

EXHIBIT N

1 R. Alexander Saveri (Bar No. 173102)
Geoffrey C. Rushing (Bar No. 126910)
2 **SAVERI & SAVERI, INC.**
706 Sansome Street
3 San Francisco, CA 94111
Telephone: (415) 217-6810
4 Facsimile: (415) 217-6813

5 Bruce L. Simon (Bar No. 96241)
Benjamin E. Shiftan (Bar No. 265767)
6 **PEARSON, SIMON & WARSHAW, LLP**
44 Montgomery Street, Suite 2450
7 San Francisco, CA 94104
Telephone: (415) 433-9000
8 Facsimile: (415) 433-9008

9 Joseph J. Tabacco, Jr. (Bar No. 75484)
Todd A. Seaver (Bar No. 271067)
10 Jessica Moy (Bar No. 272941)
BERMAN TABACCO
11 44 Montgomery Street, Suite 650
San Francisco, CA 94104
12 Telephone: (415) 433-3200
Facsimile: (415) 433-6382

13 *Interim Co-Lead Counsel for Direct Purchaser Plaintiffs*

14
15 UNITED STATES DISTRICT COURT
16 NORTHERN DISTRICT OF CALIFORNIA
17 OAKLAND DIVISION

18 IN RE: LITHIUM ION BATTERIES
ANTITRUST LITIGATION

Case No. 13-md-02420-YGR
MDL No. 2420

19
20 This Document Relates to:
21 ALL DIRECT PURCHASER CLASS
22 ACTIONS

**DECLARATION OF DANIEL R.
SHULMAN IN SUPPORT OF DIRECT
PURCHASER PLAINTIFFS MOTION
FOR AN AWARD OF ATTORNEYS'
FEES, REIMBURSEMENT OF
EXPENSES, AND INCENTIVE AWARDS**

1 I, Daniel R. Shulman, declare and state as follows:

2 1. I am a partner of the law firm of Gray Plant Mooty. I submit this declaration in
3 support of Direct Purchaser Plaintiffs (“DPP”) application for an award of attorneys’ fees and
4 reimbursement of expenses 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 David Gibbons and Alexander C. Eide and as
8 counsel for the Direct Purchaser Class (“Class”) throughout the course of this litigation. The
9 background and experience of Gray Plant Mooty and its attorneys are summarized in the
10 *curriculum vitae* attached hereto as Exhibit 1.

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

15 4. During the pendency of the litigation, Gray Plant Mooty performed the following
16 work: Drafted initial complaint; prepared papers for filing and service of process; drafted and
17 revised application for Plaintiffs’ Steering Committee; prepared certification regarding related
18 cases; and attended initial pretrial conference. All of the work performed by Gray Plant Mooty
19 was completed prior to June 1, 2013, and is not included in this motion for an award of attorneys’
20 fees. I include it here so that the Court may have some idea of the involvement of Gray Plant
21 Mooty in this 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 June 1, 2013 through August 31, 2017. This period reflects the
24 time spent after the appointment of Interim Co-Lead Counsel and Liaison Counsel for Direct
25 Purchased Plaintiffs (“DPP”) in this litigation. The total number of hours spent by Gray Plant
26 Mooty during this period of time was zero (as explained in the prior paragraph), with a
27 corresponding lodestar of zero. My firm’s lodestar figures are based on the firm’s historical

28

1 billing rates which do not include charges for expense items. Expense items are billed separately
2 and such charges are not duplicated in my firm's billing rates. This summary was prepared from
3 contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar
4 amount reflected in Exhibit 2 is for work assigned by DPP Co-Lead Counsel, and was performed
5 by professionals at my law firm for the benefit of the Class.

