convicted individuals, and ensuring that fundamental rights are being protected.

As a result of our efforts, the Firm has received numerous accolades over the years including, the National Legal Aid and Defender Association's Beacon of Justice Award, multiple top ten rankings in the American Lawyer magazine's Pro Bono Scorecard, #1 rating in Vault's 2013 Top 100 Law Firm Survey, and the National Law Journal's 2011 Pro Bono Award.

DIVERSITY

Diversity and inclusion are part of Robins Kaplan LLP's core values. The Firm was founded in 1938 by two Jewish lawyers who were excluded from other law firms at the time. They went on to carve their own space in the legal profession, and now, over 75 years later, the Firm has grown to include well over 200 attorneys in six locations across the nation. As of February 2015, women attorneys make up 49% of associates and 23% of principals and partners. Attorneys of color comprise about 17% of associates, 8% of principals and partners. Openly LGBT attorneys make up 4% of associates and 4% of principals and partners. Our percentages for attorneys of color, openly LGBT attorneys, and women associates exceed the national average for similarly-sized law firms according to the National Association for Law Placement diversity statistics.

The Firm's Diversity Committee was created in 1999, consists of firm members who sit at the highest levels of leadership, and focuses on racial, gender and LGBT diversity and inclusion in the workplace. We are currently assessing team assignments, work allocation, and performance evaluation procedures to identify unconscious barriers to success for diverse attorneys. We continue to offer numerous programs to increase diversity in recruitment, retention, and advancement at the Firm, including 1L diversity clerkships, mentoring, attorneys of color conferences, women's leadership events, and business development trainings. The Firm is also proud to support and collaborate with organizations which focus on professional development of diverse attorneys including the Leadership Council on Legal Diversity, Twin Cities Diversity in Practice, Boston Lawyers Group, California Minority Counsel Program, and a variety of bar associations promoting women and minorities.

Our commitment and dedication to diversity and inclusion has garnered the Firm the 2014 Hennepin County Bar Association's Legal Employer Diversity Award, ranking among the top 100 law firms for diversity in the Minority Law Journal's Diversity Scorecard, and 100% scoring in the Human Rights Campaign's Corporate Equality Index for LGBT-friendly work policies and practices.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

Robins Kaplan LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Hollis Salzman (P)	3.5	\$300.00 ¹	\$1,050.00
Kellie C. Lerner (P)	7.5	\$300.00 ¹	\$2,250.00
Kellie C. Lerner (P)	0.6	\$725.00	\$435.00
Elizabeth L. Friedman (A)	60.9	\$300.00 ¹	\$18,270.00
Reed J. Ackerman (A)	2328	\$300.00	\$698,400.00
Dinah Reese (A)	80.8	\$300.00 ¹	\$24,240.00
Dinah Reese (A)	1707.5	\$375.00 ²	\$640,312.50
Dinah Reese (A)	120.5	\$575.00	\$69,287.50
Erica L. Airsman (A)	983.2	\$300.00 ¹	\$294,960.00
Shane Hill (A)	72.2	\$300.00 ¹	\$21,660.00
Mitha A. Rao (A)	144.1	\$300.00 ¹	\$43,230.00
NON-ATTORNEYS			
TOTAL:			\$1,814,095.00

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

¹ Rate capped by co-leads for work related to document review.

² Rate capped by co-leads for work related to Japanese language document review.

EXHIBIT 3

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 3

Robins Kaplan LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 151.35
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$ 67.48
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)	\$ 21.60
TOTAL:	\$240.43

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6 SAVERI & SAVERI, INC.
7 706 Sansome Street
8 San Francisco, CA 94111
Telephone: (415) 217-6810
Facsimile: (415) 217-6813

9 *Counsel for Plaintiffs*
10
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14 **UNITED STATES DISTRICT COURT**
15 **NORTHERN DISTRICT OF CALIFORNIA**
16 **SAN FRANCISCO DIVISION**
17

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

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

**DECLARATION OF R. ALEXANDER
SAVERI IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

21
22 **This Document Relates to:**

23 **ALL ACTIONS**
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1 I, R. ALEXANDER SAVERI, declare and state as follows:

2 1. I am the managing partner at Saveri & Saveri, Inc. (the “Saveri Firm”). I submit this
3 declaration in support of Plaintiffs’ application for an award of attorneys’ fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel to named plaintiffs Thomas Schelly, Michael Benson,
8 Tori Kitagawa, Justin LaBarge, Scott Frederick, Lolly Randall and Christian Duke throughout the
9 course of this litigation. The background and experience of the Saveri Firm and its attorneys are
10 summarized in the *curriculum vitae* attached hereto as Exhibit 1.

11 3. The Saveri Firm 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 the Saveri Firm devoted its time and resources to this matter, it has foregone
14 other legal work for which it would have been compensated.

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

16 **INVESTIGATION AND RESEARCH**

17 Prior to the Saveri Firm filing the first of four class action complaints representing seven
18 separate named class plaintiffs, the Saveri firm researched the air transportation industry, reviewed
19 industry and public filings and drafted a comprehensive complaint with respect to the illegal
20 conduct alleged.

21 **PLEADINGS AND MOTIONS**

22 The Saveri Firm drafted the opposition to the motion to dismiss filed by Defendant EVA
23 Airways (“EVA”). Additionally, at the direction of Co-Lead Counsel, the Saveri Firm drafted a
24 motion to compel discovery from employees located in foreign outposts.

25 **DISCOVERY**

26 The Saveri Firm was tasked throughout the course of the litigation with marshalling the
27 discovery efforts with respect to Defendant EVA. The Saveri Firm had extensive meet and confer
28 sessions with EVA regarding its responses to interrogatories and requests for production of

1 documents. The meet and confer sessions covered negotiations with respect to the ESI protocol,
2 custodians and search terms. The Saveri Firm was the principal firm in charge of reviewing and
3 coding EVA's documents. The Saveri Firm also participated in the review of JAL documents.

4 The Saveri Firm deposed six EVA employees. The depositions took place in Los Angeles
5 and Taipei, Taiwan. The depositions taken by the Saveri Firm covered: 1) merits depositions with
6 respect to the illegal conspiratorial conduct alleged in the Consolidated Amended Complaint; 2)
7 30(b)(6) depositions; and 3) the deposition of a declarant regarding the filed rate doctrine. The
8 Saveri Firm attorneys also assisted in the preparation and taking of additional EVA deponents.

9 **EXPERT WORK**

10 The Saveri Firm worked with lead counsel and the economist with respect to obtaining and
11 understanding the extensive transactional data produced by EVA. Additionally, the Saveri Firm
12 worked with the economist to understand the pricing structure to oppose motions for summary
13 judgment on the filed rate doctrine. Lastly, attorneys at the Saveri Firm who are fluent in Japanese
14 assisted the economists in the review and translation of relevant documents for the motion for
15 class certification.

16 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
17 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
18 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
19 hours spent by the Saveri Firm during this period of time was 3,546.25, with a corresponding
20 lodestar of \$1,529,606.25. This summary was prepared from contemporaneous, daily time
21 records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2
22 is for work assigned by Co-Lead Counsel, and was performed by professional staff at the Saveri
23 Firm for the benefit of the Class.

24 6. The hourly rates for the attorneys, paralegals and law clerks in my firm included in
25 Exhibit 2 are the usual and customary hourly rates charged by the Saveri Firm during that time
26 frame.

27 7. My firm has expended a total of \$28,695.77 in unreimbursed costs and expenses in
28 connection with the prosecution of this litigation. These costs and expenses are broken down in

1 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
2 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
3 in this action are reflected on the books and records of my firm. These books and records are
4 prepared from expense vouchers, check records and other source materials and represent an
5 accurate recordation of the expenses incurred.

6 8. The Saveri Firm has paid a total of \$75,000 in assessments for the joint prosecution of
7 the litigation against the Defendants.

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

10 I declare under penalty of perjury under the laws of the United States of America that the
11 foregoing is true and correct. Executed on this 2nd day of April, 2015 at San Francisco, CA.

12
13 A handwritten signature in blue ink, reading "R. Alexander Saveri", is written over a horizontal line.

14 R. Alexander Saveri
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EXHIBIT 1

SAVERI & SAVERI, INC.
706 SANSOME STREET
SAN FRANCISCO, CALIFORNIA 94111
Telephone: (415) 217-6810
Facsimile: (415) 217-6813

SAVERI & SAVERI, INC., an AV-rated law firm, was established in 1959. The firm engages in Antitrust and Securities litigation, Product Defect cases, and in general civil and trial practice. For over fifty years the firm has specialized in complex, multidistrict, and class action litigation.

GUIDO SAVERI, born San Francisco, California, June 10, 1925; admitted to bar, 1951, California. *Education*: University of San Francisco (B.S., *summa cum laude*, 1947; LL.B., *summa cum laude*, 1950). *Member*: Bar Association of San Francisco; State Bar of California; American Bar Association (Member, Antitrust Section); Lawyers Club of San Francisco.

Mr. Saveri is a senior partner in the firm of Saveri & Saveri, Inc. He started the firm in 1959 and associated with Joseph L. Alioto, Esq., San Francisco, California, in the practice of antitrust and other corporate litigation. After law school in 1951 and up until the forming of his firm in 1959 he was associated with the law firm of Pillsbury, Madison & Sutro, San Francisco, California.

He has the highest rating in Martindale Hubbell, namely, "AV."

Mr. Saveri has testified before the Federal Judiciary Committee on antitrust matters and has lectured on antitrust matters before The Association of Trial Lawyers of America, the Federal Practice Institute, and other lawyer associations. Mr. Saveri has also written various periodicals on antitrust topics. Mr. Saveri was named the 2007 Antitrust Lawyer of the Year by the State Bar of California's Antitrust and Unfair Competition Section.

From the time he started his firm in 1959, Mr. Saveri has devoted practically all of his time to antitrust and other corporate and complex litigation. He has actively participated in antitrust cases involving the electrical industry, the water meter industry, scrap metal industry, liquid asphalt industry, dairy products industry, typewriter industry, vanadium industry, pipe-fitting industry, grocery business, liquor industry, movie industry, animal-raising business, chemical industry, snack food industry, paper label industry, chrysanthemum industry, drug industry, sugar industry, records industry, industrial gas industry, wheelchair industry, rope industry, copper tubing industry, folding cartons industry, ocean shipping industry, pancreas gland industry, corrugated container industry, glass container industry, fine paper industry, food additives industry, prescription drugs industry, medical x-ray film industry, computer chips and many others.

The following are some of the class actions in which Mr. Saveri actively participated:

Nisley v. Union Carbide and Carbon Corp., 300 F. 2d 561 (10th Cir. 1960), and ***Continental Ore. Co. v. Union Carbide and Carbon Corp.***, 370 U.S. 690 (1962). In 1960, Mr. Saveri was one of the trial attorneys in the above cases which are the forerunners of present class action litigation and are responsible not only for Rule 23 as it exists today but also for some of the more important rulings in the field of antitrust law. The *Nisley* case was a class action tried before a jury both on liability and damages and resulted in a verdict for the named plaintiffs and the entire class. It is considered one of the leading cases on class actions, is often referred to as a model for the trial of class actions, and has been followed in those antitrust class action cases which have gone to trial.

Sacramento Municipal Utility District v. Westinghouse Elec. Corp., 1962 Trade Case. ¶ 70,552 (N.D. Cal. 1962). Mr. Saveri was one of the principal attorneys in several cases which have come to be known as the *Electrical Equipment* cases. In 1961–1965, Mr. Saveri represented such clients as the State of Washington, Sacramento Municipal Utility District and Modesto Irrigation District. Mr. Saveri was one of the attorneys who tried several of these cases and did very extensive work under a coordinated program instituted by the Murrah Committee under the direction of the then Chief Justice of the United States. This Committee later became the Judicial Panel for Multi-District Litigation. As a result of his experience in these cases, he participated in drafting proposed legislation creating the Panel on Multi-District Litigation.

Nurserymen's Exchange v. Yoda Brothers, Inc., before Judge George R. Harris in San Francisco. Mr. Saveri was the sole attorney for a class of 10,000 chrysanthemum growers. This case was settled for substantial sums.

City of San Diego, et al. v. Rockwell Manufacturing Company, before Judge George H. Boldt of San Francisco. Mr. Saveri was Liaison and Lead Counsel in the above case involving water meters. This case was settled for substantial sums.

In re Private Civil Treble Damage Actions Against Certain Snack Food Companies, Civil No. 70-2121-R, in the United States District Court, Central District of California. Mr. Saveri was the lead attorney for the retail grocers' class comprised of all retail grocers in the states of California, Nevada, and Arizona certified by Judge Real involving the snack food industry. The case was settled for substantial sums.

In re Sugar Antitrust Litigation, MDL No. 201, in the United States District Court for the Northern District of California, before Judges Boldt and Cahn. Mr. Saveri was the lead attorney for the retail grocer classes in the Western Sugar litigation. In this litigation, he was a member of the Executive Committee, Steering Committee and Settlement Committee. This case settled for more than \$35,000,000.

Sun Garden Packing Co. v. International Paper Co., et al., C-72-52, U.S. District Court in San Francisco. In 1972 Mr. Saveri filed the first price fixing class action against the paper industry. He was the sole attorney representing all purchasers of lithograph paper labels in the United States. The lithograph paper labels case was settled at a substantial figure. The lithograph

paper labels case was responsible for subsequent government indictments in lithograph paper labels, folding cartons, small paper bags, and corrugated containers.

In re Folding Carton Antitrust Litigation, MDL No. 250, Eastern District of Illinois, Judges Will and Robson. Mr. Saveri was a member of the Executive Committee, Vice Chairman of Discovery and a member of the Trial Team in this action involving a horizontal conspiracy to fix prices for folding cartons. The case was settled for more than \$200,000,000.

In re Coordinated Pretrial Proceedings in Antibiotic Antitrust Actions, MDL No. 10, 4-72 Civ 435; Judge Lord, United States District Court, District of Minnesota, Fourth Division. Mr. Saveri was the attorney for the institutional class and consumer class for the States of Utah and Hawaii. These actions were settled for substantial sums.

Building Services and Union Health and Welfare Trust Fund, Plaintiff, v. Charles Pfizer Company, et al., No. 4-71 Civ. 435; No. 4-71 Civ. 413, before Judge Lord in Minneapolis, Minnesota. Mr. Saveri was the sole attorney for a class of 9,000 health and welfare trust funds in the United States in this antitrust action against the drug companies. In 1974–1975 this class action went to trial before two juries at the same time and in the same court on liability and damages for the entire class and lasted ten months. It was settled for a substantial sum. Mr. Saveri was the sole attorney representing the plaintiff health and welfare trust fund class at trial.

In re Corrugated Container Antitrust Litigation, MDL No. 310, Southern District of Texas. Horizontal price fixing action. The case was settled for more than \$400,000,000.

In re Fine Paper Antitrust Litigation, MDL No. 325, Eastern District of Pennsylvania. Mr. Saveri was a member of the Executive Committee and the trial team. The case was settled for approximately \$80,000,000.

In re Ocean Shipping Antitrust Litigation, MDL No. 395, Southern District of New York. Mr. Saveri was a member of the Steering Committee and the Negotiating Committee. The firm understands this case was the first class action settlement involving claims by foreign companies. Mr. Saveri was appointed an officer of the New York Federal District Court to audit foreign claims in Europe. The case was settled for approximately \$79,000,000.

In re Corn Derivatives Antitrust Litigation, MDL No. 414, United States District Court for the District of New Jersey. Mr. Saveri was Chairman of the Steering Committee and Executive Committee.

In re Coconut Oil Antitrust Litigation, MDL No. 474, Northern District of California. Mr. Saveri was Co-Lead Counsel.

In re Intel Securities Litigation, No. C-79-2168A, Northern District of California, Judge Aguilar. Mr. Saveri was a member of the Steering Committee.

O'Neill Meat Co. v. Elitilly and Company, et al., No. 30 C 5093, United States District Court for the Northern District of Illinois, Judge Holderman. Mr. Saveri was Co-Lead Counsel for the class in this antitrust litigation involving pancreas glands.

United National Records, Inc. v. MCA, Inc., et al., No.82 C 7589, United States District Court for the Northern District of Illinois; Mr. Saveri was a member of the Steering Committee in this records antitrust litigation. The class recovered \$26,000,000 in cash and assignable purchase certificates.

In re Industrial Gas Antitrust Litigation, No. 80 C 3479, United States District Court for the Northern District of Illinois. Mr. Saveri was a member of the Steering Committee. The class recovered more than \$50,000,000.

Superior Beverages, Inc. v. Owens-Illinois, et al., No. 83-C512, United States District Court for the Northern District of Illinois; Mr. Saveri was a member of the Executive Committee in this antitrust litigation involving the price fixing of glass containers. The class recovered in excess of \$70,000,000 in cash and coupons.

In re Washington Public Power Supply Securities Litigation, MDL No. 551, (W.D. Wash.).Mr. Saveri was one of the court appointed attorneys for the class.

In re Ask Computer Systems Securities Litigation, No. C-85-20207 (A) RPA, United States District Court for the Northern District of California.Mr. Saveri was Co-Lead Counsel for the class.

Big D. Building Corp. v. Gordon W. Wattles, et al., MDL No. 652, United States District Court for the Middle District of Pennsylvania. Mr. Saveri was a member of the Steering Committee and Settlement Committee in this price fixing class action involving the rope industry.

In re Insurance Antitrust Litigation, MDL No. 767, Judge Schwarzer, United States District Court for the Northern District of California.Mr. Saveri was Administrative Liaison Counsel and a member of the Steering Committee.

In re Sun Microsystems Securities Litigation, No. C-89-20351, RMW, U.S. District Court for the Northern District of California; Mr. Saveri was Co-Lead Counsel.

In re Infant Formula Antitrust Litigation, MDL No. 878, United States District Court for the Northern District of Florida, Tallahassee Division.Mr. Saveri was one of the principal attorneys. The case was settled for \$125,760,000.

In re Carbon Dioxide Industry Antitrust Litigation, MDL No. 878, Case No. 92-940, PHB, United States District Court for the Middle District of Florida, Orlando Division.Mr. Saveri was a member of the Steering Committee. The class recovered \$53,000,000 and achieved significant therapeutic relief for the class.

In re Medical X-Ray Film Antitrust Litigation, No.CV 93-5904, FB, United States District Court for the Eastern District of New York.Mr. Saveri was a member of the Steering Committee.

In re Baby Food Antitrust Litigation, No. 92-5495, NHP, in the United States District Court for the District of New Jersey.Mr. Saveri was a member of the Steering Committee.

In re Brand Name Prescription Drugs Antitrust Litigation, MDL No. 997,94C 897, CPK, United States District Court, Northern District of Illinois, Eastern Division.Mr. Saveri was Co-Lead Counsel on behalf of approximately 50,000 retail pharmacies nationwide alleging an illegal cartel between seventeen drug manufacturers and six drug wholesalers in preventing discounts to retail pharmacies.The case was tried for eight weeks. The case was settled for \$700,000,000 in cash and \$25,000,000 in product. Mr. Saveri was one of four lead trial lawyers.

In re Citric Acid Antitrust litigation, MDL No. 1092, C-95-2963, FMS, United States District Court, Northern District of California.Mr. Saveri was Co-Lead Counsel representing a certified class of purchasers of citric acid throughout the United States against the citric acid manufacturers for violations of the Sherman Act for fixing the price of citric acid in the United States and around the world.The case was settled for \$86,000,000.

In re Methionine Antitrust Litigation, MDL No. 1311, CRB, United States District Court, Northern District of California.A nationwide class action on behalf of direct purchasers of methionine alleging price-fixing.Saveri & Saveri, Inc. served as Co-Lead Counsel in this litigation. The case was settled for \$107,000,000.

In re Managed Care Litigation, MDL No. 1334, Master File No. 00-1334-MD (Judge Moreno) United States District Court, Southern District of Florida.Mr. Saveri serves as a member of the Executive Committee representing the California Medical Association, Texas Medical Association, Georgia Medical Association and other doctors against the nation's HMOs for violations of the Federal RICO Act. The case was partially settled with benefits approximating \$1 billion dollars.

In re Dynamic Random Access Memory Antitrust Litigation, MDL No. 1486 (Judge Hamilton) United States District Court, Northern District of California. Mr. Saveri serves as Co-Lead Counsel on behalf of direct purchasers of dynamic random access memory (DRAM)alleging a nationwide class for price-fixing. The case settled for more than \$325 million in cash.

In re Flash Memory Antitrust Litigation, No. C 07-0086 SBA (Judge Armstrong) United States District Court, Northern District of California. Mr. Saveri serves as Co-Lead Counsel on behalf of direct purchasers of flash memory (Flash) alleging a nationwide class for price-fixing.

In re Cathode Ray Tube (CRT) Antitrust Litigation, MDL No. 1917, Case No. C 07-5944 SC (Judge Conti) United States District Court, Northern District of California.Mr. Saveri

serves as Lead Counsel on behalf of direct purchasers of cathode ray tubes (CRTs) alleging a nationwide class for price-fixing.

In re Optical Disk Drive (ODD) Products Antitrust Litigation, MDL No. 2143; 10-md-02143-RS (Judge Seeborg) United States District Court, Northern District of California. Mr. Saveri serves as Chair of the Committee of Direct Purchaser Plaintiffs' Counsel on behalf of direct purchasers of optical disk drives (ODDs) alleging a nationwide class for price-fixing.

Mr. Saveri also has been and is involved in numerous other major class action litigation in the antitrust and securities fields.

RICHARD SAVERI, Partner, 1951–1999.

