

EXHIBIT D

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7 *Interim Liaison Counsel for Direct-Purchaser Plaintiffs*

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

13 IN RE: LITHIUM ION BATTERIES
ANTITRUST LITIGATION
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15 This Document Relates to:
16 ALL DIRECT PURCHASER ACTIONS
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Case No. 13-md-02420 (YGR) (DMR)

CLASS ACTION

**DECLARATION OF JUDITH A. ZAHID IN
SUPPORT OF CO-LEAD COUNSEL FOR
DIRECT PURCHASER PLAINTIFFS’
NOTICE OF MOTION AND MOTION FOR
AN AWARD OF ATTORNEYS’ FEES,
REIMBURSEMENT OF EXPENSES AND
SERVICE AWARDS**

Date: May 8, 2018
Time: 2:00 p.m.
Courtroom: 1, 4th Floor
Judge: Hon. Yvonne Gonzalez Rogers

1 I, Judith A. Zahid, hereby declare as follows:

2 1. I am a member in good standing of the State Bar of California and the U.S.
3 District Court for the Northern District of California. I am a Partner with the law firm of Zelle
4 LLP (“Zelle”) and am the Liaison Counsel for the Direct Purchaser Plaintiffs (“DPPs”) in this
5 matter. I make this Declaration in Support of Co-Lead Counsel for the Direct Purchaser
6 Plaintiffs’ Motion for An Award of Attorneys’ Fees, Reimbursement of Expenses and Service
7 Awards (the “Motion”). I have personal knowledge of the facts in this Declaration, and if called
8 as a witness, I could and would testify competently to the truth of the matters stated herein.

9 2. To finance this litigation, Co-Lead Counsel for the DPPs established a litigation
10 cost fund (the “Litigation Fund”) maintained by my firm. Counsel have collected regular
11 monetary contributions from certain law firms representing the DPPs and placed those
12 contributions in the Litigation Fund. The total amount of contributions made to the Litigation
13 Fund to date is \$2,260,000. Most joint litigation costs and expenses incurred by the DPPs have
14 been paid out of the Litigation Fund. Individual law firms have also paid for certain litigation
15 costs and expenses separately.

16 3. Attached hereto as Exhibit A shows DPP firms’ contributions to the Litigation
17 Fund.

18 4. Attached hereto as Exhibit B is a report summarizing the Litigation Fund
19 expenses incurred and paid to date. The total litigation costs and expenses that have been paid
20 from the Litigation Fund is \$2,247,198.62. The Litigation Fund has a remaining balance of
21 \$12,801.38.

22 5. As summarized in Exhibit B, these costs and expenses include specifically those
23 associated with expert economists and consultants, eDiscovery analytics and predictive coding of
24 Defendants’ documents, depositions and court reporters, mediation, translations, foreign service
25 of process, and other litigation support.

26 6. Plaintiffs’ Counsel retained Roger G. Noll, Ph.D. of Stanford University as a
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1 testifying expert to opine on whether the methods of antitrust economics that would be used to
2 prove liability and to calculate damages in this matter are common to members of the direct
3 purchaser class. Plaintiffs' Counsel also retained OSKR, LLC (f/k/a C&A Economics) to
4 provide integrated staff support to Dr. Noll. Dr. Noll and OSKR staff performed extensive work
5 in connection with initial damages estimate, motions to dismiss, class certification proceedings
6 and expert discovery. Dr. Noll submitted his opening report on January 22, 2016 and reply
7 report on August 23, 2016. Dr. Noll spent 294 hours at \$800/hour on this matter and has charged
8 \$245,278 for his work. OSKR spent 5,581.68 hours at mixed rates on this matter and has billed
9 \$1,590,529.36 for its work. Due to insufficient funds, Plaintiffs' Counsel have paid OSKR
10 \$1,378,499.36 from the Litigation Fund, with an outstanding balance of \$212,030 in unpaid
11 invoices.

12 7. Plaintiffs' Counsel also retained James L. Kaschmitter, Founder and CEO of
13 SpectraPower, LLC to: (i) provide expert opinions on the lithium-ion battery industry and the
14 development, manufacturing and characteristics of lithium-ion batteries; and (ii) evaluate the
15 opinions of Defendants' industry expert Quinn Horn. Mr. Kaschmitter submitted his original
16 report on January 22, 2016 and rebuttal report on August 23, 2016. Mr. Kaschmitter also
17 performed work in connection with Defendants' motion to compel and *Daubert* motion, as well
18 as the proposed plan of settlement distribution. Mr. Kaschmitter spent 226.25 hours on this
19 matter and has charged \$128,125 for his work.