6 6. Gray Plant Mooty has reviewed the time and expense records that form the basis of
7 this declaration to correct any billing errors. In addition, my firm has removed all time entries and
8 expenses related to the following:

9 a. time spent reading or reviewing pleadings, ECF notices or other papers
10 unless a necessary part of performing a specific assignment from Co-Lead Counsel;

11 b. travel time unless the attorney or professional was actively engaged in
12 preparation or work in connection with a particular assignment made by Co-Lead Counsel which
13 necessitated travel;

14 c. billing for time connected with creating timekeeping records or for the time
15 of attorneys or staff expended in preparation of audited time records and expenses in support of
16 DPPs' application for an award of attorneys' fees and reimbursement of expenses.

17 7. The hourly rates for the attorneys and professional support staff in my firm
18 included in Exhibit 2 are the same as the regular rates charged for their services in non-contingent
19 matters and/or which have been accepted in other complex or class action litigation subject to the
20 hourly rate caps established by DPP Co-Lead Counsel, including:

21 a. the highest hourly rates for Attorneys at the highest Partner level is capped
22 at \$850 per hour;

23 b. the highest hourly rates for Attorneys at the Of-counsel/Special counsel
24 level for substantive work is capped at \$650 per hour, which excludes document review;

25 c. the highest hourly rates for Attorneys at the highest Associate level for
26 substantive work is capped at \$450 per hour, which excludes document review;

27 d. the highest hourly rates for Attorneys at the Associate level engaged in
28

1 English-language document review is capped at \$350 per hour; a cap of \$400 per hour is permitted
2 where the reviewer has special skill set, such as foreign language translation, and Lead Counsel
3 has approved that work performed; and

4 e. the highest hourly rates for Paralegals and investigators is capped at \$175
5 per hour.

6 8. My firm has expended a total of \$3,167.38 in unreimbursed costs and expenses in
7 connection with the prosecution of this litigation. As these costs were incurred prior to June 1,
8 2013, they are not included on the chart attached hereto as Exhibit 3. They were incurred on behalf
9 of Direct Purchaser Plaintiffs by my firm on a contingent basis, and have not been reimbursed.
10 The expenses incurred in this action are reflected on the books and records of my firm. These
11 books and records are prepared from expense vouchers, check records and other source materials
12 and represent an accurate recordation of the expenses incurred.

13 9. Gray Plant Mooty paid a total of \$10,000.00 in assessments for the joint
14 prosecution of the litigation against the Defendants.

15 10. My firm has carefully reviewed the time and expenses that comprise its reported
16 lodestar and out of pocket expenses and represents that such lodestar and expenses comply with all
17 material applicable terms of the May 21, 2013 letter from Co-Lead Counsel regarding Protocols
18 for Maintaining and Reporting Time and Expense as well as Modified Pretrial Order No. 1 with
19 Exhibit A (Dkt. No. 202, May 24, 2013).

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 29th day of January, 2018 at Minneapolis,
22 Minnesota.

23 
24 _____
25 **DANIEL R. SHULMAN**

EXHIBIT 1



Gray Plant Mooty Overview

Gray Plant Mooty (GPM) is a full-service law firm that has been providing exemplary legal services to clients for over 150 years. More than 180 lawyers serve an impressive roster of regional, national, and international clients from our offices in Minneapolis and St. Cloud, MN; Washington, D.C.; and Fargo, ND. A lot has changed since we first opened our doors and we understand that the delivery of legal services must change with it. We have made substantial investments in new technology that allows us to streamline the services we provide, enhancing communication while maintaining quality. We also explore and effectively use alternative dispute resolution tools when it is in the client's interest to do so. Our lawyers recognize the difference between problem solving and time-consuming digressions.

Firm Recognition & Honors



At GPM we pride ourselves in pairing depth and breadth in legal expertise with a thorough understanding and appreciation of our clients' needs. This approach to legal practice led to Gray Plant Mooty being recognized by its clients as an unparalleled leader in *The BTI Client Service A-Team 2018: The Survey of Law Firm Client Service Performance* as an elite law firm for excellence in the delivery of client service.