R. ALEXANDER SAVERI, born San Francisco, California, July 22, 1965; admitted to bar, 1994, California and U.S. District Court, Northern District of California; 1995, U.S. Court of Appeals, Ninth Circuit; 2000, U.S. District Court, Southern District of California; 2000, U.S. District Court, Central District of California; 2012, U.S. Court of Appeals, Third Circuit. *Education*: University of Texas at Austin (B.B.A. Finance 1990); University of San Francisco (J.D., 1994) University of San Francisco Maritime Law Journal 1993–1994. *Member*: State Bar of California, American Bar Association (Member, Antitrust Section), Association of Trial Lawyers of America, University of San Francisco Inn of Court, National Italian American Bar Association, University of San Francisco Board of Governors (2003–2006), Legal Aid Society (Board of Directors).

Mr. Saveri is the managing partner of Saveri & Saveri, Inc. After graduating from law school, he began working for his father and uncle at Saveri & Saveri, P.C. on antitrust and complex litigation. The current practice of Saveri & Saveri, Inc. emphasizes class action antitrust litigation.

He has the highest rating in Martindale Hubbell, namely, “AV.”

Mr. Saveri has served or is serving as court-appointed Co-Lead or Liaison Counsel in the following cases:

In re Lithium Ion Batteries, Master Docket No. 4:13-md-2420-YGR, United States District Court, Northern District of California (antitrust class action on behalf of direct purchasers of lithium ion batteries).

In re California Title Insurance Antitrust Litigation, Case No. 08-01341 JSW, United States District Court, Northern District of California (antitrust class action involving federal antitrust laws and California statutory law for unlawful practices concerning payments for title insurance in California);

In re Intel Corp. Microprocessor Antitrust Litigation, MDL No. 05-1717 (JJF) United States District Court, District of Delaware (antitrust class action on behalf of all consumers in the United States that indirectly purchased Intel x86 microprocessors);

In re Vitamin C Antitrust Litigation, MDL No. 06-1738 (DTG)(JO), United States District Court, Eastern District Of New York (antitrust class action on behalf of all California indirect purchasers of vitamin C);

In re Polychloroprene Antitrust Cases, J.C.C.P. No. 4376, Los Angeles Superior Court (antitrust class action on behalf of all California indirect purchasers of polychloroprene rubber);

In re NBR Cases, J.C.C.P. No. 4369, San Francisco Superior Court (antitrust class action on behalf of all California indirect purchasers of NBR);

Carpinelli et al. v. Boliden AB et al., Master File No. CGC-04-435547, San Francisco Superior Court (antitrust class action on behalf of all California indirect purchasers of copper tubing);

Competition Collision Center, LLC v. Crompton Corporation et al., Case No. CGC-04-431278, San Francisco Superior Court (antitrust class action on behalf of all California indirect purchasers of plastic additives);

In re Urethane Cases, J.C.C.P. No. 4367, San Francisco Superior Court (antitrust class action on behalf of all California indirect purchasers of urethane and urethane chemicals);

The Harman Press et al. v. International Paper Co. et al., (Consolidated Cases) Master File No. CGC-04-432167, San Francisco Superior Court (antitrust class action on behalf of all California indirect purchasers of publication paper);

In re Label Stock Cases, J.C.C.P. No. 4314, San Francisco Superior Court (antitrust class action on behalf of all California indirect purchasers of high pressure label stock);

Richard Villa et al. v. Crompton Corporation et al., Consolidated Case No. CGC-03-419116, San Francisco Superior Court (antitrust class action on behalf of California indirect purchasers of EPDM);

Russell Reidel et al. v. Norfalco LLC et al., Consolidated Case No. CGC-03-418080, San Francisco Superior Court (antitrust class action on behalf of California indirect purchasers of sulfuric acid);

Smokeless Tobacco Cases I–IV, J.C.C.P. Nos. 4250, 4258, 4259 and 4262, San Francisco Superior Court (certified antitrust class action on behalf of California consumers of smokeless tobacco products);

Electrical Carbon Products Cases, J.C.C.P. No. 4294, San Francisco Superior Court (Private Entity Cases) (antitrust class action on behalf of California indirect purchasers of electrical carbon products);

The Vaccine Cases, J.C.C.P. No. 4246, Los Angeles Superior Court (medical monitoring class action on behalf of children exposed to mercury laden vaccines);

In re Laminate Cases, J.C.C.P. No. 4129, Alameda Superior Court (antitrust class action on behalf of California indirect purchasers of high pressure laminate);

Compact Disk Cases, J.C.C.P. No. 4123, Los Angeles Superior Court (antitrust class action on behalf of California consumers of prerecorded compact disks);

Sorbate Prices Cases, J.C.C.P. No. 4073, San Francisco Superior Court (antitrust class action on behalf of California indirect purchasers of sorbate);

In re Flat Glass Cases, J.C.C.P. No. 4033, San Francisco Superior Court (antitrust class action on behalf of California indirect purchasers of flat glass products);

Vitamin Cases, J.C.C.P. No. 4076, San Francisco Superior Court (antitrust class action on behalf of California indirect purchasers of vitamins);

California Indirect Purchaser MSG Antitrust Cases, Master File No. 304471, San Francisco Superior Court (antitrust class action on behalf of California indirect purchasers of Monosodium Glutamate);

In re Aspartame Indirect Purchaser Antitrust Litigation, Master Docket No. 06-1862-LDD, United States District Court, Eastern District of Pennsylvania (antitrust class action on behalf of California indirect purchasers of aspartame); and

GM Car Paint Cases, J.C.C.P. No. 4070, San Francisco Superior Court (class action on behalf of all California owners of General Motors vehicles suffering from paint delamination).

CADIO ZIRPOLI, born Washington D.C., September 1, 1967; admitted to bar 1995, California and U.S. District Court, Northern District of California. *Education*: University of California, Berkeley (B.A. 1989); University of San Francisco (J.D., *cum laude*, 1995), U.S.F. Law Review 1992–1993. *Member*: State Bar of California; Assistant District Attorney, City and County of San Francisco 1996–2000.

He has the highest rating in Martindale Hubbell, namely, “AV.”

WILLIAM J. HEYE, born Boston, Massachusetts, April 14, 1975 admitted to bar, 2004, California, and U.S. District Court, Northern and Central District of California. *Education*: Brown University (B.A. 1997); University Of California, Hastings College of the Law (J.D. *cum laude* 2004) Hastings International and Comparative Law Review. *Publication*: Note, *Forum Selection for International Dispute Resolution in China—Chinese Courts vs. CIETAC*, 27 Hastings Int’l & Comp. L. Rev. 535 (Spring 2004).

MELISSA SHAPIRO, born Los Angeles, California, May 27, 1980, admitted to bar 2006, California, and U.S. District Court, Northern and Central District of California. *Education*: University of Southern California (B.A. 2002); Pepperdine University School of Law (J.D. 2005) Pepperdine Law Review, *Publication*: Comment: *Is Silica the Next Asbestos? An Analysis of the Sudden Resurgence of Silica Lawsuit Filings*, 32 Pepp. L. Rev. 983 (2005).

TRAVIS L. MANFREDI, born Fresno, California, March 16, 1980, admitted to bar January 2012, California and U.S. District Court, Northern District of California. *Education*: University of California, Santa Cruz (B.A. 2004); University of San Francisco School of Law (J.D., *cum laude*, 2011); University of San Francisco Law Review Managing Editor, Vol. 45; Member of National Appellate Advocacy Competition team; Research assistant to Professor J. Thomas McCarthy, author of *McCarthy on Trademarks and Unfair Competition*. *Publications*: *Survey*, In re Spirits Int'l, N.V., 563 F.3d 1347 (Fed. Cir. 2009), 14 Intell. Prop. L. Bull. 71 (2009); Note, *Sans Protection: Typeface Design and Copyright in the Twenty-First Century*, 45 U.S.F. L. Rev. 841 (2011). *Member*: State Bar of California.

DAVID HWU, born Stanford, California, November 20, 1985; admitted to bar, 2011, California and U.S. District Court, Northern District of California. *Education*: University of California, Berkeley (B.A., 2008). University of San Francisco School of Law (J.D., 2011). *Member*: State Bar of California. *Language*: Chinese.

CARL N. HAMMARSKJOLD, born Detroit, Michigan, August 20, 1967; admitted to the bar 2011, California, and U.S. District Court, Northern District of California. *Education*: Pomona College (B.A., 1989); University of San Francisco School of Law (J.D., *summa cum laude*, 2011); Academic Excellence Award; John L. Brennan Award for Creativity and Innovation in Advocacy; Law Review Best Student Note Award; University of San Francisco Law Review (2009–2011); Executive Director, Moot Court Board of Directors (2010–2011); Judicial Extern to the Honorable William Alsup (2010). *Publication*: Comment, *Smokes, Candy, and the Bloody Sword: How Classifying Jailhouse Snitch Testimony as Direct, Rather than Circumstantial, Evidence Contributes to Wrongful Convictions*, 45 U.S.F. L. Rev. 1103 (2011). *Member*: State Bar of California.

MATTHEW D. HEAPHY, born Hartford, Connecticut, December 4, 1974, admitted to the bar December 1, 2003, California and U.S. District Court, Northern District of California. *Education*: Wesleyan University (B.A., 1997); University of San Francisco School of Law (J.D., *cum laude*, 2003); University of San Francisco Law Review; International & Comparative Law Certificate, with Honors. *Publications*: Comment: *The Intricacies of Commercial Arbitration in the United States and Brazil: A Comparison of Two National Arbitration Statutes*, 37 U.S.F. L. Rev. 441 (2003); *Does the United States Really Prosecute its Servicemembers for War Crimes? Implications for Complementarity Before the ICC*, 21 Leiden J. Int'l L. 165 (March 2008) (with Thomas Wayne Pittman); *The United States and the 2010 Review Conference of the Rome Statute of the ICC*, 81 Int'l Rev. Penal L. 77 (2010). *Member*: State Bar of California. *Languages*: French, Italian.

DAVID DORR, (Paralegal) born Philadelphia, Pennsylvania. *Education*: Arizona State University (B.S. 1987); Thunderbird, The American Graduate School of International

Management, (MBA 1998); The Chase Manhattan Bank, N.A. New York, New York, Senior Institutional Trust Administrator, 1990–1995; Charles Schwab Company, San Francisco, Trust Associate, 1996; Independent Corporate Marketing and Personal Finance consultant 1998–2002.

JAE HYUN LIM, (Paralegal) born Incheon, South Korea, July 9, 1988. *Education*: University of California, Berkeley (B.A. 2011), Team Waffle Intern Research Analyst (2011). *Language*: Korean.

SHANNON EASTERLY, (Paralegal) born Elko, Nevada, February 27, 1986. *Education*: California State University, Northridge (B.A. 2009).

MICHAELA OGDEN, (Paralegal) born San Diego, California, March 1, 1990. *Education*: University of Washington (B.A. 2012 with honors).

OF COUNSEL

GEOFFREY C. RUSHING, born San Jose, California, May 21, 1960; admitted to bar, 1986, California and U.S. District Court, Northern District of California. *Education*: University of California, Berkeley, California (A.B. 1982 with honors); University of California, Berkeley, California, Boalt Hall (J.D. 1986). *Member*: State Bar of California.

LISA SAVERI, born San Francisco, California, April 10, 1956; admitted to bar, 1983, California and U.S. District Court, Northern District of California; 1987, U.S. District Court, Eastern District of California; 2002, U.S. Court of Appeals, Ninth Circuit and U.S. District Court, Central District of California. *Education*: Stanford University (A.B., Economics, 1978); University of San Francisco (J.D. 1983), U.S.F. Law Review. *Member*: State Bar of California. Associate, Pillsbury Madison & Sutro, 1983–1992; Legal Extern, Hon. Eugene F. Lynch, Judge, United States District Court, Northern District of California (1982); San Francisco Public Defender's Office (Summer 1989). *Publications*: G. Saveri & L. Saveri, Pleading Fraudulent Concealment In An Antitrust Price Fixing Case: Rule 9(b) v. Rule 8, 17 U.S.F.L.Rev. 631 (1983); L. Saveri, Implications of the Class Action Fairness Act for Antitrust Cases: From Filing Through Trial, 15 No. 1, *Competition: J. of the Antitrust and Unfair Competition Law Section of the State Bar of California* 23 (2006); L. Saveri & Co-Author, Does the Cartwright Act Have A Future?, 17 No. 2, *Competition: J. of the Antitrust and Unfair Competition Law Section of the State Bar of California* 31 (2008); L. Saveri & Co-Authors, "California State Antitrust and Unfair Competition Law," *California State Bar*, Chapter 21: Class Actions in Competition and Consumer Protections Cases (Dec. 2009) and 2010 Update; L. Saveri & Co-Authors, "California State Antitrust and Unfair Competition Law," *California State Bar*, Chapter 22: Indirect Purchaser Actions, 2010 Update. *Professional Affiliations*: United States District Court, Northern District of California, Special Master, Standing Committee on Professional Conduct (appointment)(2008–2011); State Bar of California, Antitrust and Unfair Competition Law Section, Executive Committee, Member (appointment)(2005–2010), Secretary (2007–2009), First Vice-Chair (2009–2010), Advisory Committee (2010– present).

CLASS ACTION LITIGATION

The following are some additional class action cases in which the firm of Saveri & Saveri actively participated as class counsel:

In re NASDAQ Market-Makers Antitrust Litigation, MDL No. 1023, United States District Court, Southern District of New York. A nationwide class action on behalf of purchasers of securities on the NASDAQ market alleging a violation of the Sherman Act for fixing the spread between the quoted buy and sell prices for the securities sold on the NASDAQ market.

In re Potash Antitrust Litigation, MDL No. 981, United States District Court, District of Minnesota, Third Division. A class action on behalf of all direct purchasers of potash throughout the United States alleging a horizontal price fix.

In re Airline Ticket Commission Antitrust Litigation, MDL No. 1058, United States District Court, District of Minnesota. A class action alleging that the major airlines conspired to fix travel agents' commission rates.

Pharmaceutical Cases I, II, and III, Judicial Council Coordination Proceeding Nos. 2969, 2971, and 2972, San Francisco Superior Court. A certified class action on behalf of all California consumers against the major drug manufacturers for fixing the price of all brand name prescription drugs sold in California.

Perish et. al. v. Intel Corporation, Civ. No. 755101, Santa Clara Superior Court. A nationwide class action on behalf of purchasers of Intel Pentium chips alleging consumer fraud and false advertising.

In re Carpet Antitrust Litigation, MDL No. 1075, United States District Court, Northern District of Georgia, Rome Division. A nationwide class action on behalf of all direct purchasers of polypropylene carpet alleging a horizontal price fix.

In re California Indirect-Purchaser Plasticware Antitrust Litigation, Civ. Nos. 961814, 963201, 963590, San Francisco Superior Court. A class action on behalf of indirect purchasers of plasticware alleging price-fixing.

In re Worlds of Wonder Securities Litigation; No.C-87-5491 SC, United States District Court, Northern District of California.

Pastorelli Food Products, Inc. v. Pillsbury Co., et al., No. 87C 20233, United States District Court, Northern District of Illinois.

Red Eagle Resources Corp., et al. v. Baker Hughes Incorporated, et al., No. 91-627 (NWB) (Drill Bits Litigation) United States District Court, Southern District of Texas, Houston Division.

In re Wirebound Boxes Antitrust Litigation, MDL No. 793, United States District Court, District of Minnesota, Fourth Division. A nationwide class action on behalf of purchasers of wirebound boxes alleging a horizontal price fix.

In re Bulk Popcorn Antitrust Litigation, No. 3-89-710, United States District Court, District of Minnesota, Third Division. A nationwide class action on behalf of direct purchasers of bulk popcorn alleging price-fixing.

Nancy Wolf v. Toyota Sales, U.S.A. and Related Cases, No. C 94-1359, MHP, 1997 WL 602445 (N.D. Cal. 1997) United States District Court, Northern District of California. A nationwide class action on behalf of Toyota car purchasers alleging consumer fraud.

Mark Notz v. Ticketmaster - Southern, and Related Cases, No. 943327, San Francisco Superior Court. A consumer class action alleging a territorial allocation in violation of the Cartwright Act.

Neve Brothers, et al. v. Potash Corporation, et. al., No. 959867, San Francisco Superior Court. A class action on behalf of indirect purchasers of potash in California for price-fixing.

In re Chrysler Corporation Vehicle Paint Litigation, MDL No. 1239. Nationwide class action on behalf of owners of delaminating Chrysler vehicles.

Miller v. General Motors Corporation, Case No. 98 C 7836, United States District Court, Northern District of Illinois. Nationwide class action alleging a defective paint process which causes automobile paint to peel off when exposed to ordinary sunlight.

ANTITRUST LITIGATION

The following list outlines some of the Antitrust litigation in which the firm of Saveri & Saveri has been involved:

1. ***Union Carbide & Carbon Corp. v. Nisley***, 300 F. 2d 561 (10th Cir. 1960)
2. ***Continental Ore. Co. v. Union Carbide and Carbon Corp.***, 370 U.S. 690 (1962)
3. ***Public Service C. of N.M. v. General Elec. Co.***, 315 F.2d 306 (10th Cir. 1963)
4. ***State of Washington v. General Elec. Co.***, 246 F.Supp. 960 (W.D. Wash. 1965)
5. ***Nurserymen's Exchange v. Yoda Brothers, Inc.***
6. ***Bel Air Markets v. Foremost Dairies Inc.***, 55 F.R.D. 538 (N.D. Cal. 1972)
7. ***In re Western Liquid Asphalt Case***, 487 F.2d 191 (9th Cir. 1973)
8. ***In re Gypsum Cases***, 386 F.Supp. 959 (N.D. Cal. 1974)

9. *City of San Diego, et al. v. Rockwell Manufacturing Company*
10. *In re Private Civil Treble Damage Actions Against Certain Snack Food Companies*, Civil No. 70-2121-R
11. *In re Sugar Antitrust Litigation*, MDL No. 201, 559 F.2d 481 (9th Cir. 1977)
12. *Sun Garden Packing Co. v. International Paper Co., et al.*, No. C-72-52,
13. *In re Folding Carton Antitrust Litigation*, MDL No. 250
14. *In re Coordinated Pretrial Proceedings in Antibiotic Antitrust Actions, 4-72 Civ 435 et al.*, 410 F. Supp. 706 (D.Minn. 1975)
15. *Building Services and Union Health and Welfare Trust Fund, Plaintiff, v. Charles Pfizer Company, et al.*, No. 4-71 Civ. 435; No. 4-71 Civ. 413
16. *In re Fine Paper Antitrust Litigation*, MDL No. 325
17. *In re Armored Car Antitrust Litigation*, CA No. 78-139A, 472 F.Supp. 1357 (N.D. Ga. 1979)
18. *In re Ocean Shipping Antitrust Litigation*, MDL No. 395, 500 F.Supp. 1235 (3d Cir. 1984)
19. *In re Corn Derivatives Antitrust Litigation*, MDL No. 414, 500 F.Supp. 1235 (1980)
20. *In re Coconut Oil Antitrust Litigation*, MDL No. 474
21. *Garside v. Everest & Jennings Intern.*, 586 F.Supp. 389 (D.C. Cal. 1984)
22. *Lorries Travel & Tours, Inc. v. SFO Airporter Inc.*, 753 F.2d 790 (9th Cir. 1985)
23. *O'Neill Meat Co. v. Eli Lilly and Company, et al.*, No. 30 C 5093
24. *In re Records and Tapes Antitrust Litigation*, No.82 C 7589, 118 F.R.D. 92 (N.D. Ill 1987)
25. *In re Industrial Gas Antitrust Litigation*, No. 80 C 3479, 100 F.R.D. 280 (N.D. Ill 1987)
26. *Matter of Superior Beverages/Glass Container Consolidated Pretrial*, No. 83-C512, 137 F.R.D. 119 (N.D. Ill 1990)
27. *Big D. Building Corp. v. Gordon W. Wattles, et al.*, MDL No. 652
28. *In re Insurance Antitrust Litigation*, MDL No. 767

29. *In re Wirebound Boxes Antitrust Litigation*, MDL No. 793
30. *In re Domestic Air Transp. Antitrust Litigation*, MDL No. 861, 144 F.R.D. 421 (N.D. Ga. 1992)
31. *In re Infant Formula Antitrust Litigation*, MDL No. 878
32. *Finnegan v. Campeau Corp.*, 915 F.2d 824 (2d Cir. 1990)
33. *In re Carbon Dioxide Industry Antitrust Litigation*, MDL No. 940, 155 F.R.D. 209
34. *In re Medical X-Ray Film Antitrust Litigation*, No. CV 93-5904, FB
35. *In re Bulk Popcorn Antitrust Litigation*, 792 F.Supp. 650 (D.Minn. 1992)
36. *In re Baby Food Antitrust Litigation*, No. 92-5495, NHP
37. *In re Potash Antitrust Litigation*, MDL No. 981
38. *In re Brand Name Prescription Drugs Antitrust Litigation*, MDL No. 997
39. *In re Citric Acid Antitrust litigation*, MDL No. 1092
40. *In re NASDAQ Market-Makers Antitrust Litigation*, MDL No. 1023
41. *In re Airline Ticket Commission Antitrust Litigation*, MDL No. 1058
42. *Pharmaceutical Cases I, II, and III*, J.C.C.P. Nos. 2969, 2971, and 2972, San Francisco Superior Court
43. *In re Carpet Antitrust Litigation*, MDL No. 1075
44. *In re California Indirect-Purchaser Plastic Ware Antitrust Litigation*, Nos. 961814, 963201, 963590, San Francisco Superior Court
45. *Pastorelli Food Products, Inc. v. Pillsbury Co., et al.*, No. 87C 20233
46. *Red Eagle Resources Corp., et al. v. Baker Hughes Incorporated, et al.*, No. 91-627 (NWB) (Drill Bits Litigation)
47. *Mark Notz v. Ticketmaster - Southern, and Related Cases*, No. 943327, San Francisco Superior Court
48. *Neve Brothers, et al. v. Potash Corporation, et al.*, No. 959867, San Francisco Superior Court

