

EXHIBIT W

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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
19

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

20 This Document Relates to:
21 ALL DIRECT PURCHASER CLASS
22 ACTIONS
23

**DECLARATION OF W. JOSEPH
BRUCKNER IN SUPPORT OF DIRECT
PURCHASER PLAINTIFFS MOTION
FOR AN AWARD OF ATTORNEYS'
FEES, REIMBURSEMENT OF
EXPENSES, AND INCENTIVE AWARDS**

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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 Direct Purchaser Plaintiffs (“DPP”) application for an award of
4 attorneys’ fees and reimbursement of expenses 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
6 witness, I could and would competently testify to the matters stated herein.

7 2. My firm has served as counsel to Automation Engineering, LLC and Edward
8 Klugman and as counsel for the Direct Purchaser Class (“Class”) throughout the course of this
9 litigation. The background and experience of Lockridge Grindal Nauen P.L.L.P. and its attorneys
10 are summarized in the *curriculum vitae* attached as Exhibit 1.

11 3. Lockridge Grindal Nauen P.L.L.P. 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 Lockridge Grindal Nauen P.L.L.P. devoted its
14 time and resources to this matter, it has foregone other legal work for which it could have been
15 compensated.

16 4. During the pendency of the litigation, Lockridge Grindal Nauen P.L.L.P. performed
17 the following work:

- 18 • Researched, drafted, edited and finalized the consolidated, amended complaint;
- 19 • Conferred with Co-Lead Counsel and experts regarding information and economic
20 data for consolidated, amended complaint;
- 21 • Analyzed notes from Defendants’ proffers for evidence in preparation for
22 consolidated, amended complaint;
- 23 • Reviewed and researched guilty pleas for evidence in preparation for consolidated,
24 amended complaint;
- 25 • Researched, analyzed and outlined issues for response to motions to dismiss;
- 26 • Conferred with Co-Lead Counsel re issues and strategies for responses to motions
27 to dismiss;

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- Researched and drafted economic allegation section for responses to motions to dismiss;
- Reviewed and coded documents produced by Defendants;
- Reviewed, coded and analyzed organizational charts and market share documents produced by Defendants;
- Coordinated document reviewer assignments as requested by Co-Lead Counsel;
- Summarized analyses of documents produced by Defendants in support of class allegations;
- Analyzed Defendants’ documents in preparation for second amended complaint;
- Analyzed Defendants’ documents regarding industry internal packing and stream of commerce issues;
- Researched FTAIA decision and applicability for amended complaint project;
- Reviewed, analyzed and summarized documents to assess accuracy of and priority ranking of custodians for discovery projects and negotiations with Defendants;
- Participated in discovery conferences and negotiations between Defendants and Co-Lead Counsel;
- Drafted correspondence to Defendants regarding discovery requests and response deficiencies;
- Reviewed and analyzed Defendants’ privilege and redaction logs;
- Drafted correspondence to Defendants and participated in negotiations with Defendants re deficiencies in the privilege and redaction logs;
- Researched and drafted memo regarding assignment of claims issue requested by Co-Lead Counsel;
- Researched, drafted search terms, and participated in negotiations with Defendants regarding discovery search terms and key words;
- Coordinated subpoenaed production of Defendant telephone records;
- Drafted and served subpoenas on telephone carrier companies for Defendant

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- telephone records;
- Coordinated production of telephone records with subpoenaed telephone companies;
- Researched and coordinated forensic analysis of Defendant telephone records for evidence in support of class allegations;
- Processed and prepared produced telephone records for production to all parties;
- Participated in negotiations with Defendants and Co-Lead Counsel regarding disputes over telephone records and related discovery;
- Drafted correspondence and briefs regarding telephone records and related disputes;
- Drafted and revised stipulation regarding a motion to quash subpoena;
- Researched and analyzed Defendants’ document clawback requests;
- Drafted memos regarding Defendants’ document clawback requests for Co-Lead Counsel;
- Participated in negotiations between Defendants and Co-Lead Counsel regarding document clawback requests;
- Researched documents and proffers, drafted outlines and summary memos, identified documents for translation, organized exhibit documents, and consulted with Co-Lead Counsel in preparation for deposing Defendants’ witnesses;
- Deposed Defendants’ witnesses in various cities;
- Summarized notes and information from Defendant depositions;
- Draft section for class certification brief and conferred with Co-Lead Counsel regarding same;
- Researched US case law as applied to Japanese privacy law;
- Researched downstream discovery issue in preparation for response to Defendants; and
- Consulted with Co-Lead Counsel regarding ESI discovery and issues with

1 Defendants' document productions.

2 5. Attached as Exhibit 2 is my firm's total hours and lodestar, computed at historical
3 rates, for the period of June 1, 2013 through August 31, 2017. This period reflects the time spent
4 after the appointment of Interim Co-Lead Counsel and Liaison Counsel for Direct Purchaser
5 Plaintiffs ("DPP") in this litigation. The total number of hours spent by Lockridge Grindal Nauen
6 P.L.L.P. during this period of time was 4,201.30 hours, with a corresponding lodestar of
7 \$1,612,791.50. My firm's lodestar figures are based on the firm's historical billing rates which do
8 not include charges for expense items. Expense items are billed separately and such charges are
9 not duplicated in my firm's billing rates. This summary was prepared from contemporaneous,
10 daily time records regularly prepared and maintained by my firm. The lodestar amount reflected in
11 Exhibit 2 is for work assigned by DPP Co-Lead Counsel, and was performed by professionals at
12 my law firm for the benefit of the Class.