At Gray Plant Mooty, we strive to be a legal industry leader in creating and using best practices in retaining and promoting female attorneys. Gray Plant Mooty managing partner, Sarah Duniway is among only a handful of women in top leadership positions at Top 350 law firms and has focused much of her leadership on promoting a diverse workforce and advancing women attorneys. In March 2016, Sarah was recognized by *Minneapolis/St. Paul Business Journal* as one of the publications 2016 "Women in Business". Gray Plant Mooty was also recognized in 2016 as one of the nation's "50 Best Law Firms for Women" by *Working Mother* magazine and *Flex-Time Lawyers*.



We consistently seek out the best people available—lawyers, other professionals, and staff. The resumes of GPM lawyers reflect the type of people you'll find at GPM: people with superior academic and professional achievements who serve their community with distinction. We enjoy what we do. That is why in 2016, GPM was named one of the "Top Workplaces" by the *Star Tribune*. Gray Plant Mooty ranked 32nd on the top midsize companies list, and is the only major Twin Cities law firm to be named.

Firm Management

Our firm maintains a board of directors that determine policy subjects for review by the shareholders. We currently have nine lawyers who serve on our board of directors, which includes two managing officers. We also have nine members of management staff who report to our executive director. These members are responsible to the board of directors, managing officers, and various committees for the business affairs of the firm.

Office Locations and Employees

The table below breaks down lawyer and staff numbers for each office.

Location	Lawyers	Staff	Total
Minneapolis	140	142	282
St. Cloud	22	23	45
Washington, D.C.	18	17	35
Fargo, N.D.	2	3	5
Total	182	185	367

* Seven of our Minneapolis attorneys staff our Fargo location on a revolving basis.

Areas of Service for Businesses & Organizations

Clients come to GPM to receive personalized service with the resources of a full-service law firm. We listen to our clients and work with them to determine how we can best meet their legal needs. Our depth and breadth of practice gives clients access to critical services while receiving individualized attention. We provide legal services to businesses and organizations in the areas listed below:

- Advertising & Promotions Law
- Agribusiness and Food
- Alternative Dispute Resolution
- Antitrust & Trade Regulation
- Appellate Advocacy
- Bioscience
- Bond Financing
- Business Law Transactions
- Business Tax
- Charitable Gift Planning
- Class Action
- Commercial Lending
- Community Banking
- Construction Law
- Corporate Finance
- Data Privacy
- Eminent Domain & Regulatory Takings
- Employee Benefits & Executive Compensation (EBEC)
- Employee Stock Ownership Plans (ESOP)
- Employment Law
- Energy
- Entrepreneurial Services
- Environmental Law & Land Use Management
- Family-owned and Closely Held Businesses
- Financial Services
- Franchise & Distribution
- Government Relations
- Health Law
- Higher Education
- Insurance Counseling & Litigation
- Intellectual Property, Technology & Privacy
- International Law & Distribution
- Internet & E-commerce
- Investigations & White Collar Defense
- Labor Law
- Litigation
- LLCs
- Mergers & Acquisitions
- Municipal Law
- Nonprofit & Tax-exempt Organizations
- Payment Systems
- Private Equity
- Products Liability & Tort Litigation
- Real Estate
- Reorganization & Bankruptcy
- Securities & Corporate Governance
- Shareholder Disputes
- Social Entrepreneurship
- Software & Technology Licensing
- Telecommunications
- Trademark & Brand Management
- Trade Secrets
- Trusts, Estate & Charitable Planning

Commitment to the Community

In addition to serving as loyal and trusted advisors to our clients for over 150 years, GPM's lawyers and staff also have a long-standing history of service to our communities. Everyone at Gray Plant Mooty is united by a firm-wide commitment to fostering an inclusive culture of diversity and pro bono service.

Community Giving

Since 1989, the Minneapolis Regional Chamber of Commerce (MRCC) has recognized GPM through the MRCC's Keystone Program, honoring companies that donate two to five percent of total profits to charity. Gray Plant Mooty is recognized for financial contributions made through the Gray Plant Mooty Foundation and in-kind contributions such as pro bono legal services.

Charitable giving is a responsibility that our firm takes seriously. We put considerable thought and effort into determining the best way to allocate our resources in order to make the greatest possible positive impact on community-, client-, and lawyer-related causes.