49. ***Food Additives (Citric Acid) Cases***, J.C.C.P. No. 3625, Master File No. 974-120
50. ***Biljac v. Bank of America, et al.***
51. ***Diane Barela, et al v. Ralph's Grocery Company, et al.***, No. BC070061, Los Angeles Superior Court
52. ***Leslie K. Bruce, et al v. Gerber Products Company, et al.***, No. 948-857, San Francisco Superior Court
53. ***In re California Indirect Purchaser Medical X-Ray Film Antitrust Litigation***, Master File No. 960886
54. ***Lee Bright v. Kanzaki Specialty Papers, Inc., et al.***, No. 963-598, San Francisco Superior Court
55. ***Neve Brothers v. Potash Corporation of America, et al.***, No. 959-767, San Francisco Superior Court
56. ***Gaehwiler v. Sunrise Carpet Industries Inc., et al.***, No. 978345, San Francisco Superior Court
57. ***In re Commercial Tissue Products Antitrust Litigation***, MDL No. 1189
58. ***Sanitary Paper Cases I and II***, Judicial Council Coordination Proceedings Nos. 4019 & 4027
59. ***Gaehwiler v. Aladdin Mills, Inc., et al.***, No. 300756, San Francisco Superior Court
60. ***In re Flat Glass Antitrust Litigation***, MDL No. 1200
61. ***Flat Glass Cases***, J.C.C.P. No. 4033
62. ***Sorbate Prices Cases***, J.C.C.P. No. 4073
63. ***In re Stock Options Trading Antitrust Litigation***, MDL No. 1283
64. ***In re Vitamin Antitrust Litigation***, MDL No. 1285
65. ***In re Sorbates Direct Purchaser Antitrust Litigation***, Master File No. C 98-4886 CAL
66. ***Vitamin Cases***, J.C.C.P. No. 4076
67. ***In re PRK/Lasik Consumer Litigation***, Master File No. CV 772894, Santa Clara Superior Court

68. *In re Nine West Shoes Antitrust Litigation*, Master File No. 99-CV-0245 (BDP)
69. *Food Additives (HFCS) Cases*, J.C.C.P. No. 3261
70. *In re Toys “R” Us Antitrust Litigation*, MDL No. 1211
71. *Cosmetics Cases*, J.C.C.P. No. 4056
72. *In re Methionine Antitrust Litigation*, MDL No. 1311
73. *Bromine Cases*, J.C.C.P. No. 4108
74. *Fu’s Garden Restaurant v. Archer-Daniels-Midland, et al.*, No. 304471, San Francisco Superior Court
75. *Thomas & Thomas Rodmakers, Inc., et al. v. Newport Adhesives and Composites, Inc., et al.*, No. CV 99-07796 GHK
76. *In re Monosodium Glutamate Antitrust Litigation*, MDL No. 1328
77. *California Indirect Purchaser Auction House Cases*, Master Case No. 310313
78. *In re Cigarette Antitrust Litigation*, MDL No. 1342
79. *Cigarette Price Fixing Cases*, J.C.C.P. No. 4114
80. *Microsoft Cases*, J.C.C.P. No. 4106
81. *Compact Disk Cases*, J.C.C.P. No. 4123
82. *In re Compact Disc Minimum Advertised Price Antitrust Litigation*, MDL No. 1361
83. *In re Ciprofloxacin Hydrochloride Antitrust Litigation*, MDL No. 1383
84. *In re Buspirone Antitrust Litigation*, MDL No. 1413
85. *In re K-Durr Prescription Drug Antitrust Litigation*, MDL No. 1419
86. *Carbon Cases*, J.C.C.P. Nos. 4212, 4216 and 4222
87. *In re Polychloroprene Antitrust Cases*, J.C.C.P. No. 4376
88. *In re Urethane Cases*, J.C.C.P. No. 4367

89. ***The Harman Press et al. v. International Paper Co. et al.***, (Consolidated Cases) Master File No. CGC-04-432167
90. ***In re Label Stock Cases***, J.C.C.P. No. 4314
91. ***Richard Villa et al. v. Crompton Corporation et al.***, Consolidated Case No. CGC-03-419116, San Francisco Superior Court
92. ***Russell Reidel et al. v. Norfalco LLC et al.***, Consolidated Case No. CGC-03-418080, San Francisco Superior Court
93. ***Smokeless Tobacco Cases I-IV***, J.C.C.P. Nos. 4250, 4258, 4259, and 4262, San Francisco Superior Court
94. ***Natural Gas Antitrust Cases***, J.C.C.P. No. 4312
95. ***In re Western States Wholesale Natural Gas Litigation***, MDL No. 1566
96. ***In re Automotive Refinishing Paint Cases***, J.C.C.P. No. 4199
97. ***Young et al. v. Federated Department Stores, Inc.***, No. C-04-3514-VRW, United States District Court, Northern District of California
98. ***In re Credit/Debit Card Tying Cases***, J.C.C.P. No. 4335
99. ***In re NBR Cases***, J.C.C.P. No. 4369
100. ***Competition Collision Center, LLC v. Crompton Corporation et al.***, No. CGC-04-431278, San Francisco Superior Court
101. ***In re Urethane Chemicals Antitrust Litigation***, MDL No. 1616
102. ***In re Rubber Chemicals Antitrust Litigation***, MDL No. 1648
103. ***Carpinelli et al. v. Boliden AB et al.***, Master File No. CGC-04-435547, San Francisco Superior Court
104. ***Automobile Antitrust Cases I and II***, J.C.C.P. Nos. 4298 and 4303
105. ***In re Currency Conversion Fee Antitrust Litigation***, MDL No. 1409
106. ***In re Dynamic Random Access Memory (DRAM) Antitrust Litigation***, MDL No. 1486
107. ***In re Publication Paper Antitrust Litigation***, MDL No. 1631
108. ***In re Insurance Brokerage Antitrust Litigation***, MDL No. 1663

109. *In re Hydrogen Peroxide Antitrust Litigation*, MDL No. 1682
110. *In re Intel Corp. Microprocessor Antitrust Litigation*, MDL No. 1717
111. *In re Air Cargo Shipping Services Antitrust Litigation*, MDL No. 1775
112. *In re International Air Transportation Surcharge Antitrust Litigation*, MDL No. 1793
113. *Carbon Black Cases*, J.C.C.P. No. 4323
114. *Madani, et al. v. Shell Oil Co., et al.*, No. 07-CV-04296 MJJ
115. *In re Static Random Access Memory (SRAM) Antitrust Litigation*, MDL No. 1819
116. *In re Flash Memory Antitrust Litigation*, No. 4:07-CV-00086 SBA
117. *In re TFT-LCD (Flat Panel) Antitrust Litigation*, MDL No. 1827
118. *In re Korean Air Lines Co., Ltd., Antitrust Litigation*, MDL No. 1891
119. *In re Fasteners Antitrust Litigation*, MDL No. 1912
120. *In re Transpacific Passenger Air Transportation Antitrust Litigation*, MDL No. 1913
121. *In re Cathode Ray Tube (CRT) Antitrust Litigation*, MDL No. 1917
122. *In re Chocolate Confectionary Antitrust Litigation*, MDL No. 1935
123. *In re Flat Glass Antitrust Litigation (II)*, MDL No. 1942
124. *In re Municipal Derivatives Antitrust Litigation*, MDL No. 1950
125. *In re Aftermarket Filters Antitrust Litigation*, MDL No. 1957
126. *In re Puerto Rican Cabotage Antitrust Litigation*, MDL No. 1960
127. *In re Hawaiian and Guamanian Cabotage Antitrust Litigation*, MDL No. 1972
128. *In re California Title Insurance Antitrust Litigation*, No. 08-01341 JSW
129. *In re Optical Disk Drive (ODD) Antitrust Litigation*, MDL. No. 2143
130. *Kleen Products LLC, et al. v. Packaging Corporation of America, et al.*, No. 10-5711

131. *In re Automotive Parts Antitrust Litigation*, MDL No. 2311
132. *In re On-Line Travel Company (OTC)/Hotel Booking Antitrust Litigation*, MDL No. 2405
133. *In re Lithium Ion Batteries Antitrust Litigation*, MDL No. 2420

EXHIBIT 2

EXHIBIT 2

Saveri & Saveri, Inc.

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Guido Saveri (P)	168.25	\$950	\$159,837.50
Guido Saveri (P)	30.00	\$895	\$26,850.00
R. Alexander Saveri (P)	13.75	\$700	\$9,625.00
R. Alexander Saveri (P)	3.50	\$650	\$2,275.00
Cadio Zirpoli (P)	477.50	\$650	\$310,375.00
Cadio Zirpoli (P)	3.25	\$575	\$1,868.75
Geoffrey C. Rushing (OC)	41.00	\$700	\$28,700.00
Lisa Saveri (OC)	139.50	\$675	\$94,162.50
Gianna Grunewald (A)	122.00	\$425	\$51,850.00
Travis Manfredi (A)	61.50	\$350	\$21,525.00
Travis Manfredi (A)	94.00	\$300	\$28,200.00
Carl Hammariskjold (A)	.25	\$350	\$87.50
David Hwu (A)	606.50	\$350	\$212,275.00
David Hwu (A)	158.25	\$300	\$47,475.00
William Heye (A)	205.50	\$475	\$97,612.50
William Heye (A)	52.50	\$425	\$22,312.50
William Heye (A)	7.00	\$350	\$2,450.00
William Heye (A)	622.50	\$300	\$186,750.00
Matthew Heaphy (A)	62.50	\$475	\$29,687.50
Matthew Heaphy (A)	614.25	\$300	\$184,275.00
David Sims (A)	2.25	\$450	\$1,012.50
David Sims (A)	.50	\$325	\$162.50
NON-ATTORNEYS			
David Dorr (PL)	16.50	\$225	\$3,712.50
Michaela C. Ogden (PL)	43.50	\$150	\$6,525.00
TOTAL:	3,546.25		\$1,529,606.25

(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

Saveri & Saveri, Inc.

Expenses Incurred

Inception through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$1,750.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$4,058.62
Document Production	
Experts / Consultants	
Messenger Delivery	
Photocopies – In House	\$3,988.20
Photocopies – Outside	
Postage	\$56.28
Service of Process	
Overnight Delivery (Federal Express, etc.)	\$184.55
Telephone / Facsimile	\$272.03
Transcripts (Hearings, Depositions, etc.)	
Travel (Airfare and Ground Travel)	\$10,221.66
Travel (Meals and Lodging)	\$8,164.43
TOTAL:	\$28,695.77

Jay S. Cohen
SPECTOR ROSEMAN KODROFF &
WILLIS, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
(215) 496-0300 (Phone)
(215) 496-6611 (Fax)
jcohen@srkw-law.com

Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

**DECLARATION OF JAY S. COHEN IN
SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, Jay S. Cohen, declare and state as follows:

2 1. I am a partner of the law firm of Spector Roseman Kodroff & Willis, P.C. I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel to Plaintiffs throughout the course of this litigation. The
8 background and experience of Spector Roseman Kodroff & Willis, P.C. and its attorneys are
9 summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Spector Roseman Kodroff & Willis, P.C. has prosecuted this litigation solely on a
11 contingent-fee basis, and has been at risk that it would not receive any compensation for
12 prosecuting claims against the Defendants. While Spector Roseman Kodroff & Willis, P.C.
13 devoted its time and resources to this matter, it has foregone other legal work for which it would
14 have been compensated.

15 4. During the pendency of the litigation, Spector Roseman Kodroff & Willis, P.C.
16 performed the following work:

17 As a team discovery leader we were primarily responsible for the overall development
18 of the case against Defendant Air New Zealand ("ANZ"). I took four Fed. R. Civ. P. 30(b)(6)
19 depositions of ANZ and six merits depositions. My firm prepared a liability memorandum on
20 ANZ which was submitted to co-lead counsel.

21 My firm supplied one full-time lawyer who translated and analyzed Japanese documents
22 produced by defendants. He assisted other firms in preparing to take depositions of Japanese
23 speaking witnesses. We also supplied another document reviewer who was primarily responsible
24 for reviewing ANZ documents and helping to prepare for ANZ depositions.

1 My firm has held multiple meet and confer sessions with counsel for ANZ throughout
2 the course of this litigation. We negotiated over the identification of custodians, search terms,
3 transactional data, and the production of all ANZ documents.

4 In the course of negotiating with counsel for ANZ, we worked with an expert who
5 assisted us in determining what transactional data to obtain from ANZ. We also worked with our
6 expert who assisted us in formulating and checking search terms. We also worked with Plaintiffs'
7 economic expert to obtain full and accurate transactional data from ANZ to be analyzed for class
8 certification and merits purposes.
9

10 My firm also assisted co-lead counsel in opposing the motions to dismiss in 2009 and
11 later the summary judgment motions related to the filed rate doctrine.

12 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
13 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
14 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
15 hours spent by this firm during this period of time was 4,432.50, with a corresponding lodestar of
16 \$1,810,747.00. This summary was prepared from contemporaneous, daily time records regularly
17 prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work
18 assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the
19 benefit of the Class.
20

21 6. The hourly rates for the attorneys and professional support staff in my firm included in
22 Exhibit 2 are the usual and customary hourly rates charged by the firm during that time frame.
23

24 7. My firm has expended a total of \$17,247.90 in unreimbursed costs and expenses in
25 connection with the prosecution of this litigation. These costs and expenses are broken down in
26 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
27

1 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
2 in this action are reflected on the books and records of my firm. These books and records are
3 prepared from expense vouchers, check records and other source materials and represent an
4 accurate recordation of the expenses incurred.

5 8. The firm has paid a total of \$42,500.00 in assessments for the joint prosecution of the
6 litigation against the Defendants.

7
8 9. I have reviewed the time and expenses reported by my firm in this case which are
9 included in this declaration, and I affirm that they are true and accurate.

10 I declare under penalty of perjury under the laws of the United States of America that the
11 foregoing is true and correct. Executed on this 2d day of April, 2015 at Philadelphia,
12 Pennsylvania.

13
14 /s/ Jay S. Cohen

15 JAY S. COHEN
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EXHIBIT 1

Partners

Eugene Spector, founding partner of Spector Roseman Kodroff & Willis, P.C., is nationally recognized for his work on behalf of class action plaintiffs.

He has handled many high profile cases, including such antitrust class actions as *In re Linerboard Antitrust Litigation*, MDL No. 1261 (E.D. Pa.), in which he was co-lead counsel and which settled for more than \$200 million, the largest antitrust case settlement ever in the Eastern District of Pennsylvania, where Judge Dubois stated: "The Court has repeatedly stated that the lawyering in this case at every stage was superb ..." 2004 WL 1221350, *6 (E.D. Pa. June 2, 2004). Mr. Spector was also co-lead counsel in *In re Relafen Antitrust Litigation*, No. 01-12239 (D. Mass.), in which a settlement of \$75 million was obtained for the class, which Judge Young described as "the result of a great deal of very fine lawyering." Mr. Spector has been involved in securities class action litigation including *Rosenthal v. Dean Witter*, which resulted in a landmark decision by the Colorado Supreme Court that recognized, for the first time, that securities fraud could be proved without reliance being alleged. This precedent-setting case was important because under state securities law the reliance element sometimes proved difficult, especially when large numbers of people were involved in a class action suit. Mr. Spector is currently serving as co-lead counsel in such antitrust cases as *McDonough v. Babies 'R Us*, et al (*In re Baby Products Antitrust Litigation*); *In re Automotive Parts Antitrust Litigation*; and *In re Domestic Drywall Antitrust Litigation*.

Before founding Spector Roseman Kodroff & Willis, Mr. Spector was a litigator with Schnader, Harrison, Segal & Lewis. His additional experience includes establishing and heading the securities litigation section of the Philadelphia-based Gross & Sklar, P.C., and serving as a law clerk to Pennsylvania Supreme Court Justices Herbert B. Cohen and Alexander F. Barbieri.

Mr. Spector is a member of the American, Federal, and Philadelphia bar associations, as well as the ABA's Antitrust and Litigation Sections and the Securities Law Sub-Committee of the Litigation Section. He is also a member of the Federal Courts Committee of the Philadelphia Bar Association, the American Association for Justice, and the American Judicature Society. Mr. Spector has also been appointed to membership on the Advisory Board of the American Antitrust Institute and to the Board of Visitors of the Temple University Beasley School of Law.

He earned his undergraduate degree (1965) from Temple University, and his law degree (with honors, 1970) from Temple University School of Law, where he served as an editor of The Temple Law Quarterly.

Jay Cohen was the attorney in the firm responsible for the day-to-day oversight of the firm's involvement in this litigation. He was responsible for overseeing the firm's involvement in all phases of discovery.

Mr. Cohen, previously counsel to the Firm since 2001, joined as a partner in April 2007. Since 1978, he has focused his practice on complex and class action litigation, particularly antitrust cases, consumer protection and shareholder rights. While with the Firm, Mr. Cohen has been

actively involved in its antitrust practice including *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.), *In re OSB Antitrust Litigation*, C.A. No. 06-0826 (E.D. Pa.), and currently *In re Blood Reagents Antitrust Litigation*, C.A. No. 09-2081 (E.D. Pa.).

Mr. Cohen had his own practice from 1987 until becoming a partner. He was lead counsel in class actions successfully prosecuted on behalf of consumers nationwide and in Pennsylvania, including *Duboff v. SmithKline Beecham*, PLC. No. 5004 December Term 1990 (Phila. C.C.P.); *Tracy v. AAMCO Transmissions, Inc.* No. 4849 October Term 1990 (Phila. C.C.P.); and, as co-lead counsel, in *Mauger v. Home Shopping Network, Inc.*, No. 91-6152-20-1 (Bucks Cty. C.C.P.). He also actively participated in the following antitrust cases: *In re Industrial Silicon Antitrust Litigation*, Master File No. 95-2104 (W.D. Pa.); *In re Chlorine and Caustic Soda Antitrust Litigation*, Master File No. 86-5428 (E.D. Pa.); *In re Nylon Carpet Antitrust Litigation*, No. 4:98-CV-0267-HLM (N.D. Ga.); *In re Polypropylene Carpet Antitrust Litigation*, No. 4:95-CV-193-HLM (N.D. Ga.); and *Paper Systems, Inc. v. Mitsubishi Corp.*, No. 96-C-0959 (E.D. Wis.).

Immediately prior to forming his own firm in 1987, Mr. Cohen led the class action securities department of Gross & Sklar, where he had litigated shareholder rights cases since 1983. Mr. Cohen was actively involved in successful class actions on behalf of defrauded investors, including *In re Oak Industries Securities Litigation*, Master File No. 83-0537 (S.D. Cal.); *In re Nucorp Energy Securities Litigation*, MDL No. 514 (S.D. Cal.); *Wilkes v. Heritage Bancorp, Inc.*, No. 90-11151-F (D. Mass.); *In re Flight Transportation Corp. Securities Litigation*, Master Docket No. 4-82-874 (D. Minn.); *Priest v. Zayre Corp.*, C.A. No. 86-2411-2 (D. Mass.); *Tolan v. Computervision Corp.*, C.A. No. 85-1396-N (D. Mass.); and *In re U.S. Healthcare, Inc. Securities Litigation*, Master File No. 88-0559 (E.D. Pa.).

Mr. Cohen was also associated with the firm of Kohn, Savett, Marion and Graf (now Kohn, Swift & Graf) (1978-1982). There, he participated in a number of cases with multi-million dollar results including *In re Fine Paper Antitrust Litigation*, MDL No. 323 (E.D. Pa.); *In re Folding Carton Antitrust Litigation*, Master File No. 250 (N.D. Ill.); *In re Glassine and Greaseproof Paper Antitrust Litigation*, MDL No. 475 (E.D. Pa.); *In re Water Heaters Antitrust Litigation*, MDL No. 379 (E.D. Pa.); and *In re Corrugated Containers Antitrust Litigation*, MDL 310 (N.D. Tex.).

Mr. Cohen served as a Captain in the United States Army Judge Advocate General's Corps in Falls Church, Virginia from 1974 to 1977, where his practice was limited to criminal appeals. He also served as Case Notes Editor of *The Advocate*, which was a worldwide publication devoted to military law.

Mr. Cohen is admitted to practice in the Commonwealth of Pennsylvania; the United States Court of Appeals for the Third and Sixth Circuits; the United States District Court for the Eastern District of Pennsylvania; the U.S. Court of Appeals for the Armed Forces and the Army Court of Criminal Appeals. Mr. Cohen received a B.A. degree *cum laude* from Temple University in 1971, and graduated with a J.D. degree from Temple University School of Law in 1974. He is a member of the Philadelphia Bar Association.

William Caldes is a 1986 graduate of the University of Delaware, where he earned a B.A. with a double major in Economics and Political Science. Mr. Caldes received his J.D. in 1994 from Rutgers School of Law at Camden, and then served as law clerk to the Honorable Rushton H. Ridgway of New Jersey Superior Court, Cumberland County.