13 6. Lockridge Grindal Nauen P.L.L.P. has reviewed the time and expense records that
14 form the basis of this declaration to correct any billing errors. In addition, my firm has removed
15 all time entries and expenses related to the following:

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

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

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

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

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1 a. the highest hourly rates for Attorneys at the highest Partner level are capped
2 at \$850 per hour;

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

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

7 d. the highest hourly rates for Attorneys at the Associate level engaged in
8 English-language document review are capped at \$350 per hour; a cap of \$400 per hour is
9 permitted where the reviewer has a special skill set, such as foreign language translation, and Lead
10 Counsel has approved that work performed; and

11 e. the highest hourly rates for Paralegals and investigators are capped at \$175
12 per hour.

13 8. My firm has expended a total of \$15,365.28 in unreimbursed costs and expenses in
14 connection with the prosecution of this litigation. These costs and expenses are itemized in the
15 chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs by
16 my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this action
17 are reflected on the books and records of my firm. These books and records are prepared from
18 expense vouchers, check records and other source materials and represent an accurate recordation
19 of the expenses incurred.

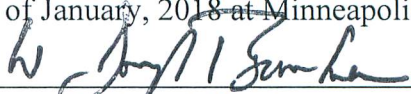
20 9. Lockridge Grindal Nauen P.L.L.P. paid a total of \$80,000.00 in assessments for the
21 joint prosecution of the litigation against the Defendants.

22 10. My firm has carefully reviewed the time and expenses that compose its reported
23 lodestar and out of pocket expenses, and I represent that such lodestar and expenses comply with
24 all material applicable terms of the May 21, 2013 letter from Co-Lead Counsel regarding
25 Protocols for Maintaining and Reporting Time and Expense as well as Modified Pretrial Order No.
26 1 with Exhibit A (Dkt. No. 202, May 24, 2013).

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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 January, 2018 at Minneapolis, MN.



W. Joseph Bruckner

Exhibit 1

EXHIBIT 1

**LOCKRIDGE
GRINDAL
NAUEN**
P.L.L.P.

Attorneys at Law



LOCKRIDGE GRINDAL NAUEN P.L.L.P.

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, and insurers.

Lockridge Grindal Nauen is one of the preeminent class action law firms in the country, has vast experience representing banks, financial institutions, shareholders, and other institutional investors in complex litigation, and has extensive experience litigating cases in Minnesota and across the country. Lockridge Grindal Nauen 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 EXPERIENCE

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. LGN's antitrust team is made up of 18 attorneys (8 partners and 10 associates and staff attorneys) who have significant experience in antitrust litigation. Five partners on LGN's

antitrust team were named as Super Lawyers in 2017 and another seven attorneys were named Rising Stars by Super Lawyers in 2017.

For 40 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. LGN has served leading roles in many antitrust class actions, including:

- *In re: German Automotive Manufacturers Antitrust*, Case No. 3:17-md-2796-CRB (N.D. Calif.);
- *Washington County Health Care Authority, Inc., et al. v. Baxter International Inc., et al. (Saline Antitrust Litigation)*, Case No. 1:16-cv-10324 (N.D. Ill.);
- *In re: Generic Pharmaceuticals Pricing Antitrust Litigation*, Case No. 2:16-md-2724-CMR (E. D. Penn.);
- *In re Freight Forwarders Antitrust Litigation (Precision Associates, Inc. v. Panalpina World Transport (Holding) Ltd., et al.)*, Case No. 1:08-cv-42-JG-VVP (E.D.N.Y.);
- *In re Broiler Chicken Antitrust Litigation*, Case No. 1:16-cv-08737 (N.D. Ill.);
- *In re Wholesale Grocery Products Antitrust Litig.*, MDL No. 2090, Case No. 0:09-md-2090 (D. Minn.);
- *In re Air Cargo Shipping Services Antitrust Litigation* (Indirect Purchaser Plaintiff Co-Lead Counsel), Case No. 1:06-md-1775-JG-VVP (E.D.N.Y.);
- *In re Potash Antitrust litigation (II)*, Civil No. 1:08-cv-06910 (N.D. Ill.);
- *In re Flat Glass Antitrust Litigation (II)*, Civil No. 2:08-mc-180-DWA (W.D. Pa.);
- *In re Urethane Antitrust Litigation*, Civil No. 2:04-md-01616-JWL-DJW (D. Kan.);
- *In re Pressure Sensitive Labelstock Antitrust Litigation*, Civil No. 3:03-mdl-01556-TIV (M.D. Pa.); and
- *In re MSG Antitrust Litigation*, Civil No. 00-md-01328-PAM (D. Minn.).