Community Involvement

Everyone at GPM is deeply committed to strengthening the communities where we live and work; we encourage our lawyers, paralegals, and staff to contribute their time, talent, and resources to a broad range of charitable organizations including:

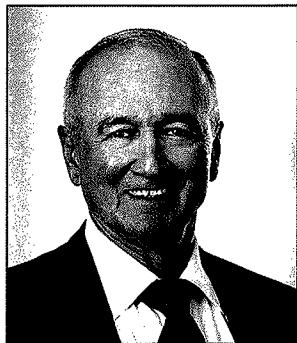
- American Cancer Society
- Big Brothers Big Sisters
- Big Brothers Big Sisters of Central Minnesota
- Chrysalis
- Habitat for Humanity and Women Build
- Hats for Hope
- Hearts & Hammers
- Ronald McDonald House
- Secure the Call Foundation
- United Way
- United Way of Central Minnesota
- Wills for Heroes
- YMCA of Minneapolis

Gray Plant Mooty is proud of our ongoing involvement with a project called Hats for Hope. Since 2002, a group of GPM employees, friends, and family members have sewn, knit, and crocheted hats for chemotherapy patients at local cancer-treatment facilities. To date, Hats for Hope has created over 20,000 hats and donated them to patients in 42 treatment facilities across Minnesota, North Dakota, and Iowa.

GRAY

PLANT

MOOTY



Daniel R. Shulman

Principal
612.632.3335
daniel.shulman@gpmlaw.com

Practice Areas

Antitrust & Trade Regulation
Complex Litigation
Trial Practice

Professional Activities

International Academy of Trial Lawyers, Fellow
American College of Trial Lawyers, Fellow
Litigation Counsel of America, Trial Lawyer Honorary Society, Fellow
American Bar Association
Minnesota State Bar Association
Hennepin County Bar Association

Education

Harvard Law School, J.D., *cum laude*, 1970
Yale University, M.A. in English literature, 1967
Harvard University, undergraduate degree, *with honors*, 1965

Biography

Dan Shulman has been chief counsel in antitrust litigation involving major industries in a variety of cases since 1970 ranging from data storage, media, food, oil and gasoline, airlines, consumer electronics, medical electronics, health care, thoroughbred horses, and many other areas. Dan has also been counsel in trademark and patent infringement actions, and has an active pro bono civil rights practice.

He continues to author and lecture extensively. Dan has been the chair of the Sedona Conference antitrust law program every year since its inception in 1998.

Relevant Experience

- Numerous reported antitrust decisions
- *Pamela A. Postema v. National League of Professional Baseball Clubs et al.*, Civil Action No. 91 -CIV-8507 (RPP), in the U.S. District Court for the Southern District of New York (action by female umpire for employment discrimination in professional baseball umpiring)
- *Reilly v. MediaNews Corp. et al.*, Case No. 3:06-cv-4332 in the U.S. District Court for the Northern District of California (action to enjoin combination and consolidation of daily newspapers in the San Francisco Bay Area)
- *Imation Corp. v. Quantum Corporation*, Case No. 01-1798 RHK/JMM in the U.S. District Court for the District of Minnesota (action for damages and injunctive relief for violations of Sections 1 and 2 of the Sherman Antitrust Act in the market for computer backup tape)
- *3M Corporation v. Appleton Papers, Inc.*, Case No. 4-95-786 in the U.S. District Court for the District of Minnesota (action for damages and injunctive relief for violations of Sections 1 and 2 of the Sherman Antitrust Act in the carbonless paper industry)

Representative Cases

- Lead Counsel, *Minneapolis Branch of the NAACP, et al. v. State of Minnesota, et al.*, File No. MC 95-014800, Hennepin County District Court, Fourth Judicial District of Minnesota (action for failure to provide an adequate education in Minneapolis public schools as required by the Minnesota State Constitution)