Among the recent cases in which Mr. Caldes has participated are *In re Automotive Parts Antitrust Litigation*, MDL No. 2311 (E.D. Mich.); *McDonough, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, No. 2:06-cv-00242-AB (E.D.Pa.); *Elliott, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, No. 2:09-cv-06151-AB (E.D.Pa.); *In re Online DVD Rental Antitrust Litigation*, MDL No. 2029 (N.D.Cal.); *In re Processed Eggs Antitrust Litigation*, MDL No. 2002 (E.D.Pa.); *In re Air Cargo Shipping Services Antitrust Litigation*, MDL No. 1775 (E.D.N.Y.); *In Re: Municipal Derivatives Antitrust Litigation*, No. 1:08-md-01950-VM (S.D.N.Y.); *In Re Optical Disk Drive Products Antitrust Litigation*, No. 3:10-ms-02143-RS (N.D.Cal.); *In Re Aftermarket Filters Antitrust Litigation*, No. 1:08-cv-04883 (N.D.Ill.); *In re McKesson HBOC, Inc. Securities Litigation*, Master File No. 99-CV-20743 (N.D.Cal.); *In re K-Dur Antitrust Litigation*, MDL No. 1419 (D.N.J.); *In re Relafen Antitrust Litigation*, C.A. No. 01-12222 (D.Mass); *In re Buspirone Antitrust Litigation*, MDL No. 1413 (S.D.N.Y.); *In re Linerboard Antitrust Litigation*, C.A. No.98-5055 (E.D.Pa.); *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, No.M-02-1486 PJH (N.D. Cal.); *In re Baycol Products Litigation*, No. 1431 (D. Minn.); and *In re Vitamins Antitrust Litigation*, Misc. No. 99-0197(TFH) (D.D.C.).

He has also participated in such cases as *General Refractories Co. v. Washington Mills Electro Minerals Corp.*, No. 95-CV580S(S) (E.D.N.Y.); *In re Brand Name Prescription Drugs Antitrust Litigation*, No. 94-C-897 (N.D. Ill.); *In re Nasdaq Market-Makers Antitrust Litigation*, MDL No. 1023 (S.D.N.Y.); *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.); and *In re Carpet Antitrust Litigation*, MDL No. 1075 (N.D.Ga.).

Mr. Caldes is admitted to practice in the Commonwealth of Pennsylvania, the State of New Jersey, the United States District Court for the District of New Jersey, the United States District Court for Eastern District of Pennsylvania and the United States Court of Appeals for the 3rd Circuit.

Associates

Rachel E. Kopp focuses her practice in antitrust, consumer practices and securities litigation. She is involved in a number of major cases, including *In Re Blood Reagents Antitrust Litigation*, No. 2:09-md-02081-JD (E.D. Pa.), *In Re: American Express Anti-Steering Rules Antitrust Litigation*, MDL 2221 (E.D.N.Y.) and *In Re Municipal Derivatives Antitrust Litigation*, MDL No. 1950 (S.D.N.Y.). She has also been heavily involved in *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.); *In Re Converium Holding AG Securities Litigation*, No. 04 Civ. 7897 (DLC) (S.D.N.Y.); *Welmon v. Chicago Bridge & Iron Co. N.V.*, No. 06 Civ. 01283 (JES) (S.D.N.Y.); and *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.). Ms. Kopp was selected to the Pennsylvania Rising Stars 2011-2013.

Ms. Kopp is actively involved in the Philadelphia and American Bar Associations. Most recently, Ms. Kopp was elected to a three-year term on the Philadelphia Bar Association Board of Governors. For the 2013-2014 bar year, Ms. Kopp will serve as the American Bar Association Young Lawyers Division (ABA YLD) liaison to the ABA Standing Committee on Membership. Ms. Kopp served as the Membership Director of the ABA YLD, which is comprised of approximately 150,000 young lawyers worldwide, for the 2012-2013 bar year. Ms. Kopp also previously served as the ABA YLD's Administrative Director and frequently speaks on issues affecting young lawyers. In recognition of her service to the ABA YLD, Ms. Kopp received a Star of the Year award at the ABA Annual Meetings in 2013, 2012 and 2010.

Ms. Kopp earned her Juris Doctor degree from Villanova University Law School, where she received a Public Interest Summer Fellowship to serve as a legal intern at New York Volunteer Lawyers for the Arts and VH1 *Save The Music*. She received her undergraduate degree from the University of Maryland, where she received a B.A. in Government and Politics and concentrated in languages.

Ms. Kopp is admitted to practice in Pennsylvania and New Jersey, as well as in the U.S. Court of Appeals for the Third Circuit and the U.S. District Court for the Eastern District of Pennsylvania.

Of Counsel

Gregory Jordan is fluent in Japanese and worked on this case as a Japanese language document reviewer. He has extensive experience as a lawyer working with Japanese documents including in cases before the International Trade Commission, in patent litigation and other complex litigation. He graduated in 1995 from the University of Illinois College of Law.

Peter McCann received his law degree in 2004 from the Temple University School of Law. He has extensive experience in document review and deposition preparation in complex multidistrict litigation, including antitrust litigation, mass tort and contract litigation.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

SPECTOR ROSEMAN KODROFF & WILLIS, PC

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	YEAR	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS				
Eugene Spector (P)	2008	1.5	\$650	\$975.00
Eugene Spector (P)	2009	6.25	\$700	\$4375.00
Eugene Spector (P)	2010	.75	\$710	\$532.50
Eugene Spector (P)	2011	5.5	\$725	\$3987.50
Eugene Spector (P)	2013	1.	\$750	\$750.00
Eugene Spector (P)	2014	2.	\$775	\$1550.00
Robert Roseman (P)	2014	.25	\$750	\$187.50
Jeffrey Corrigan (P)	2013	1.	\$675	\$675.00
Jay Cohen (P)	2009	71.75	\$600	\$43050.00
Jay Cohen (P)	2010	.75	\$615	\$461.25
Jay Cohen (P)	2011	44.0	\$625	\$27500.00
Jay Cohen (P)	2012	63.0	\$635	\$40005.00
Jay Cohen (P)	2013	232.55	\$650	\$151157.50
Jay Cohen (P)	2014	366.15	\$670	\$245320.50
Jay Cohen (P)	2015	1.	\$705	\$705.00
William Caldes (P)	2008	11.25	\$475	\$5343.75
William Caldes (P)	2009	9.0	\$550	\$4950.00
William Caldes (P)	2010	2.25	\$575	\$1293.75
William Caldes (P)	2011	3.0	\$590	\$1770.00
William Caldes (P)	2012	.5	\$600	\$300.00
William Caldes (P)	2013	3.75	\$625	\$2343.75
Ray Huxen (OC)	2008	3.0	\$425	\$1275.00
Gregory Jordan (OC)	2013	1692.5	\$375	\$634687.50
Gregory Jordan (OC)	2014	465.0	\$375	\$174375.00
Peter McCann (OC)	2013	571	\$300	\$171300.00
Peter Mc Cann (OC)	2014	439.75	\$300	\$131925.00
Rachel Kopp (A)	2011	23.5	\$375	\$8812.50
Rachel Kopp (A)	2012	59.25	\$390	\$23107.50
Rachel Kopp (A)	2013	230.55	\$405	\$93372.75
Rachel Kopp (A)	2014	59.5	\$420	\$24990.00
Rachel Kopp (A)	2015	.5	\$440	\$220.00
Jeffrey Spector (A)	2013	.25	\$380	\$95.00

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

NAME	YEAR	TOTAL HOURS	HOURLY RATE	LODESTAR
	NON-ATTORNEYS			
Gerri De Marshall (SPL)	2013	1.	\$210	\$210.00
Gerri De Marshall (SPL)	2014		\$215	\$215.00
Charles Briglia (PL)	2008	3.	\$180	\$540.00
Charles Briglia (PL)	2011	.25	\$195	\$48.75
Chanell Surratt (PL)	2009	12.5	\$185	\$2312.50
Greg Murray (PL)	2009	10	\$130	\$1300.00
Rosy Briones (PL)	2009	2.	\$145	\$290.00
Nicole Noronha (PL)	2011	3.	\$135	\$405.00
Nicole Noronha (PL)	2012	2.5	\$140	\$350.00
Nicole Noronha (PL)	2013	21.0	\$145	\$3045.00
Nicole Noronha (PL)	2014	4.25	\$150	\$637.50
TOTAL		4432.50		\$1,810,747.00

(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

SPECTOR ROSEMAN KODROFF & WILLIS, PC

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$11172.22
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$1545.60
Photocopies – Outside	\$271.02
Postage	\$47.33
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$310.88
Telephone / Facsimile	\$835.31
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$3065.54
Travel (Meals and Lodging)	\$
TOTAL:	\$17,247.90

1 Allan Steyer (State Bar No. 100318)
Jayne A. Peeters (State Bar No. 108052)
2 Dana M. Andreoli (State Bar No. 262068)
STEYER LOWENTHAL BOODROOKAS
3 ALVAREZ & SMITH LLP
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7 *Counsel for Plaintiff Rachel Diller*
8
9

10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**
13

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

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

**DECLARATION OF ALLAN STEYER
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

16
17
18 **This Document Relates to:**

19 **ALL ACTIONS**
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1 I, Allan Steyer, declare and state as follows:

2 1. I am a partner of the law firm of Steyer Lowenthal Boodrookas Alvarez & Smith LLP.

3 I submit this declaration in support of Plaintiffs' application for an award of attorneys' fees in
4 connection with the services rendered in this litigation. I make this Declaration based on my own
5 personal 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 Rachel Diller throughout the course of this
8 litigation. The background and experience of Steyer Lowenthal Boodrookas Alvarez & Smith LLP
9 and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Steyer Lowenthal Boodrookas Alvarez & Smith LLP has prosecuted this litigation
11 solely on a contingent-fee basis, and has been at risk that it would not receive any compensation for
12 prosecuting claims against the Defendants. While Steyer Lowenthal Boodrookas Alvarez & Smith
13 LLP devoted its time and resources to this matter, it has foregone other legal work for which it
14 would have been compensated.

15 4. During the pendency of the litigation, Steyer Lowenthal Boodrookas Alvarez & Smith
16 LLP performed the following work:

17 **INVESTIGATION AND RESEARCH**

18 We performed legal research and drafted various memoranda on a number of the following
19 topics:

- 20 1) Filed rate doctrine;
- 21 2) Immunities;
- 22 3) Preemption;
- 23 4) Foreign Trade Antitrust Improvements Act (FTAIA);
- 24 5) Procedural and legal requirements of taking depositions in foreign jurisdictions;
- 25 6) State action doctrine;
- 26 7) Defendant ANA (historical and financial background, operations);
- 27 8) Defendant Singapore Airlines (historical and financial background, operations);

- 1 9) Department of Transportation; and
2 10) Airline Tariff Publishing Company (ATPCO).

3 **PLEADINGS AND MOTIONS**

- 4 • We performed legal research and drafted (and/or assisted with briefing) oppositions to
5 defendants' motions to dismiss, including those filed by ANA, China Airlines, and Thai
6 Airlines, Malaysia Air, Vietnam Air, and Philippine Airlines.
7 • We performed legal research and drafted memoranda regarding defendants' summary
8 judgment motions, including that filed by ANA.
9 • We assisted in preparing the opposition to ANA and China Airlines' § 1292 motions.
10 • We revised plaintiffs' First Amended Complaint.
11 • We performed legal research and drafted motions to compel and supporting papers/letter
12 briefs regarding discovery disputes with ANA and China Airlines.
13 • We attended multiple hearings regarding motions to compel and attended a court-ordered
14 meet and confer session with defendants ANA and China Airlines.
15 • We performed legal research and drafted a motion to compel/letter brief regarding a
16 discovery dispute with Singapore Airlines.
17 • We drafted a section of the class certification brief.

18 **DISCOVERY**

19 We prepared for, attended and/or took the depositions of the following witnesses:

- 20 1) George Chen (EVA);
21 2) James Cheng (EVA);
22 3) T. Chen (EVA);
23 4) Jack Yu (EVA);
24 (which depositions 1-4 were taken in Taiwan);
25 5) Gary Huang (individually and as 30b6 deponent for EVA);
26 6) J. K. Leung (Singapore Airlines);
27 7) Janis Pignataro (Singapore Airlines);
28 8) EE Kim Lye (Singapore Airlines);
9) Huang Cheng (Singapore Airlines) (Mr. Lye and Mr. Cheng were scheduled to give
testimony in Singapore); and

10) Mr. Osumi (ANA).

- We assisted in preparation for depositions of other Singapore Airlines witnesses (Chan Fun; Subhas Menon; Toshiaki Oshima; and Kazuhisa Okamoto), some of which took place in Japan and Sydney, Australia.
- We coordinated with local counsel in Singapore whom plaintiffs' counsel retained in conjunction with the depositions scheduled to be taken there.
- We researched and prepared letters rogatory for depositions in Singapore.
- We researched and prepared letter briefs and orders for the court for depositions in Japan.
- We reviewed documents including, but not limited to, those produced by defendants EVA, Singapore Airlines, and ANA.
- We reviewed and analyzed defendants' discovery responses and document productions, and drafted memoranda regarding defendants' discovery responses and document productions.
- We met and conferred with defendant ANA regarding discovery disputes, ESI and search terms.
- We met and conferred with defendant Singapore Airlines regarding discovery disputes and depositions.
- We met and conferred with third parties Asiana Airlines and Korean Air regarding responses to subpoenas for documents and search terms, and reviewed Asiana Airlines' documents with an emphasis on defendants ANA and Singapore Airlines.
- We reviewed meeting minutes of BAR organizations and drafted memoranda regarding those minutes.
- We consulted with the United States Consulates in Japan and Singapore and consulted with the Singaporean Court regarding depositions.
- We reviewed deposition transcripts of defendants.

5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of hours spent by Steyer Lowenthal Boodrookas Alvarez & Smith LLP during this period of time was 3,129.00 with a corresponding lodestar of \$1,549,002.50. This summary was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at my law firm for the benefit of the Class.

6. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 2 are the usual and customary hourly rates charged by Steyer Lowenthal Boodrookas Alvarez & Smith LLP for complex litigation cases during that time frame.

7. My firm has expended a total of \$26,700.94 in unreimbursed costs and expenses in connection with the prosecution of this litigation. These costs and expenses are broken down in the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

8. Steyer Lowenthal Boodrookas Alvarez & Smith LLP has paid a total of \$125,000.00 in assessments for the joint prosecution of the litigation against the Defendants.

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

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 1st day of April, 2015 at San Francisco, California.

/s/ Allan Steyer
ALLAN STEYER

EXHIBIT 1

STEYER LOWENTHAL BOODROOKAS

ALVAREZ & SMITH LLP

One California Street, Third Floor

San Francisco, CA 94111

Telephone: (415) 421-3400

Fax: (415) 421-2234

Email: steyerlaw.com

PARTNERS

Jeffrey H. Lowenthal, (Member) born Los Angeles, California, January 10, 1958; admitted to bar, 1983, California. **Education:** University of California at Los Angeles (B.A., 1980); Boalt Hall School of Law, University of California at Berkeley (J.D., 1983). **Activities:** Chairman, Boalt Hall Moot Court Board, 1982-1983. Northern California Super Lawyer, 2005-2015; Super Lawyer, Corporate Counsel, 2008-2013; Super Lawyer, Business Edition, 2010-2012. Instructor, Boalt Hall School of Law, University of California, 1985-1986. Author, "Evidence," California Litigation Review, April 1997. Board of Directors, Huckleberry Youth Programs, Inc., 2005--. Member, Kentfield Schools Foundation, 1999-2001. Panelist, Early Settlement Program, Bar Association of San Francisco, 2002--. **Member:** Bar Association of San Francisco; State Bar of California; Marin Trial Lawyers Association (Member, Board of Trustees, 2002); Association of Business Trial Lawyers; California Land Title Association. **Practice Areas:** Real Property; Title Insurance Law; Commercial Litigation. **E-mail:** jlowenthal@steyerlaw.com

Allan Steyer, (Member) born Brooklyn, New York, July 25, 1952; admitted to bar, 1981, California. **Education:** State University of New York at Buffalo (B.A., magna cum laude, 1973); University of San Francisco School of Law (J.D., 1981). **Activities:** Legal Externship, California Supreme Court, Justice Mathew O. Tobriner, 1980. Selected by peers, Northern California Super Lawyer, 2004-2015. Author: "Era of Accounting Irregularities," May, 2002; "Comprehensive General Liability Policies, 1993: Obligation of the Parties," Practicing Law Institute; "Insurance Claims and Coverage Litigation," "The Unfair Settlement Practices Regulations: Issues Relating to Discovery, Admissibility of Evidence In Civil Actions, and Exhaustion of Administrative Remedies," June, 1993; "Cross-Examination: Seven Steps To Success," California Litigation, Spring Issue, 1991. Speaker: Hot Topics in Financial Institution Litigation, State Bar of California Convention, September 2005 and October 2004; Innovative Strategies for Pursuing Unfair Competition Claims, State Bar of California Antitrust and Unfair Competition Law Section, May 2004; 2003 Advanced Business Litigation Institute, California CPA Education Foundation - Admissibility of Expert Witness Testimony; Advanced Business Litigation Institute Conference, California CPA Education Foundation, Era of Accounting Irregularities, May 2002; Punitive Damages in California Courts: Post BMW v. Gore, CAOC Seminar, December, 1998; Punitive Damages: Post BMW v. Gore - An Update, CAOC Seminar, December 1997; Punitive Damages: BMW Case, CAOC Seminar, December, 1996; Mediating Wrongful Termination, Harassment and Discrimination Cases, CAOC Seminar, November 1995; The After-Acquired Evidence Defense - Alive and Well?, CAOC Seminar, November 1995; Punitive Damages: Current Status and Trends, CTLA Seminar, December

1993; California Unfair Claims Settlement Practices Regulations: Compliance, Enforcement and Beyond, San Francisco Bar Association Program, June 1993; PLI Program, Comprehensive General Liability Policies; Insurance Claims and Coverage Litigation, New York, May 1993; "The 'Lincoln Savings' Trial," CTLA Seminar, December 1992; "Handling Claims Against Savings and Loan Officers and Directors," ATLA Advanced Seminars, August 1991; "Securities Fraud: The Big Cases and the Small Cases," Kansas Trial Lawyers Association Annual Meeting, 1988. Instructor, National Institute for Trial Advocacy, Berkeley, California, 1999, San Francisco, California, 2001. Judge Pro Tem, San Mateo Superior Court, 1994-1998. **Member:** San Francisco, San Mateo County (Member: Bench and Bar Committee, 1990, 1994, 1996-2004; ADR Committee, 1994-1996) and American Bar Associations; State Bar of California; Consumer Attorneys of California; San Mateo County Trial Lawyers Association (Member, Board of Directors, 1987-1996; President, 1995); San Francisco Trial Lawyers Association (Member, Board of Directors, 1996-2008); The American Association for Justice; Association of Business Trial Lawyers. **Practice Areas:** Antitrust; Commercial Litigation; Consumer Class Actions; Investment Fraud; Labor and Employment; Securities; Real Property. **E-mail:** asteyer@steyerlaw.com

Nick A. Boodrookas, (Member) born Modesto, California, June 3, 1958; admitted to bar, 1983, California. **Education:** University of California at Davis (A.B., with highest honors, 1980); Boalt Hall School of Law, University of California at Berkeley (J.D., 1983). **Activities:** Phi Beta Kappa. Lecturer, Continuing Education of the Bar of California. Northern California Super Lawyer, 2005 and 2006, Labor & Employment Law. Member, 1998-2004, and President, 1999-2001, Board of Trustees, Saint Mark's School. Member, 2002--, and Chairman, 2004--, Board of Trustees, Marin Academy. **Member:** Bar Association of San Francisco; State Bar of California (Member, Labor and Employment Law Section). **Reported Cases:** *Laborers Health & Welfare v. Westlake Development*, 53 F.3d 979 (9th Cir. 1995). **Practice Areas:** Labor and Employment; Litigation; Nonprofit Organizations; Independent Schools. **E-mail:** nboodrookas@steyerlaw.com

Carlos A. Alvarez, (Member) born Los Angeles, California, April 1, 1964; admitted to bar, 1989, California. **Education:** University of San Francisco (B.A., 1986); Boalt Hall School of Law, University of California at Berkeley (J.D., 1989). Northern California Super Lawyer, 2014-2015. **Member:** The Bar Association of San Francisco; State Bar of California (Member, Sections on: Litigation and Real Property); San Francisco La Raza Lawyers Association; California Land Title Association. **Practice Areas:** Commercial Litigation; Real Property; Consumer Class Actions. **E-mail:** calvarez@steyerlaw.com

Edward Egan Smith, (Member) born Williamsburg, Virginia, February 4, 1965; admitted to bar, 1994, California. **Education:** University of Virginia (B.A., 1987); University of California, Hastings College of the Law (J.D., 1991). **Activities:** Senior Research Editor, Editorial Board, Hastings Law Journal, 1990-1991. Law Clerk to The Honorable Ed Carnes, U.S. Circuit Judge, Eleventh Circuit Court of Appeals, 1992-1993, and The Honorable Robert E. Varner, Senior U.S. District Judge, U.S. District Court, Middle District of Alabama, 1991-1992. Author, "The Criminalization of Belief: When Free Exercise Isn't," 42 Hastings L.J. 1491 (1991). **Member:** State Bar of California; Bar Association of San Francisco. **Practice Areas:** Commercial Litigation; Appeals; Labor and Employment; Real Property. **E-mail:** esmith@steyerlaw.com