20 8. Plaintiffs' Counsel have incurred additional costs in working with other industry
21 expert consultants to analyze the characteristics of the lithium-ion battery industry and lithium-
22 ion battery products and provide consulting services to DPPs' testifying experts. These non-
23 testifying industry consultants have spent a total of 64.65 hours on this matter and have charged
24 \$16,996.64 for their work. Consultants "A" and "B" were undisclosed throughout the litigation
25 and remain anonymous because of current ties to the industry. Consultant "C" is an attorney
26 who was retained to represent an industry insider who likewise wishes to remain anonymous.

1 9. Fifty depositions have been taken in the DPP case. Many of these depositions
2 were multiple days and required the services of professional and check interpreters during their
3 depositions. These depositions were necessary to obtain information from key witnesses and
4 experts regarding liability and damages. Plaintiffs' Counsel have incurred costs of \$45,498.38
5 for court reporters and transcripts of depositions.

6 10. Plaintiffs' Counsel have paid \$132.30 from the Litigation Fund for transcripts of
7 court proceedings before this Court. Co-Lead Counsel firms also paid separately for transcripts
8 of additional court proceedings. These transcripts were necessary to review court proceedings
9 and to ensure that Plaintiffs' Counsel followed the Court's specific requests.

10 11. Defendants have produced in discovery 2.4 million documents, equaling 8.9
11 million pages. Because millions of pages of documents produced in this matter were in Japanese
12 and Korean, Plaintiffs' Counsel were required to and expend significant resources to translate
13 these documents. In addition, third-party vendors and technical staff have been utilized in the
14 analysis, imaging, and predictive coding of the documents produced by Defendants. Plaintiffs'
15 Counsel have incurred costs of \$209,942.91 for foreign language translations and \$97,336.29 for
16 third-party eDiscovery analytics services.

17 12. The parties have incurred significant costs for the mediation services of the
18 Honorable Vaughn R. Walker (ret.) who successfully negotiated the Proposed Settlements in this
19 matter. Plaintiffs' Counsel have paid a total of \$53,185.45 in mediation costs.

20 13. To effect service of process on the foreign defendants via the Hague Service
21 Convention, Plaintiffs' Counsel also paid a special process server \$12,934 in costs.

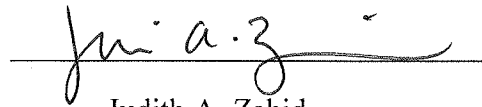
22 14. Finally, Plaintiffs' Counsel incurred additional costs for third-party vendors'
23 litigation support for motion hearing demonstratives, investigative work and production of
24 industry materials.

25 15. These common litigation expenses were reasonably and necessarily incurred in
26 connection with the prosecution of the DPPs' claims in this matter.

1 16. These common litigation expenses are reflected on the books and records of Zelle.
2 These books and records are prepared from expense vouchers, check records, and other source
3 materials which are regularly kept and maintained by Zelle and accurately reflect the expenses
4 incurred and the expenses paid.

5 I declare under penalty of perjury that the foregoing is true and correct to the best of my
6 knowledge.

7 Executed this 7th day of February 2018 in San Francisco, California.
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10 Judith A. Zahid

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EXHIBIT A

EXHIBIT A

*In re: Lithium Ion Batteries Antitrust Litigation***Direct Purchaser Plaintiffs' Counsel Litigation Fund Contributions**

FIRM	TOTAL AMOUNT PAID
<u>Co-Lead Counsel</u>	
Berman DeValerio	\$210,000.00
Pearson, Simon & Warshaw	\$210,000.00
Saveri & Saveri	\$210,000.00
Total from Co-Lead Counsel	\$630,000.00
<u>Other Counsel</u>	
Barrack, Rodos & Bacine	\$55,000.00
Berger & Montague	\$5,000.00
Boni & Zack	\$30,000.00
Bonsignore & Brewer	\$5,000.00
Carella Byrne Cecchi Olstein Brody & Agnello	\$5,000.00
Complex Litigation Group	\$5,000.00
Ezra Brutzkus Gubner	\$5,000.00
Fine Kaplan and Black	\$65,000.00
Finkelstein Thompson	\$15,000.00
Freed Kanner London & Millen	\$125,000.00
Friedman Law Group	\$5,000.00
Glancy Binkow	\$70,000.00
Glancy Prongay & Murray LLP	\$30,000.00
Grant & Eisenhofer	\$55,000.00
Gray Plant Mooty	\$10,000.00
Gross Belsky Alonso	\$50,000.00
Gustafson Gluek	\$85,000.00
Heins Mills & Olson	\$110,000.00
Hulett Harper Stewart	\$5,000.00
Kellogg Huber Hansen Todd Evans & Figel	\$85,000.00
Lite DePalma Greenberg	\$15,000.00
Lockridge Grindal Nauen	\$80,000.00
Mogin Law Firm	\$15,000.00
Nastlaw LLC	\$5,000.00
Nussbaum Law Group	\$55,000.00
Polsinelli LLP	\$125,000.00
Pritzker Law	\$40,000.00
Reinhardt Wendorf & Blanchfield	\$30,000.00
Saltz Mongeluzzi Barrett & Bendesky	\$65,000.00
Scarpulla, Law Offices of Francis	\$10,000.00
Shulman Law Firm	\$5,000.00