Publications

- "Anticompetitive Effect," *Minnesota Law Review, Headnotes*, Spring 2011, Vol. 95-No. 2
- "A New Administration & U.S. Antitrust Enforcement," *The Sedona Conference Journal*, Volume 10, Fall 2009
- "Refusals to Deal: Is Anything Left; Should There Be?" *The Sedona Conference*, 2009

- "Antitrust Update," Business Law Institute, May 2008
- "Baseball and Antitrust," Minnesota State Bar Association, April 9, 2008
- "Antitrust for In-House Counsel," The 2007 In-House Counsel Crash Course, Minnesota State Bar Association, December 2007
- "Non-Price Predation Under Section 2," Antitrust Law and Litigation IX, coauthored with Sitso Bediako, Sedona Conference, Sedona, AZ, October 25, 2007
- "*Texaco, Inc. v. Dagher*: Opportunities Missed and Neglected," The Antitrust Bulletin, Fall/Winter 2007
- "The Future of U.S. Federal Antitrust Enforcement: Learning from Past & Current Influences," coauthor, The Sedona Conference Journal, Volume 8, Fall 2007
- "Matsushita and the Role of Economists with Regard to Proof of Conspiracy," Loyola University Chicago Law Journal, Vol. 38, No. 3, Spring 2007
- "Extraterritorial Reach of United States Antitrust Laws," Antitrust Law & Litigation VIII, coauthored with Maxwell J. Bremer, Sedona Conference, Sedona, AZ, August 18, 2006
- "What Business Counsel Needs to Know about Antitrust," Business Law 102, Minnesota State Bar Association, Minneapolis, MN, August 2006
- "A Visitor's Guide to the Supreme Court, Antitrust and the Art of Advocacy: Arguing an Antitrust Case Before the U.S. Supreme Court," Minnesota State Bar Association, Minneapolis, MN, April 25, 2006
- "The Sedona Conference Commentary on the Role of Economics in Antitrust Law: A Project of the Sedona Conference Working Group on the Role of Economics in Antitrust (WG3)," editor in chief, February 2006
- "Ten Commandments of Summary Judgment," The Antitrust Litigation Course, American Bar Association, Section of Antitrust Law, October 17, 2005
- "*Williamson Oil v. Philip Morris*: What Happened to Jury Trials?" The Sedona Conference Journal, Volume 5, Fall 2004
- "Proof of Conspiracy in Antitrust Cases & the 'Oligopoly Problem'," The Sedona Conference Journal, Volume 4, Fall 2003
- "The New Approach to Winning Complex Litigation," Executive Reports Corporation, 1983

Presentations

- "Antitrust Update," 2009 Business Law Institute, May 4, 2009
- "Electronic Discovery: When Problems Emerge," South Dakota Bar Association, June 20, 2007

Bar Admissions

- all Minnesota state and federal courts
- U.S. Supreme Court
- U.S. Court of Appeals for the Federal Circuit
- U.S. Tax Court
- U.S. Courts of Appeals for the First, Second, Third, Fourth, Fifth, Seventh, Eighth, Ninth, Tenth, and Eleventh Circuits

Honors and Distinctions

- "Minnesota Super Lawyer®," Thomson/Reuters, 2006-2017
- *The Best Lawyers in America*®, 1993-2018
- "The International Who's Who of Competition Lawyers & Economists," *U.S. Plaintiff*, 2014
- "Minnesota's Best Lawyers," *Minnesota Monthly*, 2009
- "North Star Lawyers," Minnesota State Bar Association, 2015-2016

EXHIBIT 2

EXHIBIT 2***In re Lithium Ion Batteries Antitrust Litigation, Case No. 13-MD-2420 YGR***