SENIOR COUNSEL

Donald Scott Macrae, born Summit, New Jersey, 1956; admitted to bar, 1982, California. **Education:** Bowdoin College at Brunswick, Maine (B.A., 1978); Boalt Hall School of Law, University of California at Berkeley (J.D., 1982). **Activities:** Recipient: James Bowdoin Scholar; American Jurisprudence Award. **Practice Areas:** Consumer Class Actions; Antitrust; Commercial, Securities. **Email:** smacrae@bamlawlj.com

Jayne A. Peeters, born Neenah, Wisconsin, April 21, 1954; admitted to bar, 1983, California. **Education:** University of Wisconsin, Madison, Wisconsin (B.S. 1976); Hastings College of the Law, University of California (J.D. 1982). **Activities:** Legal Externship, Marin Superior Court, 1982; Settlement Panelist, Marin Superior Court, 2002-2003. **Member:** Bar Association of San Francisco; State Bar of California. **Practice areas:** Class Actions; Commercial Litigation; Real Property. **Email:** jpeeters@steyerlaw.com

Robert W. Biederman, born Chicago, Illinois, 1952; admitted to bar 1978, Illinois (inactive), 1985 (Texas), 1992, Massachusetts (inactive), 1995 (California). **Education:** Sarah Lawrence College (B.A. 1973); Loyola University Chicago School of Law (J.D. 1978). **Practice Areas:** Consumer Class Actions; Antitrust; Commercial Litigation. **Email:** rbiederman@steyerlaw.com

ASSOCIATES

Bryan Matthew Kreft, born Los Altos, California, March 5, 1974; admitted to bar, 2000, California. **Education:** University of California, Los Angeles (B.A., 1996); Santa Clara University (M.B.A., 2000, J.D., 2000). **Member:** Bar Association of San Francisco; State Bar of California. **Practice Areas:** Class Actions; Commercial Law; Litigation; Real Property; Insurance. **Email:** bkreft@steyerlaw.com

Michelle Akerman, born Los Angeles, California, April 17, 1979; admitted to bar, 2009, California. **Education:** University of California at Davis (B.S., 2004); University of California Hastings College of the Law (J.D., cum laude, 2009). **Activities:** Author, "*Brown v. United States, The Paquete Habana*, and the Executive" 60 Hastings L.J. 149 (2008); Senior Articles Editor, Hastings Law Journal; Intern, Marin County Public Defender's Office. **Member:** State Bar of California; Bar Association of San Francisco, San Francisco La Raza Lawyers Association. **Practice Areas:** Commercial Litigation; Real Property; Antitrust Class Actions; Employment and Labor Law. **Email:** makerman@steyerlaw.com

Dana M. Andreoli, born San Francisco, CA, August 16, 1982; admitted to bar, 2008, California. **Education:** University of California, San Diego, CA (B.A., 2004); Dickinson School of Law at Pennsylvania State University (J.D., 2008). **Activities:** Senior Editor for the PSU Environmental Law Review; interned for the civil division of The United States Attorneys Office in Washington, D.C. **Member:** State Bar of California. **Practice Area:** Litigation. **Email:** dandreoli@steyerlaw.com

Gabriel D. Zeldin, born Berkeley, California, December 18, 1982; admitted to bar, 2010, California. **Education:** University of California, Santa Barbara (B.A., 2005); University of California, Davis School of the Law (J.D., 2010). **Activities:** 2010 School of Law Medal recipient; Editor, UC Davis Law Review; Chair, Trial Practice Honors Board; Extern, Judge Charles R. Breyer, United States District Court, Northern District of California; Law Clerk, Justice Daniel E. Winfree, Alaska Supreme Court. **Member:** State Bar of California. **Practice Area:** Litigation. **Email:** gzeldin@steyerlaw.com

Alexander D. Kullar, born San Francisco, California, July 16, 1983; admitted to bar, 2008, California; admitted to bar, 2009, District of Columbia. **Education:** University of California, Los Angeles, CA (B.A., 2005); Georgetown University Law Center, Washington, D.C. (J.D., 2008). **Member:** State Bar of California. **Practice area:** Litigation. **Email:** akullar@steyerlaw.com

OF COUNSEL

Jill M. Manning, (Of Counsel) born Carmel, California, July 19, 1969; admitted to bar, 1995, California. **Education:** University of California at Davis (B.A., 1991); Cambridge University, Pembroke College (summer, 1990); University of San Francisco School of Law (J.D., 1995). Member (1993-1994) and Editor (1994-1995), USF Law Review. **Speaking Events:** “The UCL, FAL and CLRA ‘Go Viral’: Facebook, Google, Apple, Yahoo! Zynga and Other High Tech Cases,” 21st Annual Golden State Antitrust and Unfair Competition Law Institute (October, 2011); “Hot Topics in Competition Law,” 86th Annual Meeting of the State Bar of California (October, 2013). **Publications:** The Sedona Conference, “Defense of Process: General Principles” (August, 2013); *Competition*, The Journal of the Antitrust and Unfair Competition Law Section of the State Bar of California, “Plaintiff Perspective: Food Fights - Recent Developments in Consumer Class Actions Challenging Food Labels,” Vol. 23, No. 2 (Fall 2014). **Legal Affiliations:** Deputy Vice Chair (Treatise), State Bar of California Antitrust and Unfair Competition Executive Committee; Member, Bar Association of San Francisco, Antitrust Section; Member, American Bar Association, Antitrust Section, Agriculture and Food Committee; Women Antitrust Plaintiffs Attorneys (WAPA). **Professional Activities:** Board of Trustees, Shoreline Unified School District; Member, Marin Agricultural Land Trust; Member, Marin Organic. **Practice Areas:** Antitrust and Unfair Competition; Consumer Fraud; Business Disputes.

**STEYER LOWENTHAL BOODROOKAS
ALVAREZ & SMITH LLP**

The firm is a litigation boutique based in San Francisco that has a civil litigation practice with an emphasis on complex litigation, including antitrust, consumer, investment fraud/securities class actions and representative actions, real property, commercial, partnership, and employment litigation. The firm's two senior partners have been chosen by their peers as Super Lawyers in Northern California annually since 2005. Listed below are some of the cases we have been involved in litigating.

CLASS ACTION AND OTHER COMPLEX LITIGATION MATTERS

A. Antitrust

Ace Delivery & Moving, Inc., v. Horizon Lines, LLC, et al. – served as plaintiff's co-lead counsel for direct purchasers in a horizontal price fixing conspiracy putative class action (D. AK).

Four in One Company, Inc. et al. v. SK Foods, L.P., et al. – represented putative plaintiff class of direct purchasers in a price fixing conspiracy regarding tomatoes (E.D. CA).

In Re: Air Cargo Shipping Services Antitrust Litigation – representing putative classes of direct purchasers of air cargo services against numerous airline defendants in a price fixing conspiracy (E.D. NY).

In Re: Aftermarket Automotive Lighting Products Antitrust Litigation – represented plaintiff class of direct purchasers in a horizontal price fixing conspiracy (C.D. CA).

In Re: Cathode Ray Tube (CRT) Antitrust Litigation – representing class of direct purchaser plaintiffs (N.D. CA). (Settlement pending.)

In Re: CD Antitrust Litigation – represented plaintiffs in a consolidated nationwide federal class action and antitrust/price fixing case involving the music industry (D. ME).

In Re: DRAM Antitrust Litigation – member of executive committee – representing indirect purchasers of DRAM in putative class action involving price fixing conspiracy (N.D. CA). (Settlement approved; appeal pending in Ninth Circuit.)

In Re: Flash Memory Antitrust Litigation – member of executive committee – represented putative class of indirect purchasers of flash memory against major electronic companies in a price fixing conspiracy (N.D. CA).

In Re: Fresh and Processed Potatoes Antitrust Litigation – member of executive committee – representing plaintiff direct purchasers in a putative class action price fixing conspiracy (E.D. ID).

In Re: Graphics Processing Units Antitrust Litigation – represented putative class of indirect purchasers of graphic cards against major electronic companies in a price fixing conspiracy (N.D. CA).

In Re: Intel Corporation Microprocessor Antitrust – represented putative class of indirect purchasers of microprocessors from Intel (D. DE).

In Re: International Air Transportation Surcharge Antitrust Litigation – member of executive committee – representing putative class of ticket purchasers against major airline carriers (N.D. CA). (Partial settlements pending.)

In Re: Korean Air Lines Co., Ltd., Antitrust Litigation – represented plaintiff class in a price fixing conspiracy (C.D. CA). (Settlement approved.)

In Re: Lithium Ion Batteries Antitrust Litigation – representing putative class of direct purchaser plaintiffs (N.D. CA).

In Re: Municipal Derivatives Antitrust Litigation – member of executive committee – representing class of purchasers of municipal securities in a price fixing conspiracy (S.D. NY). (Partial settlements approved.)

In Re: NASDAQ Market-Makers Antitrust Litigation – represented plaintiffs in a national class action price fixing case against 33 broker-dealer defendants (S.D. NY).

In Re: NCAA Student-Athlete Name & Likeness Licensing Litigation – member of executive committee – representing class of plaintiffs in a price fixing conspiracy regarding current and former student athletes (N.D. CA). (Partial settlement pending.) (Defendant's Ninth Circuit appeal pending.)

In Re: Optical Disk Drive Products Antitrust Litigation – representing putative plaintiff class of purchasers in a price fixing conspiracy (N.D. CA). (Partial settlement pending.)

In Re: Payment Card Interchange Fee and Merchant Discount Antitrust Litigation – representing putative plaintiff class in a price fixing case against Visa, Mastercard and major banks regarding interchange fees (E.D. NY). (Settlement approved; appeal pending in Second Circuit.)

In Re: Processed Egg Products Antitrust Litigation – representing putative plaintiff class in a price fixing conspiracy (E.D. PA). (Partial settlements approved/pending.) (Class certification motion submitted to court.)

In Re: Static Random Access Memory (SRAM) Antitrust Litigation – represented class of indirect purchasers in a price fixing conspiracy case against multiple SRAM manufacturers (N.D. CA).

In Re: TFT-LCD (Flat Panel) Antitrust Litigation – represented class of indirect purchasers in a price fixing conspiracy against manufacturers of flat panels for televisions, computer monitors, and laptop computers (N.D. CA.). (Settlement approved.)

In Re: Visa/Mastercard Currency Conversion Litigation – represented certified class of plaintiffs in massive MDL antitrust/Truth In Lending Act action arising from imposition of foreign currency conversion fees by Visa, MasterCard, and banks (S.D. NY). (Settlement approved.)

Mayor and City Counsel of Baltimore, Maryland v. Citigroup, Inc., et al. – one of three firms which represented purchasers of auction rate securities in a putative class action antitrust case (S.D. NY). Argued appeal in Second Circuit Court of Appeal.

Sidibe, et al. vs. Sutter Health, et al. - representing putative class of consumers of hospital/medical services in tying case (N.D. CA). (Appeal pending in Ninth Circuit.)

B. Consumer

Schwartz v. Visa International Corp., et al. – represented plaintiffs in nationwide consumer representative action regarding imposition on credit card users of hidden, foreign currency conversion fees (one of three firms that successfully tried six month trial) (Alameda County Superior Court). (Settlement approved.)

Shrieve v. Visa U.S.A. Inc., et al. – co-lead counsel – represented plaintiffs in putative nationwide consumer class action regarding imposition on debit card users of hidden, foreign currency conversion fees (Alameda County Superior Court). (Settlement approved.)

Mattingly v. Visa U.S.A. Inc., et al. – co-lead counsel – represented plaintiffs in putative nationwide consumer class action regarding imposition on credit card users of hidden, foreign currency conversion fees (Alameda County Superior Court). (Settlement approved.)

Lipuma v. American Express – co-lead counsel – represented plaintiffs in nationwide consumer class action regarding deceptive business practices involving foreign currency conversion fees imposed on cardholders (S.D. FL). (Settlement approved.)

Green v. Chase Manhattan Bank USA, N.A., et al. – co-lead counsel – represented plaintiffs in putative consumer class action against home equity line lenders regarding failure to comply with statutory requirements for reconveyance of deeds of trust (San Francisco County Superior Court). (Settlement approved.)

Silva, et al. v. Provident Funding Associates, L.P., et al. – co-lead counsel – represented plaintiffs in consumer class action regarding late fees charged by a mortgage service company (San Mateo County Superior Court). (Settlement approved.)

Marshall, et al. v. H&R Block, Inc., et al. – one of four firms that represented putative nationwide class of tax preparation clients in deceptive business practices case (S.D. IL).

Mulligan v. Pacific Bell – co-lead counsel – represented plaintiffs in California consumer class action alleging violations of Bus. & Prof. Code § 17200 and California Consumer Legal Remedies Act (Alameda County Superior Court). (Settlement approved.)

Citigroup Loan Cases – represented plaintiffs in nationwide consumer class alleging Bus. & Prof. Code § 17200 claims against lenders regarding deceptive and illegal lending practices to consumers (San Francisco County Superior Court). (Settlement approved.)

In Re: Kava Kava Litigation – represented plaintiffs in consumer class action arising from false advertising (Bus. & Prof. code § 17200 et seq.) and deceptive business practices in marketing and sale of Kava-Kava (Los Angeles County Superior Court).

Gordon v. Apple Computer – represented plaintiffs in consumer nationwide class action arising from sale of alleged defective computers (Bus. & Prof. Code § 17200) (Santa Clara County Superior Court). (Settlement approved.)

Castro v. Providian – co-lead counsel – represented class of borrowers alleging Bus. & Prof. Code § 17200 claims arising from lender's imposition of unconscionable terms and interest charges on credit card lines (San Mateo County Superior Court). (Settlement approved.)

Lavie v. Procter & Gamble – co-lead counsel – represented plaintiffs in consumer representative action – false advertising, Bus. & Prof. Code § 17200 claims (regarding OTC drug, including three week trial and appeal) (San Francisco County Superior Court).

Littau v. Circuit City – co-lead counsel – represented plaintiffs in consumer class action – false advertising, Bus. & Prof. Code § 17200 claims against major electronics retailers (San Francisco County Superior Court). (Settlement approved.)

C. Investment Fraud/Securities

Represented two hedge funds in securities litigation against public company (San Francisco County Superior Court).

Represented four hedge funds in securities litigation against public company (public/private offering) (S.D. NY).

In Re: Asia Pulp & Paper Securities Litigation – represented class of investors in a securities fraud action (S.D. NY). (Settlement approved.)

William A. Brandt, Jr. v. Gordon A. Campbell, et al. – represented former CFO of bankrupt technology company in action brought by bankruptcy trustee against company's directors and officers (San Mateo County Superior Court).

In Re: General Instrument Securities Litigation – MDL proceeding – represented group of investors including money managers who suffered multi-million dollar losses arising out of 1995 merger of private company with publicly traded company; action was coordinated with national securities class actions (N.D. IL). (Settlement approved.)

In Re: TMI Limited Partnership Litigation – co-lead counsel – represented approximately 20,000 school teachers who invested in 35 real estate limited partnerships in class action for fraud, breach of fiduciary duty, against general partners and Big 5 accounting firm (Orange County Superior Court). (Settlement approved.)

Smith v. Merrill Lynch – represented plaintiffs in Orange County bond holder class action litigation (Orange County Superior Court and federal district court).

Klein v. Sacks – co-lead counsel – represented investors in real estate limited partnerships fraud scheme in class action against general partners and attorneys (Los Angeles County Superior Court).

In Re: Executive Life Litigation – represented plaintiffs in consolidated policy holder class actions against directors and officers and Big 5 accounting firm in fraud action (Los Angeles County Superior Court). (Settlement approved.)

ZZZZBest Litigation – represented Union Bank against Big 5 accounting firm that audited ZZZZBest (Los Angeles County Superior Court and C.D. CA).

In Re: American Continental Corporation/Lincoln Savings & Loan Securities Litigation – co-lead counsel – represented class of bond purchasers against three Big 5 accounting firms, Charles Keating and many other defendants – including a four month jury trial (D. AZ).

In Re: Technical Equities Coordinated Litigation – represented hundreds of plaintiffs in fraud case against Bear Stearns, Big 5 accounting firm, Security Pacific National Bank and other defendants – including a three month jury trial (Santa Clara County Superior Court).

D. Other Complex Litigation

Represented cofounder of Facebook in breach of fiduciary duty/fraud case (Santa Clara County Superior Court).

Crown Paper Liquidating Trust v. PriceWaterhouseCoopers LLP – represented bankruptcy trustee in fraudulent conveyance and business tort action against multiple defendants (N.D. CA). (Settlement approved after trial commenced.)

Peinado v. Board of Pilot Commissioners for the Bays of San Francisco, San Pablo and Suisun – co-lead counsel – represented plaintiffs in national origins class action discrimination lawsuit (San Francisco County Superior Court).

Meris Labs v. Long Beach Memorial Hospital – represented subsidiary of nonprofit hospital in breach of contract/fraud case, including twelve week jury trial (Santa Clara County Superior Court).

dZine v. Hyundai – represented Belgian company in breach of contract/fraud case arising from failure of computer chip, a component processing part of digital satellite transmission system, including six week trial (Santa Clara County Superior Court).

Bank of America v. Lloyds of London – represented bank in multimillion dollar insurance coverage case (San Francisco County Superior Court).

Ferguson v. National Football League – represented NFL in three week jury trial of wrongful termination suit filed by referee (Santa Clara County Superior Court).

EXHIBIT 2

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

EXHIBIT 2

STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Allan Steyer 2008 (P)	18.00	\$630	\$11,340.00
Allan Steyer 2009 (P)	59.75	\$670	\$40,032.50
Allan Steyer 2010 (P)	56.75	\$730	\$ 41,427.50
Allan Steyer 2011 (P)	26.25	\$770	\$20,212.50
Allan Steyer 2012 (P)	12.75	\$820	\$ 10,455.00
Allan Steyer 2013 (P)	124.25	\$840	\$104,370.00
Allan Steyer 2013 (P)	13.25	\$300	\$3,975.00
Allan Steyer 2014 (P)	389.50	\$860	\$334,970.00
Allan Steyer 2014 (P)	5.50	\$300	\$1,650.00
Allan Steyer 2015 (P)	8.75	\$880	\$7,700.00
D. Scott Macrae 2008 (OC)	9.75	\$590	\$5,752.50
D. Scott Macrae 2009 (OC)	28.75	\$630	\$18,112.50
D. Scott Macrae 2010 (OC)	15.25	\$680	\$10,370.00
D. Scott Macrae 2011 (OC)	8.75	\$710	\$6,212.50
D. Scott Macrae 2012 (OC)	0.25	\$750	\$187.50
Jayne A. Peeters 2011 (SA)	117.25	\$660	\$77,385.00
Jayne A. Peeters 2012 (SA)	38.00	\$690	\$26,220.00
Jayne A. Peeters 2013 (SA)	72.00	\$720	\$51,840.00
Jayne A. Peeters 2013 (SA)	157.00	\$300	\$47,100.00
Jayne A. Peeters 2014 (SA)	138.00	\$740	\$102,120.00
Jayne A. Peeters 2014 (SA)	54.75	\$300	\$16,425.00
Jayne A. Peeters 2015 (SA)	131.75	\$760	\$100,130.00
Simon R. Goodfellow 2008 (A)	120.75	\$275	\$33,206.25
Simon R. Goodfellow 2009 (A)	92.50	\$310	\$28,675.00
Simon R. Goodfellow 2010 (A)	77.50	\$340	\$26,350.00
Simon R. Goodfellow 2011 (A)	0.25	\$360	\$90.00
Holly J. Stirling 2013 (A)	79.50	\$420	\$33,390.00
Holly J. Stirling 2013 (A)	163.00	\$300	\$48,900.00
Michelle Akerman 2009 (A)	47.00	\$275	\$12,925.00
Michelle Akerman 2010 (A)	16.75	\$275	\$4,606.25
Michelle Akerman 2011 (A)	0.50	\$300	\$150.00
Dana M. Andreoli 2011 (A)	149.00	\$300	\$44,700.00
Dana M. Andreoli 2012 (A)	34.75	\$320	\$11,120.00

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
Dana M. Andreoli 2013 (A)	175.50	\$360	\$63,180.00
Dana M. Andreoli 2013 (A)	66.25	\$300	\$19,875.00
Dana M. Andreoli 2014 (A)	243.25	\$380	\$92,375.00
Dana M. Andreoli 2013 (A)	9.25	\$300	\$2,775.00
Dana M. Andreoli 2014 (A)	8.50	\$420	\$3,570.00
Gabriel D. Zeldin 2013 (A)	17.25	\$340	\$5,865.00
Gabriel D. Zeldin 2013 (A)	0.25	\$300	\$75.00
Gabriel D. Zeldin 2014 (A)	112.00	\$360	\$40,320.00
Gabriel D. Zeldin 2014 (A)	0.25	\$300	\$75.00
NON-ATTORNEYS			
Jill Cohoe 2008 (PL)	5.00	\$150	\$750.00
Jill Cohoe 2009 (PL)	3.00	\$150	\$450.00
Annie Nguyen 2009 (PL)	32.50	\$150	\$4,875.00
Suneel Jain 2010 (PL)	20.75	\$150	\$3,112.50
Suneel Jain 2012 (PL)	1.25	\$190	\$237.50
Rachel Silverman 2011 (PL)	5.25	\$150	\$787.50
Rachel Silverman 2012 (PL)	4.00	\$190	\$760.00
Victoria Pavlics 2013 (PL)	42.50	\$170	\$7,225.00
Victoria Pavlics 2014 (PL)	43.50	\$170	\$7,395.00
Clarisse Valera 2014 (PL)	21.00	\$170	\$3,570.00
Michelle Akerman 2008 (LC)	1.25	\$220	\$275.00
Michelle Akerman 2009 (LC)	14.50	\$220	\$3,190.00
Kevin J. O'Brien 2010 (LC)	34.25	\$180	\$6,165.00
TOTAL:			\$1,549,002.50

(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

STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$55.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$5,904.63
Document Production	\$0.00
Experts / Consultants	\$0.00
Messenger Delivery	\$35.23
Photocopies – In House	\$488.00
Photocopies – Outside	\$0.00
Postage	\$0.00
Service of Process	\$93.74
Overnight Delivery (Federal Express, etc.)	\$676.68
Telephone / Facsimile	\$513.07
Transcripts (Hearings, Depositions, etc.)	\$50.10
Travel (Airfare and Ground Travel)	\$14,491.41
Travel (Meals and Lodging)	\$4,393.08
TOTAL:	\$26,700.94

1 Kimberly A. Kralowec (State Bar No. 163158)
THE KRALOWEC LAW GROUP
2 180 Montgomery Street, Suite 2000
San Francisco, CA 94104
3 Phone: (415) 546-6800
Fax: (415) 546-6801
4 Email: kkralowec@kraloweclaw.com

5 *Counsel for Plaintiffs*

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7
8
9
10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

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

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

DECLARATION OF KIMBERLY A.
KRALOWEC IN SUPPORT OF MOTION
FOR ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES

16
17 **This Document Relates to:**

18 **ALL ACTIONS**
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1 I, KIMBERLY A. KRALOWEC, declare and state as follows:

2 1. I am the PRINCIPAL of the law firm of THE KRALOWEC LAW GROUP. I submit
3 this 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 stated
6 herein.