Spector Roseman Kodroff & Willis	\$70,000.00
Steyer Lowenthal Boodrookas Alvarez & Smith	\$85,000.00
Stueve Siegel Hanson	\$15,000.00
Weinstein Kitchenoff & Asher	\$80,000.00
Zelle LLP	\$115,000.00
Total from Other Counsel	\$1,630,000.00
TOTALS	\$2,260,000.00
TOTAL COSTS PAID FROM FUND	\$2,247,198.62
TOTAL REMAINING IN FUND	\$12,801.38

EXHIBIT B

EXHIBIT B

*In re: Lithium Ion Batteries Antitrust Litigation***Direct Purchaser Plaintiffs' Counsel Litigation Expense Summary**

EXPERT ECONOMISTS & CONSULTANTS	
Roger G. Noll (total)	\$245,278
<i>Retainer fee</i>	\$10,000
<i>Opening report</i>	\$147,250
<i>Reply report & deposition</i>	\$88,028
C&A Economics/OSKR (total)	\$1,378,499.36
<i>Pleadings & motions to dismiss</i>	\$45,728.75
<i>Discovery requests</i>	\$3,543.75
<i>Data analyses & support for testifying expert</i>	\$1,329,226.86
James L. Kaschmitter (total)	\$128,125
<i>Retainer fee</i>	\$10,000
<i>Opening report</i>	\$50,625
<i>Rebuttal report</i>	\$23,125
<i>Expert discovery and motion to compel</i>	\$35,750
<i>Daubert motion</i>	\$1,875
<i>Plan of distribution</i>	\$6,750
Consultant A	\$10,032.64
Consultant B	\$6,714
Consultant C	\$250
SUBTOTAL	<u>\$1,768,899</u>

E-DISCOVERY ANALYTICS	
Inventus	\$78,818.88
4Discovery, LLC	\$2,956.79
Enterprise Knowledge Partners, LLC	\$2,137.5
TransPerfect Legal Solutions	\$13,423.12
SUBTOTAL	<u>\$97,336.29</u>

MEDIATION	
Federal Arbitration, Inc. (Hon. Vaughn R. Walker)	\$53,185.45
SUBTOTAL	<u>\$53,185.45</u>

COURT HEARING TRANSCRIPTS	
Renee H. Mercado	\$72.90
Diane Skillman	\$59.40
SUBTOTAL	<u>\$132.30</u>

COURT REPORTERS, DEPOSITION TRANSCRIPTS, VIDEOGRAPHERS	
TSG Reporting	\$28,014.35
US Legal Support	\$17,484.03
SUBTOTAL	<u>\$45,498.38</u>

FOREIGN LANGUAGE TRANSLATIONS	
Consortra Translations	\$209,942.91
SUBTOTAL	<u>\$209,942.91</u>

SERVICE OF PROCESS	
Crowe Foreign Services	\$12,934
SUBTOTAL	<u>\$12,934</u>

INVESTIGATION/INDUSTRY MATERIALS	
UL specifications	\$917
International Battery Seminar & Exhibits	\$5,200
UL LLC document production	\$448
Sprint document production	\$270
Lindley P. Fraley	\$723.75
SUBTOTAL	<u>\$7,558.75</u>

LITIGATION SUPPORT	
The Focal Point LLC	\$50,203.79
SUBTOTAL	<u>\$50,203.79</u>

MISCELLANEOUS	
Bank Fees	\$37.56
Team MHC (Litigation Fund check stock)	\$466.15
Travel & lodging expenses for witness (Takeshima)	\$1,004.04
SUBTOTAL	<u>\$1,507.75</u>

TOTAL	<u>\$2,247,198.62</u>
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