Gray Plant Mooty

Reported Hours and Lodestar on a Historical Basis

June 1, 2013 through August 31, 2017

NAME	STATUS	YEAR	TOTAL HOURS	HISTORICAL HOURLY RATE	LODESTAR
ATTORNEYS					
Partner 1	P	2017			\$0.00
Partner 1	P	2016			\$0.00
Partner 1	P	2015			\$0.00
Partner 1	P	2014			\$0.00
Shulman, Daniel	P	2013			\$0.00
Partner 2	P	2017			\$0.00
Partner 2	P	2016			\$0.00
Partner 2	P	2015			\$0.00
Partner 2	P	2014			\$0.00
Partner 2	P	2013			\$0.00
Partner 3	P	2017			\$0.00
Partner 3	P	2016			\$0.00
Partner 3	P	2015			\$0.00
Partner 3	P	2014			\$0.00
Partner 3	P	2013			\$0.00
Associate 1	P	2017			\$0.00
Associate 1	P	2016			\$0.00
Associate 1	A	2015			\$0.00
Associate 1	A	2014			\$0.00
Associate 1	A	2013			\$0.00
Associate 2	A	2017			\$0.00
Associate 2	A	2016			\$0.00
Associate 2	A	2015			\$0.00
Associate 2	A	2014			\$0.00
Associate 2	A	2013			\$0.00
Associate 3	A	2017			\$0.00
Associate 3	A	2016			\$0.00

EXHIBIT 2***In re Lithium Ion Batteries Antitrust Litigation, Case No. 13-MD-2420 YGR***

Gray Plant Mooty

Reported Hours and Lodestar on a Historical Basis

June 1, 2013 through August 31, 2017

NAME	STATUS	YEAR	TOTAL HOURS	HISTORICAL HOURLY RATE	LODESTAR
Associate 3	A	2015			\$0.00
Associate 3	A	2014			\$0.00
Associate 3	A	2013			\$0.00
Of Counsel 1	A	2017			\$0.00
Of Counsel 1	A	2016			\$0.00
Of Counsel 1	A	2015			\$0.00
Of Counsel 1	P	2014			\$0.00
Of Counsel 1	P	2013			\$0.00
Of Counsel 2	P	2017			\$0.00
Of Counsel 2	P	2016			\$0.00
Of Counsel 2	P	2015			\$0.00
Of Counsel 2	P	2014			\$0.00
Of Counsel 2	P	2013			\$0.00
NON-ATTORNEYS					
Investigator 1	INV	2017			\$0.00
Investigator 1	INV	2016			\$0.00
Investigator 1	INV	2015			\$0.00
Investigator 1	INV	2014			\$0.00
Investigator 1	INV	2013			\$0.00
Paralegal 1	PL	2017			\$0.00
Paralegal 1	PL	2016			\$0.00
Paralegal 1	PL	2015			\$0.00
Paralegal 1	PL	2014			\$0.00
Schaub, Gayle M.	PL	2013			\$0.00
Paralegal 2	PL	2017			\$0.00
Paralegal 2	PL	2016			\$0.00
Paralegal 2	PL	2015			\$0.00
Paralegal 2	PL	2014			\$0.00
Paralegal 2	PL	2013			\$0.00

EXHIBIT 2***In re Lithium Ion Batteries Antitrust Litigation, Case No. 13-MD-2420 YGR***

Gray Plant Mooty

Reported Hours and Lodestar on a Historical Basis

June 1, 2013 through August 31, 2017

NAME	STATUS	YEAR	TOTAL HOURS	HISTORICAL HOURLY RATE	LODESTAR
Paralegal 3	PL	2017			\$0.00
Paralegal 3	PL	2016			\$0.00
Paralegal 3	PL	2015			\$0.00
Paralegal 3	PL	2014			\$0.00
Paralegal 3	PL	2013			\$0.00
TOTAL:			0.00		\$0.00

(P) Partner

(A) Associate

(INV) Investigator

EXHIBIT 3

*In re Lithium Ion Batteries Antitrust Litigation, Case No. 13-MD-2420 YGR***EXHIBIT 3**

GRAY PLANT MOOTY

Expenses Incurred

June 1, 2013 through August 31, 2017

CATEGORY	AMOUNT INCURRED
Court Fees (filing, 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, Ground Travel)	
Travel (Meals and Lodging)	
TOTAL	\$0.00