7 2. My firm has served as co-counsel of record for Plaintiff RACHEL DILLER from March
8 2010 through the present. The background and experience of THE KRALOWEC LAW GROUP
9 and its attorneys are summarized in the *curriculum vitae* attached hereto as Exhibit 1.

10 3. THE KRALOWEC LAW GROUP has prosecuted this litigation solely on a contingent-
11 fee basis, and has been at risk that it would not receive any compensation for prosecuting claims
12 against the Defendants. While THE KRALOWEC LAW GROUP devoted its time and resources
13 to this matter, it has foregone other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, THE KRALOWEC LAW GROUP performed the
15 following work:

16 **PLEADINGS AND MOTIONS**

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

27 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
28 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects

1 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
2 hours spent by THE KRALOWEC LAW GROUP during this period of time was 29.0, with a
3 corresponding lodestar of \$11,278.00. This summary was prepared from contemporaneous, daily
4 time records regularly prepared and maintained by my firm. The lodestar amount reflected in
5 Exhibit 2 is for work assigned by Co-Lead Counsel, and was performed by professional staff at
6 my law firm for the benefit of the Class.

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

10 7. My firm has expended a total of \$16.25 in unreimbursed costs and expenses in
11 connection with the prosecution of this litigation. These costs and expenses are broken down in
12 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
13 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses
14 incurred in this action are reflected on the books and records of my firm. These books and
15 records are prepared from expense vouchers, check records and other source materials and
16 represent an accurate recordation of the expenses incurred.

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

19 I declare under penalty of perjury under the laws of the United States of America that the
20 foregoing is true and correct. Executed on this 2nd day of April, 2015 at San Francisco, California.

21
22 /s/ Kimberly A. Kralowec

23 ATTORNEY NAME
24
25
26
27
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EXHIBIT 1



THE KRALOWEC LAW GROUP
180 MONTGOMERY STREET, SUITE 2000
SAN FRANCISCO, CA 94104
TEL: (415) 546-6800

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

THE FIRM'S PROFESSIONALS

Kimberly A. Kralowec, Principal. During her 22-year career as a litigator, Ms. Kralowec has handled class action matters involving employment (wage and hour and misclassification), consumer finance (mortgage and auto), retail products (mislabeling and nondisclosure), antitrust (price-fixing and monopolization), 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.*) and Consumers Legal Remedies Act (Cal. Civ. Code §§1750 *et seq.*).

Ms. Kralowec served as lead appellate counsel for the employees 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 Labor & Employment Lawyers in California and one of the Top 100 Women Lawyers in California, and received a 2013 *California Lawyer* Attorney of the Year ("CLAY") Award in recognition of her work on *Brinker*.

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.

Ms. Kralowec publishes and lectures widely. Recent speaking engagements include "Aggregate Proof or 'Trial by Formula'" (The Impact Fund, February 2013); 8th Annual Advanced Wage & Hour Seminar (California Employment Lawyers Association, May 2012); "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).

Recent articles include “*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).

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 (2001-2008), and later as a partner with Schubert Jonckheer Kolbe & Kralowec LLP (2008-2010), 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.

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 over 20 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.

Chad A. Saunders, Associate. Since 2009, Mr. Saunders has practiced exclusively plaintiff-side employment and consumer law. He has extensive experience with complex litigation matters, including taking a lead role in numerous class actions in California and Federal courts.

Mr. Saunders received his J.D. from New College of California School of Law in 2008, and a B.A. in Philosophy from UMBC in 2001. In law school, he worked as a law clerk for the non-profit law firms Legal Services for Children and Disability Rights California. He is the President of the Board of P.E.E.R.S., an Oakland-based mental health advocacy organization, and a member of the Finance Committee of the Bay Area Chapter of the National Lawyers Guild.

Mr. Saunders is admitted to practice in California, the Ninth Circuit Court of Appeals, and all California federal district courts.

Arthur C. Kralowec, Of Counsel. Mr. Kralowec received his B.A. degree in History from the University of Southern California in 1963. He was awarded his J.D. degree in 1971 from the University of California, Davis, School of Law. Mr. Kralowec has handled litigation and transactional matters for more than 35 years, including regular jury trials throughout his career. He is admitted to practice in all state and federal courts in California.

Gary M. Gray, Senior Paralegal and Administrator. Mr. Gray was educated at the University of California, Santa Cruz, and has 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*.

FORMER PROFESSIONALS OF THE FIRM

Elizabeth I. Newman, Associate. Ms. Newman was an associate of the firm from June 2010 through July 2014. She graduated with a B.A. in History from the University of California, Berkeley in 1995, and a J.D. with a Business Law Specialization Certificate from Golden Gate University School of Law in 2007. During law school, Ms. Newman served as the Communications Clerk for Phi Alpha Delta and as an Executive Board member of the Public Policy Project. Ms. Newman received the Witkin Award for

Securities Regulation, and the CALI Award for Contracts II and Appellate Advocacy. Ms. Newman was also an Appellate Advocacy Moot Court Competition semi-finalist. Prior to law school, Ms. Newman facilitated licensing agreements as a Contract Analyst for Oracle Corporation. Ms. Newman is admitted to practice in California.

Over the course of her career, Ms. Newman developed significant experience handling high-level discovery, including document review and analysis, in complex class action cases. From 2009 through 2012, she was a critical member of the document review, deposition preparation, and trial preparation teams in *In re TFT-LCD (Flat Panel) Antitrust Litigation*, M.D.L. 1827 (N.D. Cal.), pending before Judge Illston. Due to the high quality of her work, she was invited by lead counsel to join the team formed to oppose the defendants' FTAIA motion (the federal Foreign Trade Antitrust Improvements Act). The opposition was successful due in no small part to Ms. Newman's contributions, and soon after the ruling, the remaining defendants settled. The combined settlements in the indirect purchaser cases approached \$1 billion.

REPRESENTATIVE MATTERS

Antitrust Class Actions

In re TFT-LCD (Flat Panel) Antitrust Litigation (U.S. 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). Co-Lead counsel for plaintiffs in a class action brought on behalf of California indirect purchasers of 3M's transparent tape. 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 (settlement approval pending).

Abid v. Grosvenor Bus Lines, Inc., et al. (California Superior Court, City and County of San Francisco). Lead counsel for plaintiffs in antitrust class action brought on behalf of hotel employees and other sales agents who were paid by commission for selling sightseeing bus tours of San Francisco and other nearby tourist destinations. The 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 in violation of California's Cartwright Act and unfair competition law. Action settled for \$3.1 million and injunctive relief.

In re Dynamic Random Access Memory (DRAM) Antitrust Litigation (U.S. District Court, Northern District of California). Co-counsel for a putative 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 (approval pending).

In re Optical Disk Drives Antitrust Litigation (U.S. 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 \$37.75 million approved to date. Action pending.

In re Skelaxin (Metaxalone) Antitrust Litigation (U.S. 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 (settlement approval pending).

Brigiotta's Farmland Produce and Garden Center, Inc. v. United Potato Growers of Idaho, Inc. et al. (U.S. District Court, District of Idaho). Co-counsel for nationwide class of 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 pending.

In re Musical Instruments Antitrust Litigation (U.S. 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 pending.

Nurse Wages Cases: Reed, et al. v. Advocate Healthcare, Inc. et al. (U.S. District Court, Northern District of Illinois). Co-counsel for plaintiff RNs in price-fixing class action alleging that the named defendant healthcare providers have conspired to fix and depress wages being paid to the nurse plaintiffs, and that they accomplished the conspiracy through unlawful exchanges of wage information through trade associations and otherwise. Action settled.

Unfair Competition Law 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.

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. Action settled for \$1.75 million.

Streit v. Farmers Group, Inc. et al. (California Superior Court, County of Los Angeles). Co-counsel and lead appellate counsel in UCL class action alleging that defendant insurance company failed to adequately disclose its charges for mid-term policy cancellation. On appeal, obtained reversal of order sustaining demurrer without leave to amend. Action now pending in trial court.

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. 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). 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 (U.S. 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. 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 relief of up to \$56.5 million (settlement approval pending).

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). 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. (U.S. District Court, Northern District of California). Co-counsel in putative class action and FLSA collective action seeking compensation for unpaid time spent engaging in employer-required security searches. Action pending.

Bluford v. Safeway Stores, Inc. and **Cicairos v. Summit Logistics, Inc.** (California Superior Court, County of San Joaquin). Co-counsel in class action alleging violations of California's meal period and rest break laws. 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.

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

THE KRALOWEC LAW GROUP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Kimberly A. Kralowec (P)	5.9	\$675	\$3,982.50
Kimberly A. Kralowec (P)	0.2	\$725	\$145.00
Elizabeth I. Newman (A)	17.3	\$325	\$5,622.50
NON-ATTORNEYS			
Gary M. Gray (SPL)	3.7	\$265	\$980.50
Gary M. Gray (SPL)	1.3	\$285	\$370.50
Gary M. Gray (SPL)	0.6	\$295	\$177.00
TOTAL:			\$11,278.00

(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

THE KRALOWEC LAW GROUP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$10.44
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$2.24
Photocopies – Outside	\$
Postage	\$3.57
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$
Travel (Meals and Lodging)	\$
TOTAL:	\$16.25

1 Mario N. Alioto, Esq. (56433)
2 TRUMP ALIOTO TRUMP & PRESCOTT LLP
3 2280 Union Street
4 (415)-563-7200
5 (415) 346-0679
6 Email: malioto@tatp.com

7 *Counsel for Plaintiffs*

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

12
13 **IN RE TRANSPACIFIC PASSENGER AIR**
14 **TRANSPORTATION ANTITRUST**
15 **LITIGATION**

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

**DECLARATION OF MARIO N. ALIOTO
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

16
17 **This Document Relates to:**

18 **ALL ACTIONS**
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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. I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel to Martin Kaufman, Ireatha Diane Mitchell, Rosemary
8 Senger and Lemuel Schenck throughout the course of this litigation. The background and
9 experience of Trump, Alioto, Trump & Prescott LLP and its attorneys are summarized in the
10 *curriculum vitae* attached hereto as Exhibit 1.

11 3. Trump, Alioto, Trump & Prescott LLP has prosecuted this litigation solely on a
12 contingent-fee basis, and has been at risk that it would not receive any compensation for
13 prosecuting claims against the Defendants. While Trump, Alioto, Trump & Prescott LLP devoted
14 its time and resources to this matter, it has foregone other legal work for which it would have been
15 compensated.

16 4. During the pendency of the litigation, Trump, Alioto, Trump & Prescott LLP
17 performed the following work in the period March 28, 2008 through February 20, 2015:

18
19 **INVESTIGATION AND RESEARCH**

20 Interviewed potential class representatives for UK to Asia route per request of Lead
21 Counsel. Researched and prepared memo to Lead Counsel regarding joint defense privilege.

22 **PLEADINGS AND MOTIONS**

23 Monitored all major motions and developments in the case and consulted with Lead
24 Counsel on these matters from time to time.

25 **DISCOVERY**

26 Gathered requested information and prepared class representative questionnaires.
27 Performed foreign language document review.

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3 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
4 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
5 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
6 hours spent by Trump, Alioto, Trump & Prescott LLP during this period of time was 1,141.25,
7 with a corresponding lodestar of \$454,912.50. This summary was prepared from
8 contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar
9 amount reflected in Exhibit 2 is for work assigned by Co-Lead Counsel, or otherwise necessary,
10 and was performed by professional staff at my law firm for the benefit of the Class.

11 6. The hourly rates for the attorneys and professional support staff in my firm included in
12 Exhibit 2 are the usual and customary hourly rates charged by Trump, Alioto, Trump & Prescott
13 LLP during that time frame.

14 7. My firm has expended a total of \$698.50 in unreimbursed costs and expenses in
15 connection with the prosecution of this litigation. These costs and expenses are broken down in
16 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
17 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses incurred
18 in this action are reflected on the books and records of my firm. These books and records are
19 prepared from expense vouchers, check records and other source materials and represent an
20 accurate recordation of the expenses incurred.

21 8. Trump, Alioto, Trump & Prescott LLP has paid a total of \$30,000 in assessments for the
22 joint prosecution of the litigation against the Defendants.

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

25 I declare under penalty of perjury under the laws of the United States of America that the
26 foregoing is true and correct. Executed on this 1st day of April, 2015 at San Francisco, CA.

/s/ Mario N. Alioto

Mario N. Alioto

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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 30 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 also 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”).

Most recently, Mr. Alioto was 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”).

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.

JOSEPH MARIO PATANE

Born San Francisco, California, February 20, 1950. Education: BA San Francisco State University 1973; JD University of San Francisco School of Law 1976; LLM Taxation, Golden Gate University School Of Law 1981. Experience: Associate with Trump, Kouba & Dickson, 1977 to 1982. Member of the Law Office of Joseph M. Patane, a Professional Corporation 1982 to Present. Admitted to the California Bar 1976.

Complex Litigation Cases

1. **In re California Armored Cars Litigation**, MDL 387-antitrust price-fixing action brought on behalf of private class of purchasers in California.
2. **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.
3. **Day N Night Market v. Robin Industries, Inc., et al.**, Civil Action No. 772-241-antitrust price-fixing case for class of indirect purchasers of shopping carts.
4. **Monterosso v. Cambridge-Lee Industries, Inc., et al.**, (S.F. Sup. Ct. 1983)-indirect-purchaser, antitrust class action by California purchasers of copper tubing.
5. **Duke Development Company v. The Stanley Works, et al.** (S. F. Sup Ct.)-statewide, price-fixing, Cartwright Act, class action for indirect purchasers of hinges.
6. **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.
7. **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.
8. **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.
9. **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.
10. **In Re: Sorbate Price-Fixing Cases**, JCCP 4073-class action alleging that certain manufacturers of sorbate fixed prices of that product sold indirectly to California purchasers.
11. **In Re Methionine Antitrust Litigation**, MDL 1311-class action alleging that certain manufacturers of methionine fixed prices to direct purchasers throughout the United States.

12. **In Re Methionine Cases**, JCCP 4090-class action alleging that certain manufacturers of methionine fixed prices to indirect purchasers of that product in California.
13. **Patco Enterprises, Inc., et al. V. Sunrise Carpet Industries, et al.**, SF Sup. St. Action No 980454-class action alleging that manufacturers of certain types of carpets fixed prices to indirect purchasers in California.
14. **In re Vitamin Antitrust Litigation**, JCCP 4076-statewide class action by indirect purchasers alleging a price-fixing conspiracy.
15. **In re Auction House Antitrust Litigation**, JCCP 4145-indirect-purchaser antitrust class action alleging that major auction houses fixed buyer commissions.
16. **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.
17. **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.
18. **In re Laminate Cases**, Alameda Superior Court, Master File No. 304471-indirect purchaser class action alleging price fixing on high pressure laminates.
19. **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.
20. **Lapidus v. Crown Oil**, San Francisco Superior Court, indirect purchaser class action alleging price fixing on coconut oil.
21. **Behr Wood Sealant Cases**, San Joaquin Superior Court-indirect purchaser class action alleging defective wood sealant products.
22. **Panel Roofing**, Los Angeles Superior Court-class action alleging price fixing on panel roofing in the Los Angeles area.
23. **Cipro Cases**, San Diego Superior Court, JCCP 4154 and 4220-alleging unlawful agreement to eliminate generic Cipro from the market.

24. **Labelstock Cases**, San Francisco Superior Court, JCCP 4314, 4318 and 4326-indirect purchaser class action alleging price fixing on pressure sensitive labels.
25. **Credit/Debit Cart Typing Cases**, San Francisco Superior Court, JCCP 4335-alleging unlawful typing of debit cards to credit cards.
26. **Gustin Schreiner v. Crompton Corporation**, San Francisco Superior Court, No. CGC-04-429323-indirect purchaser class action alleging price fixing of NBR.
27. **Electrical Carbon Products Cases**, San Francisco Superior Court, JCCP 4294-indirect purchaser class action alleging price fixing on electrical carbon products.
28. **Polyester Staple Cases**, San Francisco Superior Court, JCCP 4278-indirect purchaser class action alleging price fixing on polyester staple.
29. **DRAM Cases**, San Francisco Superior Court, JCCP 4265 and U.S. District Court for the Northern District of California. -indirect purchaser class action alleging price fixing on DRAM.
30. **Environmental Technologies Cases**, Alameda Superior Court, JCCP 4257-indirect purchaser class action alleging price fixing on organic peroxide.
31. **Reidel v. Norfalco LLC**, San Francisco Superior Court, No. CGC-03-418080-indirect purchaser class action alleging price fixing of sulfuric acid.
32. **Villa v. Crompton Corporation**, San Francisco Superior Court, No. CGC-03-418080-indirect purchaser class action alleging price fixing of EPDM.
33. **Carbon Black Cases**, San Francisco Superior Court, JCCP No. 4324-indirect purchaser class action alleging price fixing of Carbon Black.
34. **Urethane Cases**, San Francisco Superior Court, JCCP No. 4367-indirect purchaser class action alleging price fixing of urethane.
35. **In Re Polychloroprene Antitrust Cases**, JCCP No. 4376, Los Angeles Superior Court-indirect purchaser class action alleging price fixing of polychloroprene rubber.
36. **The Harman Press et al., v. International Paper Co.** Master File No. CGC-04-432167, San Francisco Superior Court-indirect purchaser class action alleging price fixing of publication paper.

37. California Indirect Purchaser MSG-Antitrust Cases. Master File No. 3044471, San Francisco Superior Court. Indirect Purchaser class action alleging price fixing of Monosodium Glutamate.

38. In Re: OSB Antitrust Litigation Master File: No 06-CV-00826 (PSD) US District Court for the Eastern District of Pennsylvania . Indirect Purchaser class action alleging price fixing of Oriented Strand Board.

39. IN RE; TFT-LCD (FLAT PANEL) ANTITRUST LITIGATION. MDL No. M-07-1827-SI. US District Court for the Northern District of California. Indirect Purchaser class action alleging price fixing of LCD Products, including Televisions, Computer Monitors and Laptops.

40. In Re CATHODE RAY TUBE (CRT) ANTITRUST LITIGATION. MDL No. M-07-5944 SC. US District Court for the Northern District of California. Indirect Purchaser class action alleging price fixing of CRT Products, including Televisions and Computer Monitors.

LAUREN C. RUSSELL

Curriculum Vitae

Ms. Russell is a 2002 graduate of the University Of Leeds, England with a Bachelor of Laws (LLB) with a specialization in European Law. Ms. Russell also holds a D.E.U.G. Deux en Droit (2nd Year Diploma in Law) from L'Université Du Maine, Le Mans, France. She is also a 2004 graduate of the University Of California Hastings College of the Law with a Master of Laws (LLM) degree. While at Hastings Ms. Russell was the recipient of the CALI Academic Excellence Award and Witkin Award for Legal Research and Writing.

Ms. Russell is admitted to practice before the State Bar of New York and the State Bar of California. She is also admitted to practice before the United States Court of Appeals for the Ninth Circuit and several United States District Courts across the United States. In 2011, Ms. Russell passed the Qualified Lawyers' Transfer Test, England's official transfer exam for foreign attorneys, and was admitted to the Roll of Solicitors of England and Wales.

Upon graduation from law school, Ms. Russell joined Trump, Alioto, Trump & Prescott, LLP working on complex civil litigation. Her practice focuses on state and federal antitrust, unfair competition and consumer protection class actions. During 8 years of practice in this area, Ms. Russell has been involved in around 40 such cases. Ms. Russell has significant experience representing plaintiffs in complex civil litigation, particularly antitrust class actions in federal court.

Ms. Russell is currently playing a lead role along with other members of Trump, Alioto, Trump & Prescott, LLP as sole interim lead counsel for the indirect purchaser plaintiffs in *In re Cathode Ray Tube (CRT) Antitrust Litigation*, 3:07-cv-5944-SC, pending before the Honorable Samuel Conti in the United States District Court for the Northern District of California. She is also playing a lead role as part of a four-firm co-lead counsel structure in the *In Re: Aftermarket Filters Antitrust Litigation*, 1:08-cv-4883-RWG, pending before the Honorable Robert W. Gettleman in the United States District Court for the Northern District of Illinois.

Ms. Russell is a regular volunteer with the Volunteer Legal Services Program of the Bar Association of San Francisco. Ms. Russell has been recognized for her pro bono service and was named an Outstanding Volunteer by VLSP in 2011 and 2012. Ms. Russell was also named a Northern California “Rising Star” for 2012 (Antitrust Litigation) by *Super Lawyers* and *San Francisco* magazine.

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

COMPLEX LITIGATION CASES

- 1) *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.
- 2) *In re Laminate Cases*, Alameda Superior Court, Master File No. 304471—indirect purchaser class action alleging price fixing on high pressure laminates.
- 3) *Food Additives Cases*, Stanislaus Superior Court, JCCP 3261—indirect purchaser class action alleging price fixing on high fructose corn syrup.
- 4) *Cipro Cases*, San Diego Superior Court, JCCP 4154 and 4220—alleging unlawful agreement to eliminate generic Cipro from the market.
- 5) *Labelstock Cases*, San Francisco Superior Court, JCCP 4314, 4318 and 4326—indirect purchaser class action alleging price fixing on pressure sensitive labels.
- 6) *Credit/Debit Card Tying Cases*, San Francisco Superior Court, JCCP 4335—alleging unlawful tying of debit cards to credit cards.
- 7) *Gustin Schreiner v. Crompton Corporation*, San Francisco Superior Court, No. CGC-04-429323—indirect purchaser class action alleging price fixing of NBR.
- 8) *Electrical Carbon Products Cases*, San Francisco Superior Court, JCCP 4294—indirect purchaser class action alleging price fixing on electrical carbon products.
- 9) *Polyester Staple Cases*, San Francisco Superior Court, JCCP 4278—indirect purchaser class action alleging price fixing on polyester staple.

- 10) *DRAM Cases*, San Francisco Superior Court, JCCP 4265—indirect purchaser class action alleging price fixing on D-RAM.
- 11) *Environmental Technologies Cases*, Alameda Superior Court, JCCP 4257—indirect purchaser class action alleging price fixing on organic peroxide.
- 12) *Reidel v. Norfalco LLC*, San Francisco Superior Court, No. CGC-03-418080—indirect purchaser class action alleging price fixing of sulfuric acid.
- 13) *Villa v. Crompton Corporation*, San Francisco Superior Court, No. CGC-03-419116—indirect purchaser class action alleging price fixing of EPDM.
- 14) *Carbon Black Cases*, San Francisco Superior Court, JCCP 4323—indirect purchaser class action alleging price fixing of Carbon Black.
- 15) *Urethane Cases*, San Francisco Superior Court, JCCP 4367 -indirect purchaser class action alleging price fixing of urethane.
- 16) *In Re: California Polychloroprene Antitrust Cases*, Los Angeles Superior Court, JCCP 4376—indirect purchaser class action alleging price fixing of Polychloroprene rubber.
- 17) *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).
- 18) *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.
- 19) *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.
- 20) *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.
- 21) *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.

- 22) *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.
- 23) *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.
- 24) *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.
- 25) *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).
- 26) *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.
- 27) *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.
- 28) *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.
- 29) *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.
- 30) *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.
- 31) *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.

- 32) *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.
- 33) *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.
- 34) *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.
- 35) *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.
- 36) *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.
- 37) *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.
- 38) *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.
- 39) *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.
- 40) *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.
- 41) *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

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Mario N. Alioto (P)	60.75	\$750	\$ 45,562.50
Joseph M. Patane (OC)	2	\$675	\$ 1,350.00
Joseph M. Patane (OC)	.75	\$700	\$ 525.00
Joseph M. Patane (OC)	1.25	\$725	\$ 906.25
Lauren C. Capurro (SA)	7	\$425	\$ 2,975.00
Lauren C. Capurro (SA)	20.25	\$500	\$ 10,125.00
Robert Yan (A)	1,049.25	\$375	\$393,468.75
		\$	\$
		\$	\$
		\$	\$
	1,141.25	\$	\$454,912.50
NON-ATTORNEYS			
Senior Paralegal Name (SPL)		\$	\$
Senior Paralegal Name (SPL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Paralegal Name (PL)		\$	\$
Law Clerk (LC)		\$	\$
Law Clerk (LC)		\$	\$
TOTAL:			\$454,912.50

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

EXHIBIT 3

EXHIBIT 3

TRUMP, ALIOTO, TRUMP & PRESCOTT LLP

Expenses Incurred

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$350.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$157.81
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$
Photocopies – In House	\$
Photocopies – Outside	\$73.00
Postage	\$62.94
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$54.75
Telephone / Facsimile	\$
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$
Travel (Meals and Lodging)	\$
TOTAL:	\$698.50

Craig C. Corbitt (No. 83251)
Jiangxiao Athena Hou (No. 215256)
Patrick B. Clayton (No. 240191)
Heather T. Rankie (No. 268002)
ZELLE HOFMANN VOELBEL & MASON LLP
44 Montgomery Street, Suite 3400
San Francisco, California 94104
Telephone: (415) 693-0700
Facsimile: (415) 693-0770

*Attorneys for Plaintiff Micah Abrams and the
proposed class*

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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

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

**DECLARATION OF CRAIG C. CORBITT
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

This Document Relates to:

ALL ACTIONS

1 I, CRAIG C. CORBITT, declare and state as follows:

2 1. I am a partner of the law firm of Zelle Hofmann Voelbel & Mason LLP. I submit this
3 declaration in support of Plaintiffs' application for an award of attorneys' fees in connection with
4 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 stated
6 herein.

7 2. My firm has served as counsel to plaintiff Micah Abrams throughout the course of this
8 litigation. The background and experience of Zelle Hofmann and its attorneys are summarized in
9 the *curriculum vitae* attached hereto as Exhibit 1.

10 3. Zelle Hofmann 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 Hofmann devoted its time and resources to this matter, it has foregone
13 other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Zelle Hofmann performed the following work:

15 **INVESTIGATION AND RESEARCH**

16 Following extensive research and analysis, and drawing on its previous experience in other
17 airline-related antitrust cases, Zelle Hofmann filed one of the first complaints in this action, on
18 behalf of plaintiff Micah Abrams.

19 **PLEADINGS AND MOTIONS**

20 Zelle Hofmann attorneys participated in the briefing of oppositions to the motions to
21 dismiss and specifically, the oppositions to defendant Cathay Pacific's motions. The firm is
22 particularly experienced in the issue of the filed-rate doctrine, which figured prominently in the
23 motions by Cathay Pacific and other defendants. Zelle Hofmann contributed both legal research
24 and factual information to this briefing.

25 **DISCOVERY**

26 Zelle Hofmann was primarily responsible for all discovery of defendant Cathay Pacific,
27 including drafting and propounding discovery requests; selecting and negotiating Cathay Pacific's
28

1 custodians; resolving defendant-specific issues with global search terms; addressing document
 2 production concerns under Hong Kong and other countries' data privacy legislation; drafting and
 3 revising a comprehensive liability memo for Cathay Pacific which was used in deposition
 4 preparation, motion practice, and settlement mediation; selecting Cathay Pacific deponents;
 5 overseeing targeted document review by first-level reviewers of Cathay Pacific documents for
 6 deposition preparation; conducting meet-and-confer sessions; receiving documents; and preparing
 7 for and taking the depositions of all Cathay Pacific witnesses including: Fanny Chan (Dec. 4,
 8 2013); Yan Man Chi Shirley (Dec. 5, 2013); Lisa Manning (Feb. 5, 2014); Hiroko Ueba (Feb. 21,
 9 2014); Jimmy Cheng (Feb. 26, 2014); and Vivian Lo (Feb. 27, 2014). Four of these deponents
 10 were deposed in both their personal capacity and as Rule 30(b)(6) declarants. In addition, Zelle
 11 Hofmann provided assistance with drafting discovery motions relating to other defendants, and
 12 also conducted document review.

13 **EXPERT WORK**

14 At the request of lead counsel, Zelle Hofmann attorneys Jiangxiao Athena Hou, Patrick B.
 15 Clayton, and Heather T. Rankie performed document review of materials to be provided to
 16 plaintiffs' experts. These attorneys also conducted meet-and-confer sessions with defendant
 17 Cathay Pacific regarding production of transactional information for use by plaintiffs' experts,
 18 serving as liaison between the experts and producing party. These attorneys also worked with
 19 plaintiffs' experts to prepare deposition topics and exhibits for Cathay Pacific's filed-rate
 20 declarants, and took such depositions.

21 5. Attached hereto as Exhibit 2 is my firm's total hours and lodestar, computed at
 22 historical rates, for the period of March 28, 2008 through February 20, 2015. This period reflects
 23 the time spent after the appointment of Co-Lead Counsel in this litigation. The total number of
 24 hours spent by Zelle Hofmann during this period of time was 3,872.7, with a corresponding
 25 lodestar of \$1,966,636.50. This summary was prepared from contemporaneous, daily time
 26 records regularly prepared and maintained by my firm. The lodestar amount reflected in Exhibit 2
 27
 28

1 is for work assigned by Co-Lead Counsel, and was performed by professional staff at my law
2 firm for the benefit of the Class.

3 6. The hourly rates for the attorneys and professional support staff in my firm included in
4 Exhibit 2 are the usual and customary hourly rates charged by Zelle Hofmann during that time
5 frame.

6 7. My firm has expended a total of \$10,414.90 in unreimbursed costs and expenses in
7 connection with the prosecution of this litigation. These costs and expenses are broken down in
8 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser
9 Plaintiffs by my firm on a contingent basis, and have not been reimbursed. The expenses
10 incurred in this action are reflected on the books and records of my firm. These books and
11 records are prepared from expense vouchers, check records and other source materials and
12 represent an accurate recordation of the expenses incurred.

13 8. Zelle Hofmann has paid a total of \$100,000.00 in assessments for the joint prosecution
14 of the litigation against the Defendants.

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

17 I declare under penalty of perjury under the laws of the United States of America that the
18 foregoing is true and correct. Executed on this 2nd day of April, 2015 at San Francisco, California.

19
20 /s/ Craig C. Corbitt

21 CRAIG C. CORBITT
22
23
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25
26

27 3263054
28

EXHIBIT 1

Antitrust and Unfair Competition

PRACTICE CONTACTS

- Craig C. Corbitt
- Richard M. Hagstrom
- Jiangxiao Athena Hou
- Daniel S. Mason
- Christopher T. Micheletti
- Judith A. Zahid

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 Hofmann 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 Hofmann 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 Hofmann 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 TFT-LCD (Flat Panel) Antitrust Litigation (U.S. District Court, N.D. Cal.). Zelle Hofmann was appointed by the multi-district litigation court to serve as co-lead class counsel for end-user consumers and businesses that purchased TVs, computer monitors, and laptop computer 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 Vitamin C Antitrust Litigation (U.S. District Court, E.D.N.Y.). Zelle Hofmann represents one of the largest Chinese pharmaceutical groups in connection with federal and state antitrust class actions filed on behalf of direct and indirect purchasers of vitamin C. This complex, multi-district litigation is the first antitrust case brought against China-based companies in a U.S. court. Zelle Hofmann defended its clients against claims that the Chinese vitamin C manufacturers fixed the price of vitamin C exported to the United States in violation of the Sherman Act. The Chinese vitamin C manufacturers raised an affirmative defense of foreign sovereign compulsion, contending that the alleged conduct at issue was compelled by the Chinese Government. All cases were consolidated in the Eastern District of New York for pretrial purpose and the federal direct purchaser case was tried in early 2013. Zelle Hofmann successfully secured settlement for its clients with direct and indirect purchasers.

In re Cathode Ray Tubes (CRT) Antitrust Litigation (U.S. District Court, N.D. Cal.). Zelle Hofmann is one of the plaintiffs' counsel 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 Hofmann 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.

In re Automotive Parts Antitrust Litigation (U.S. District Court, E.D. Mich.). Zelle Hofmann serves 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 history of the U.S. Department of Justice.

Air Cargo Antitrust Litigation (High Court of Justice, London). Zelle Hofmann represents 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. DeBeers et al. (U.S. District Court, D.N.J.). Zelle Hofmann represented consumers 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. Zelle Hofmann brought Indirect purchaser antitrust class actions in state courts in California, Minnesota, Iowa and Wisconsin, alleging that Microsoft has illegally maintained a monopoly in the market for personal computer operating systems word processing and spreadsheet software. Zelle Hofmann 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.

Smokeless Tobacco Antitrust Litigation (California Superior Court, San Francisco). Zelle Hofmann was 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 \$96,000,000. 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 Lithium Ion Batteries Antitrust Litigation (N.D. Cal.). Zelle Hofmann serves as court-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 are alleged to have formed a cartel to fix the prices of certain lithium-ion battery cells, in violation of federal antitrust law.

Vitamins Antitrust Litigation (U.S. District Court, D.D.C.). Zelle Hofmann represented a major international food manufacturer as an opt-out plaintiff in a federal antitrust action against domestic and foreign manufacturers of bulk vitamins, vitamin premixes and other vitamin products used in the manufacture of food products. The complaint alleged that the manufacturers violated U.S. antitrust laws by, among other things, conspiring to fix prices, allocate sales and allocate customers. The matter was settled on a highly favorable basis to our client, for significantly more money than could have been achieved through

the class action.

Cosmetics Antitrust Litigation (U.S. District Court, N.D. Cal.; California Superior Court, Marin County). A consumer class action on behalf of California purchasers seeking redress for alleged price-fixing by department stores and manufacturers of high-end cosmetics and beauty products. The case settled for injunctive relief and consideration valued at \$175 million.

DRAM Antitrust Litigation (U.S. District Court, N.D. Cal.; California Superior Court, San Francisco). Zelle Hofmann is the Court-appointed Liaison Counsel and a member of plaintiffs' Executive Committee, in a nationwide class action brought by indirect purchasers of DRAM. Plaintiffs allege that DRAM manufacturers conspired to fix the prices from April 1, 1999 through December 31, 2002. The class includes purchasers of computers and other products containing DRAM, and seeks injunctive relief and damages under state and federal laws. The case settled for almost \$310 million in cash, plus injunctive relief; the Court granted preliminary approval to the settlement on January 17, 2014. The hearing on final approval of this settlement is currently scheduled for June 25, 2014.

Intel Corp. Microprocessor Antitrust Litigation (U.S. District Court, D. Del.). Zelle Hofmann was appointed by the multi-district litigation court to serve as interim co-lead class counsel in a nationwide class action against Intel on behalf of consumer and business purchasers of x86 microprocessors used in personal computers and other products. The complaint alleges that Intel abused its dominant position in the x86 microprocessor market by, among other things, engaging in exclusive dealing arrangements with various Original Equipment Manufacturers such as Dell, HP, IBM/Lenovo, and NEC in an effort to lock AMD out of several key market segments. The complaint alleges that as a result of these practices consumers and businesses paid artificially high prices for products containing Intel's x86 microprocessors.

Cast Iron Soil Pipe Antitrust Litigation (U.S. District Court, N.D. Cal.). Zelle Hofmann filed a direct purchaser class action against defendant manufacturers of cast iron soil pipe ("CISP") for violations of the federal antitrust laws. Plaintiffs allege a conspiracy among the defendants to fix prices for CISP from 2006 to the present, and that one defendant's acquisition and

liquidation of a competitor's CISP business unlawfully decreased competition in the market for CISP.

Natural Gas Antitrust Cases (U.S. District Court, D. Nev.; California Superior Court, San Diego). Zelle Hofmann was Co-Lead Counsel in the federal class action and 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 direct and indirect persons and entities in California who 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 (California Superior Court, San Francisco). Zelle Hofmann is 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. (N.D. Cal.). Zelle Hofmann 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 Hofmann successfully obtained the district court's dismissal of the counter-claims on a motion for summary judgment.

El Sineitti v. ConocoPhillips Company (California Superior Court, San Francisco). Zelle Hofmann represented a major refiner and distributor of petroleum fuel products in defense of price-discrimination claims brought

under California law by a former branded dealer gas station. Zelle Hofmann successfully obtained summary judgment on behalf of its client, and secured a decision from California Court of Appeal affirming the judgment.

Linerboard Antitrust Litigation (U.S. District Court, E.D. Pa.). Zelle Hofmann represented, as opt-outs, three major international food manufacturers in this federal antitrust action against integrated manufacturers of linerboard, corrugated medium, and corrugated containers. Recoveries exceeded the class action settlement value.

Transpacific Passenger Air Transportation Antitrust Litigation (U.S. District Court, N.D. Cal.). Zelle Hofmann represents 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.

EPDM Antitrust Litigation (U.S. District Court, D. Conn.) Zelle Hofmann represented a large corporate plaintiff, which opted out of a class settlement and pursued separate litigation in connection with an alleged conspiracy to fix prices and allocate market shares by manufacturers of EPDM, a synthetic rubber product.

Brand Name Prescription Drugs Antitrust Litigation (U.S. District Court, N.D. Ill.). A federal antitrust action by plaintiff classes of retail pharmacists alleging price fixing of brand name prescription drugs by two-dozen of the world's largest pharmaceutical manufacturers and wholesalers. The class obtained over \$700 million in settlements, plus commitments with respect to future pricing practices.

UK Cartonboard Matter (High Court of Justice, London). A private antitrust action in the United Kingdom on behalf of an international food manufacturer alleging price-fixing by suppliers of packaging materials. Kellogg of Great Britain's claims related to the defendants' participation from mid-1986 until at least April 1991 in a European Community-wide price-fixing conspiracy, as a result of which Kellogg alleged that it was charged excessive prices for cartonboard. Attorneys for Zelle Hofmann negotiated a favorable settlement on its client's behalf.

International Competition

PRACTICE CONTACTS

- Craig C. Corbitt
- Daniel S. Mason
- Judith A. Zahid

In today's global economy, anti-competitive activities are occurring on a worldwide basis. As a result, focus on cartel activity by regulatory agencies has expanded globally in recent years. In particular, the European Commission has become increasingly aggressive in its investigation and assessment of penalties against cartels, and there have been a number of significant developments in the European Union aimed at facilitating private damages actions for violations of Community competition law. In addition, China's Anti-Monopoly Law, the country's first antitrust legislation, came into effect in 2008.

In this context, Zelle Hofmann is uniquely positioned to represent victims of global cartels in private actions to recover damages from the cartelists. We have over 35 years of successful antitrust experience, particularly in litigating against price-fixing cartels, and have represented major United States and foreign companies in antitrust and competition cases. Furthermore, we have substantial international experience, and have partnered with international law firms in the United Kingdom, European Union, China and Canada in competition law cases.

For example, Zelle Hofmann attorneys represented the British subsidiary of a Fortune 500 company in the first-ever private antitrust action brought in the courts of the United Kingdom. We have participated in competition and antitrust litigation in other European countries, and are currently involved in several "follow-on" matters, seeking to recover the damages our clients suffered at the hands of cartelists in cases where the European Commission has found an antitrust infringement. We have also been very active in China, where we counseled the Chinese government with respect to its newly-enacted antitrust law. In Canada, we are actively involved in competition and antitrust litigation with a network of Canadian co-counsel.

The increasingly global nature of trade calls for the need to achieve global resolution of competition and price-fixing claims. Zelle Hofmann, in concert with co-counsel, is aggressively pursuing private actions on a global basis and has achieved global recovery for victims of cartels.

Trade Regulation

PRACTICE CONTACTS

- Daniel S. Mason

Zelle Hofmann attorneys have extensive experience in matters before numerous domestic and international regulatory agencies, including the Department of Justice, the Food and Drug Administration, the Federal Trade Commission, the International Trade Commission, the Interstate Commerce Commission, the National Association of Securities Dealers, the Securities Exchange Commission and China's Ministry of Foreign Trade and Economic Cooperation.

Domestic Trade Regulation

Regulatory investigations can pose a serious risk to a corporation's business. Zelle Hofmann has represented insurers, registered representatives, financial planners, and investment advisors who are being investigated by regulatory agencies, including the SEC, Department of Labor, State Attorney General, California Department of Corporations, the NASD, and the Certified Financial Planner Board of Standards. Our experience also includes preparation of filings to comply with the pre-merger notification rules under the Hart-Scott-Rodino Antitrust Improvements Act, preparation and filing of comments on the promulgation of regulations by state and federal agencies, and defending clients in administrative actions by federal commissions.

International Trade Regulation

Zelle Hofmann attorneys, in conjunction with their affiliated offices in the People's Republic of China, counsel Chinese clients in international trade matters. These matters include providing advice to China's Ministry of Foreign Trade and Economic Cooperation on issues pertaining to China's accession to the World Trade Organization. Representative cases are described below.

- Zelle Hofmann attorneys counseled China's Ministry of Foreign Trade and Economic Cooperation on, and drafted legislative comments to, the U.S. International Trade Commission's Interim Rules Section 421 and 422 of P.L. 106-286, which rules were amended subsequent to U.S.-China WTO agreement.
- Zelle Hofmann attorneys represented the China Chamber of Commerce of Metals, Minerals & Chemicals Importers and Exporters and China Iron and Steel Association in the *Canadian Safeguard Investigation of Certain Steel*

Trade Regulation

Imports. The Canadian International Trade Tribunal rendered a no-injury determination on four of the nine subject product categories. The remedy recommendations are still pending as to the remaining five product categories.

- Zelle Hofmann attorneys represented the China Ministry of Foreign Trade and Economic Cooperation in the matter of the *Canadian Automotive Laminated Windshields Originated in or Exported from the People's Republic of China*, during the government verification. Subsequent to the verification, the Canadian Customs and Revenue Agency held that China's windshield industry is operating under a market economy. This is the first time China has obtained a market economy determination in international trade proceedings in North America. It will serve not only as a precedent for other countries in investigating trade complaints against Chinese producers, but should also encourage Chinese producers to challenge antidumping charges in other countries.

Zelle Hofmann attorneys have routinely provided advice to clients and published comments on Chinese legal developments as a part of their international practice. For example, an article authored by Daniel S. Mason and Athena Jiangxiao Hou that was published in the prominent Asian law journal, *Asian Law & Practice*, provides an extensive analysis of China's draft Anti-Monopoly Law in light of the U.S. and European experiences in constructing and implementing antitrust laws.

Zelle Hofmann attorneys also have extensive expertise in international trade and environmental law issues. The firm's managing partner in its Washington DC. office, Durwood Zaelke, has dealt extensively with the GATT/WTO affairs, as well as NAFTA and other bilateral trade agreements, including Jordan, Singapore, and Chile. He was appointed by President Bush, and previously by President Clinton, to serve on the U.S.T.R.'s Trade and Environment Policy Advisory Committee. He also was appointed to the first National Advisory Committee for the NAFTA's Commission for Environmental Cooperation, where he served two terms. Mr. Zaelke founded one of the premier public interest law firms working on trade and environment, the Center for International Environmental Law, with offices in Geneva and Washington, DC.

Craig C. Corbitt
Partner



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ccorbitt@zelle.com

PRACTICE AREAS

- Antitrust and Unfair Competition
- Business Disputes and Commercial Litigation
- Class Actions
- Intellectual Property
- International Competition
- Trade Regulation

BAR AND COURT ADMISSIONS

- U.S. Supreme Court
- State Court: California
- U.S. Circuit Court of Appeals: Fifth, Seventh, Ninth, and D.C. Circuits
- U.S. District Court: Northern, Eastern, Central and Southern Districts of California, District of Arizona

EDUCATION

- University of San Francisco, J.D., cum laude, 1978
- University of California at Davis, A.B., 1973

Craig Corbitt has been an antitrust litigator for over 30 years. He has been involved in dozens of the most significant civil antitrust cases in the United States during his career. He has represented class plaintiffs in the LCD Flat Panel, CRT, Intel, De Beers, Microsoft, and Brand Name Prescription Drugs cases among many others; and has represented many corporate plaintiffs, including Kellogg Company in the Vitamins Antitrust Litigation and Santa Fe Southern Pacific in the AT&T monopoly litigation. He has represented antitrust defendants including Georgia Pacific in the Plywood Antitrust Litigation, Kellogg Company in multiple cases, and Santa Fe in the ETSI pipeline litigation. Mr. Corbitt is a former Chair of the California State Bar Antitrust and Unfair Competition Law Section, and a Member of the Advisory Board of the American Antitrust Institute. He is a co-author of the Private Enforcement of Antitrust Law in the United States, A Handbook (AAI), the International Handbook on Private Enforcement of Competition Law (AAI), and California Antitrust and Unfair Competition Law (Cal. State Bar). He is regularly named to the Best Lawyers in America, Super Lawyers, the Litigation Counsel of America, and Benchmark Litigators among others, and is a frequent panelist and author on antitrust and competition topics.

REPRESENTATIVE MATTERS

Sullivan v. DB Investments, Inc., 667 F.3d 273 (3d Cir. 2011) *cert. denied*, 132 S. Ct. 1876 (U.S. 2012)

In re TFT-LCD (Flat Panel) Antitrust Litigation, 2012 WL 253298 (N.D. Cal. 2012)

In re TFT-LCD (Flat Panel) Antitrust Litigation, 267 F.R.D. 583 (N.D. Cal. 2010)

In re Automobile Antitrust Cases I and II, 135 Cal. App. 4th 100 (2005)

In re Vitamins Antitrust Litigation, 2001 WL 755852 (D. D.C. 2001)

In re Vitamins Antitrust Litigation, 120 F. Supp. 2d 58 (D. D.C. 2000)

Anderson v. Deloitte & Touche, 56 Cal. App. 4th 1468 (1997)

Longden v. Sunderman, 737 F. Supp. 968 (N.D. Tex. 1990)

Craig C. Corbitt

Southern Pacific Communications Co. v. AT&T, 740 F.2d 980 (D.C. Cir. 1984)

ARTICLES & PRESENTATIONS

"Pre-complaint activities," American Antitrust Institute's *"Private Enforcement of Antitrust Law in the United States: A Handbook"*, September 2012, chapter co-author

"The Slow Drift Toward More Antitrust Exemptions," *Competition Law*360, December 14, 2011, co-author

Trial Complexities in Antitrust Cases following *Clayworth*: Competing Views of Different Plaintiffs' Groups and Defendants, State Bar of California's 21st Annual Golden State Antitrust and Unfair Competition Law Institute, October 27, 2011, presenter

"Pre-claim Activities," The American Antitrust Institute's International Handbook on Private Enforcement of Competition Law, December 2010, chapter co-author

"High Court Antitrust Trends - Sans Stevens," *Competition Law*360, June 9, 2010, author

California State Antitrust & Unfair Competition Law, 2009, co-author

"Does The Cartwright Act Have A Future?", *Competition*, Vol. 17, No. 2, Fall 2008, co-author with Lisa Saveri

"New Practitioner Series - Happy Birthday Cartwright Act," Golden State Antitrust and Unfair Competition Law Institute, October 24, 2008, panelist

"Filling The Regulatory Gap: California Natural Gas Antitrust Litigation," *Competition*, Volume 16, No. 2, Fall/Winter 2007, co-author

CAFA From a Plaintiff Lawyer's Perspective, ABA Tort Trial and Insurance Practice Section's Business Litigation Committee Newsletter (Fall 2006), co-author (J. Zahid)

CAFA From a Plaintiff Lawyer's Perspective, ABA Tort Trial and Insurance Practice Section's Symposium: "The Future of Class Action Litigation in

Craig C. Corbitt

America," November 2005

PROFESSIONAL AFFILIATIONS

Chair, State Bar of California, Antitrust and Unfair Competition Law Section

American Antitrust Institute, Member of Advisory Board

Fellow, Litigation Counsel of America, Charter Member, Academy of Antitrust Law

Fellow, American Bar Foundation

American Bar Association, Sections of Antitrust Law and Litigation

Federal Bar Association

Bar Association of San Francisco

Association of Business Trial Lawyers

American Association for Justice

COMMUNITY SERVICE

San Francisco Legal Aid Society–Employment Law Center, Board of Directors and Executive Committee

NOTEWORTHY

Named among The International Who's Who of Competition Lawyers for 2014

Multiple time Northern California "Super Lawyer" for Antitrust Litigation.

"Best Lawyer" for Antitrust Litigation and Commercial Litigation for 2011, 2012, 2013, 2014 and 2015 by *The Best Lawyers in America*®, in partnership with U.S. News & World Report.

Rated AV Preeminent by Martindale-Hubbell.

Jiangxiao Athena Hou

Partner



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ahou@zelle.com

PRACTICE AREAS

- Antitrust and Unfair Competition
- Business Disputes and Commercial Litigation
- China Trade Regulation
- China-Related Business
- Class Actions
- Trade Regulation

BAR AND COURT ADMISSIONS

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

EDUCATION

- University of New York at Buffalo, J.D., 2001, Gilbert Moore Fellowship, 1998-2001; International Finance Transaction Certificate; *Buffalo Women's Law Journal*, Senior Editor
- University of New York at Buffalo, M.A., high honors, 1997

Athena has significant experience representing both plaintiffs and defendants in a variety of complex commercial litigation. Her practice particularly focuses on international and antitrust/competition matters. Athena represents one of the largest Chinese pharmaceutical groups in the first ever antitrust class action brought against Chinese companies in a U.S. court. Athena represents and advises Chinese clients on corporate transactions, intellectual property, and international trade matters in addition to litigation. She also assists U.S. companies doing business in China. Athena is fluent in both Chinese and English.

ARTICLES & PRESENTATIONS

"Inside China High Court's 1st Antitrust Ruling In 6 Years," *Competition Law360*, January 5, 2015, author

"An Introduction to U.S. Legal System," presentation to a delegation of officials from the China Ministry of Justice, June 27, 2012, San Francisco

"Extraterritorial Antitrust Application – Recent Developments in the United States," 2011 Annual Symposium of International Economic Law Society, November 19, 2011, Guangzhou, China, keynote speaker

"A Progress Report on the Implementation of China's Anti-Monopoly Law," *Competition*, Volume 20, No. 1, Spring 2011, co-author

"Private Litigation under China's New Anti-Monopoly Law," seminar sponsored by the San Francisco Bar Association, February 17, 2011, presenter

"A Comment on Private Antitrust Litigation in China," *Competition Law360*, April 8, 2010, author

"Effectuating Private Antitrust Enforcement under China's Anti-Monopoly Law," presentation to Chinese Supreme Court, Beijing and Shanghai Supreme Courts and Intermediate Courts and China International Economic Law Society, Beijing, China, February 2, 2010

"U.S. Private Antitrust Litigation Practice," lecture to L.L.M students at the Law School of University of International Business and Economics, Beijing, China, June 12, 2009

Jiangxiao Athena Hou

"U.S. Antitrust Extraterritorial Jurisdiction -- A Useful Reference for China,"
2009 Annual Meeting of China International Economic Law Society, May 15,
2009, Ningbo, China, presenter

"Filling The Regulatory Gap: California Natural Gas Antitrust Litigation,"
Competition, Volume 16, No. 2, Spring/Summer 2007, co-author

"China's Proposed Anti-Monopoly Law: The U.S. and European Perspectives,"
Asian Law & Practice, Vol. II, Issue 6, November 2004, co-author

PROFESSIONAL AFFILIATIONS

California Bar Association

National Asian Pacific American Bar Association

China International Economic Law Society, Director

China Committee of the American Bar Association, Steering Group Member

Asia/Pacific Committee of the American Bar Association, Steering Group
Member

PAST PROFESSIONAL EXPERIENCE

Lehman, Lee & Xu, Beijing, China, Summer 1999-2000

Rich Product Corporation, Legal Department 1999-2000

Patrick B. Clayton
Senior Associate



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PRACTICE AREAS

- Antitrust and Unfair Competition
- Business Disputes and Commercial Litigation
- Class Actions

BAR AND COURT ADMISSIONS

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

EDUCATION

- University of California, Davis, J.D., 2005
- University of California, Berkeley, B.A., 2001

Patrick's practice focuses on complex litigation in antitrust and unfair competition matters. Patrick has assisted in the representation of plaintiffs in multidistrict litigation class actions involving claims of price fixing in the natural gas, air cargo, and TFT-LCD panel markets. In these and other matters, Patrick has been involved in all aspects of fact and expert discovery, as well as pre-trial motion practice.

In addition to his experience in antitrust and unfair competition matters, Patrick has participated in general commercial litigation arising from contract disputes and torts. During law school, Patrick served as a judicial extern to the Honorable William B. Shubb of the United States District Court, Eastern District of California. Patrick also served as a law clerk at the Office of the General Counsel to the University of California Regents, and at the Civil Division of the California Attorney General's Office.

REPRESENTATIVE MATTERS

In re Western States Wholesale Natural Gas Antitrust Litig. (D. Nev.)
(prosecution of federal and state antitrust class action claims arising out of the California Energy Crisis of 2000)

ARTICLES & PRESENTATIONS

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

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

"Pre-complaint activities," American Antitrust Institute's *"Private Enforcement of Antitrust Law in the United States: A Handbook"*, September 2012, chapter 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

Patrick B. Clayton

"The Slow Drift Toward More Antitrust Exemptions," *Competition Law*360, December 14, 2011, co-author

"Pre-claim Activities," The American Antitrust Institute's International Handbook on Private Enforcement of Competition Law, December 2010, chapter co-author

"Shady Grove And State Limits On Competition Claims," *Competition Law*360, May 19, 2010, co-author

California State Antitrust & Unfair Competition Law, 2009, co-author

PROFESSIONAL AFFILIATIONS

American Bar Association

San Francisco Bar Association

NOTEWORTHY

Patrick serves on the board of directors of a small forging company based in Texas.

Patrick was named a Northern California "Rising Star" for 2012, 2013 and 2014 (Antitrust Litigation) by *San Francisco* magazine.

Heather T. Rankie

Senior Associate



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PRACTICE AREAS

- Antitrust and Unfair Competition
- Business Disputes and Commercial Litigation
- Class Actions

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. 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, settlement, and appellate advocacy. She brings a steadfast commitment to achieving the best result for each client and attention to the details vital to successful resolutions.

Heather has litigated high-stakes matters in a variety of industries, including: electronics, financial services, agribusiness, retail and wholesale consumer goods, and air transportation. For example, she recently represented a class of plaintiffs who achieved settlements with ten defendants totaling \$1.082 billion—the largest all-cash consumer recovery for an antitrust case—in *In re TFT-LCD (Flat Panel) Antitrust Litigation* (Northern District of California). Zelle Hofmann served as co-lead counsel, and Heather had an active role in her firm's leadership of the case, as well as substantive responsibility for research, strategy, and briefing of complex legal issues.

Prior to joining Zelle Hofmann, 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) — multidistrict litigation on behalf of nationwide class of indirect purchasers involving claims of price fixing in the TFT-LCD panel market

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

Credit/Debit Card Tying Cases (California Superior Court, San Francisco) — coordinated class action lawsuit on behalf of California consumers involving antitrust and unfair competition claims arising from the defendants' rules

Heather T. Rankie

regarding acceptance of their credit and debit cards

PUBLICATIONS & PRESENTATIONS

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

"Indirect-Purchaser Actions," *California Antitrust and Unfair Competition Law*, 2012 edition, chapter co-author

"Why Class Counsel Should Obtain Discovery From Objectors," *Competition Law*360, November 6, 2012, co-author

PROFESSIONAL AFFILIATIONS

American Bar Association

Bar Association of San Francisco

EXHIBIT 2

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

EXHIBIT 2

ZELLE HOFMANN VOELBEL & MASON LLP

Hours Reported and Lodestar on a Historical Basis

March 28, 2008 through February 20, 2015

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
ATTORNEY HOURS			
Francis O. Scarpulla (P) (2008)	0.6	\$ 900.00	\$ 540.00
Francis O. Scarpulla (P) (2008)	0.2	\$ 950.00	\$ 190.00
Francis O. Scarpulla (P) (2009)	0.5	\$ 975.00	\$ 487.50
Craig C. Corbitt (P) (2008)	5.1	\$ 800.00	\$ 4,080.00
Craig C. Corbitt (P) (2009)	28.5	\$ 850.00	\$ 24,225.00
Craig C. Corbitt (P) (2010)	12.6	\$ 850.00	\$ 10,710.00
Craig C. Corbitt (P) (2011)	8.2	\$ 900.00	\$ 7,380.00
Craig C. Corbitt (P) (2012)	1.2	\$ 875.00	\$ 1,050.00
Craig C. Corbitt (P) (2013)	5.5	\$ 875.00	\$ 4,812.50
Craig C. Corbitt (P) (2014)	17.6	\$ 875.00	\$ 15,400.00
Daniel S. Mason (P) (2013)	0.5	\$ 875.00	\$ 437.50
Daniel S. Mason (P) (2014)	0.3	\$ 875.00	\$ 262.50
Christopher T. Micheletti (P) (2012)	1.4	\$ 800.00	\$ 1,120.00
Christopher T. Micheletti (P) (2013)	2.3	\$ 800.00	\$ 1,840.00
Matthew R. Schultz (P) (2008)	1.4	\$ 550.00	\$ 770.00
Jiangxiao (Athena) Hou (P) (2008)	4.2	\$ 510.00	\$ 2,142.00
Jiangxiao (Athena) Hou (P) (2009)	71.3	\$ 570.00	\$ 40,641.00
Jiangxiao (Athena) Hou (P) (2010)	45.8	\$ 600.00	\$ 27,480.00
Jiangxiao (Athena) Hou (P) (2011)	163.1	\$ 640.00	\$ 104,384.00
Jiangxiao (Athena) Hou (P) (2012)	127.1	\$ 660.00	\$ 83,886.00
Jiangxiao (Athena) Hou (P) (2013)	398.7	\$ 675.00	\$ 269,122.50
Jiangxiao (Athena) Hou (P) (2014)	205.9	\$ 675.00	\$ 138,982.50
Jiangxiao (Athena) Hou (P) (2014) (REVIEW TIME ONLY)	233.2	\$ 300.00	\$ 69,960.00
Jiangxiao (Athena) Hou (P) (2015) (REVIEW TIME ONLY)	26.6	\$ 300.00	\$ 7,980.00
Henry A. Cirillo (OC) (2009)	1.3	\$ 725.00	\$ 942.50
Eric P. Mandel (DC) (2011)	2.7	\$ 580.00	\$ 1,566.00
Patrick B. Clayton (SA) (2008)	2.5	\$ 410.00	\$ 1,025.00
Patrick B. Clayton (SA) (2009)	44.5	\$ 460.00	\$ 20,470.00
Patrick B. Clayton (SA) (2011)	2.0	\$ 535.00	\$ 1,070.00
Patrick B. Clayton (SA) (2012)	36.5	\$ 540.00	\$ 19,710.00
Patrick B. Clayton (SA) (2013)	258.0	\$ 580.00	\$ 149,640.00
Patrick B. Clayton (SA) (2014)	261.00	\$ 580.00	\$ 151,380.00
Patrick B. Clayton (SA) (2014) (REVIEW TIME ONLY)	81.0	\$ 300.00	\$ 24,300.00

In re Transpacific Passenger Air Transportation Antitrust Litigation

Case No. 07-cv-05634-CRB

NAME	TOTAL HOURS	HOURLY RATE	LODESTAR
Qianwei Fu (SA) (2009)	5.0	\$ 460.00	\$ 2,300.00
Heather T. Rankie (A) (2009)	23.9	\$ 395.00	\$ 9,440.50
Heather T. Rankie (A) (2011)	89.6	\$ 440.00	\$ 39,424.00
Heather T. Rankie (A) (2012)	99.1	\$ 455.00	\$ 45,090.50
Heather T. Rankie (A) (2012) (REVIEW TIME ONLY)	116.5	\$ 300.00	\$ 34,950.00
Heather T. Rankie (A) (2013)	541.3	\$ 480.00	\$ 259,824.00
Heather T. Rankie (A) (2014)	550.1	\$ 505.00	\$ 277,800.50
Heather T. Rankie (A) (2014) (REVIEW TIME ONLY)	154.5	\$ 300.00	\$ 46,350.00
Heather T. Rankie (A) (2015)	0.2	\$ 535.00	\$ 107.00
Heather T. Rankie (A) (2015) (REVIEW TIME ONLY)	19.5	\$ 300.00	\$ 5,850.00
NON-ATTORNEYS			
Robert Newman (PL) (2009)	3.3	\$ 260.00	\$ 858.00
Robert Newman (PL) (2012)	1.0	\$ 275.00	\$ 275.00
Robert Newman (PL) (2013)	68.2	\$ 275.00	\$ 18,755.00
Robert Newman (PL) (2014)	80.1	\$ 275.00	\$ 22,027.50
Marie J. Babione (PL) (2008)	3.0	\$ 210.00	\$ 630.00
Marie J. Babione (PL) (2009)	1.0	\$ 220.00	\$ 220.00
Marie J. Babione (PL) (2010)	1.0	\$ 220.00	\$ 220.00
Marie J. Babione (PL) (2011)	2.3	\$ 235.00	\$ 540.50
Marie J. Babione (PL) (2013)	1.0	\$ 235.00	\$ 235.00
Denise M. Lamb (PL) (2013)	18.6	\$ 230.00	\$ 4,278.00
Monica J. Steele (PL) (2009)	13.7	\$ 220.00	\$ 3,014.00
Monica J. Steele (PL) (2010)	7.9	\$ 220.00	\$ 1,738.00
Monica J. Steele (PL) (2011)	4.9	\$ 220.00	\$ 1,078.00
Monica J. Steele (PL) (2012)	3.0	\$ 220.00	\$ 660.00
Monica J. Steele (PL) (2013)	4.3	\$ 235.00	\$ 1,010.50
Monica J. Steele (PL) (2014)	7.7	\$ 235.00	\$ 1,809.50
Monica J. Steele (PL) (2015)	0.7	\$ 235.00	\$ 164.50
TOTAL:			\$ 1,966,636.50

(P) Partner
 (OC) Of Counsel
 (DC) Discovery 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

ZELLE HOFMANN VOELBEL & MASON LLP

Expenses Incurred

March 28, 2008 through February 20, 2015

EXPENSE CATEGORY	AMOUNT INCURRED
Court Costs (Filing fees, etc.)	\$
Computer Research (Lexis, Westlaw, PACER, etc.)	\$ 2,300.11
Document Production	\$
Experts / Consultants	\$
Messenger Delivery	\$ 131.94
Photocopies – In House	\$ 7,783.80
Photocopies – Outside	\$
Postage	\$ 37.18
Service of Process	\$
Overnight Delivery (Federal Express, etc.)	\$
Telephone / Facsimile	\$ 127.18
Transcripts (Hearings, Depositions, etc.)	\$
Travel (Airfare and Ground Travel)	\$ 3.10
Travel (Meals and Lodging)	\$ 31.59
TOTAL:	\$ 10,414.90