The firm has also played key roles in dozens of other antitrust class actions across the nation. Individual biographies for LGN's antitrust team members are available on request or at www.locklaw.com.

Exhibit 2

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

Lockridge Grindal Nauen P.L.L.P.

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					
W. Joseph Bruckner	P	2017	0.00		\$0.00
W. Joseph Bruckner	P	2016	0.50	\$850.00	\$425.00
W. Joseph Bruckner	P	2015	13.50	\$800.00	\$10,800.00
W. Joseph Bruckner	P	2014	10.00	\$750.00	\$7,500.00
W. Joseph Bruckner	P	2013	70.20	\$675.00	\$47,385.00
Richard A. Lockridge	P	2017			\$0.00
Richard A. Lockridge	P	2016	0.70	\$850.00	\$595.00
Richard A. Lockridge	P	2015			\$0.00
Richard A. Lockridge	P	2014			\$0.00
Richard A. Lockridge	P	2013	0.40	\$700.00	\$280.00
Karen H. Riebel	P	2017			\$0.00
Karen H. Riebel	P	2016			\$0.00
Karen H. Riebel	P	2015	6.00	\$740.00	\$4,440.00
Karen H. Riebel	P	2014	2.20	\$690.00	\$1,518.00
Karen H. Riebel	P	2013			\$0.00
Heidi M. Silton	P	2017			\$0.00
Heidi M. Silton	P	2016	0.50	\$750.00	\$375.00
Heidi M. Silton	P	2015	1.40	\$725.00	\$1,015.00
Heidi M. Silton	P	2014	1.40	\$675.00	\$945.00
Heidi M. Silton	P	2013			\$0.00
Elizabeth R. Odette	P	2017			\$0.00
Elizabeth R. Odette	P	2016	216.90	\$550.00	\$119,295.00
Elizabeth R. Odette	P	2015	295.20	\$500.00	\$147,600.00
Chistopher K. Sandberg at rate cap	P	2015	50.00	\$675.00	\$33,750.00
Elizabeth R. Odette	A	2014	70.00	\$450.00	\$31,500.00
Elizabeth R. Odette	A	2013	62.70	\$400.00	\$25,080.00

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Lockridge Grindal Nauen P.L.L.P.

Reported Hours and Lodestar on a Historical Basis

June 1, 2013 through August 31, 2017

NAME	STATUS	YEAR	TOTAL HOURS	HISTORICAL HOURLY RATE	LODESTAR
Brian D. Clark	A	2017			\$0.00
Brian D. Clark	A	2016	150.20	\$450.00	\$67,590.00
Brian D. Clark	A	2015	390.60	\$450.00	\$175,770.00
Brian D. Clark	A	2014	0.00		\$0.00
Brian D. Clark	A	2013	30.40	\$350.00	\$10,640.00
Kristen G. Marttila	A	2017			\$0.00
Kristen G. Marttila	A	2016			\$0.00
Kristen G. Marttila	A	2015			\$0.00
Kristen G. Marttila	A	2014	21.40	\$450.00	\$9,630.00
Kristen G. Marttila	A	2013	35.30	\$400.00	\$14,120.00
Devona L. Wells	A	2016	0.20	\$450.00	\$90.00
Devona L. Wells	A	2015	0.90	\$450.00	\$405.00
Simeon A. Morbey	A	2016	201.10	\$420.00	\$84,462.00
Simeon A. Morbey	A	2015	282.40	\$325.00	\$91,780.00
Matthew S. Krohn	A	2016	846.50	\$325.00	\$275,112.50
Matthew S. Krohn	A	2015	954.30	\$325.00	\$310,147.50
Bryce D. Riddle	A	2016	37.90	\$420.00	\$15,918.00
Todd R. Counters	A	2015	85.20	\$325.00	\$27,690.00
Christopher T. Kleman	A	2014	229.40	\$325.00	\$74,555.00
					\$0.00
NON-ATTORNEYS					
Sahr A. M. Brima	LC	2015	7.00	\$175.00	\$1,225.00
Carolyn E. Isaac	LC	2015	3.00	\$175.00	\$525.00
Paul W. Fling	LC	2016	21.50	\$175.00	\$3,762.50
Investigator 1	INV	2014			\$0.00
Investigator 1	INV	2013			\$0.00
Elizabeth M. Sipe	PL	2017	0.00		\$0.00

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Lockridge Grindal Nauen P.L.L.P.

Reported Hours and Lodestar on a Historical Basis

June 1, 2013 through August 31, 2017

NAME	STATUS	YEAR	TOTAL HOURS	HISTORICAL HOURLY RATE	LODESTAR
Elizabeth M. Sipe	PL	2016	23.10	\$175.00	\$4,042.50
Elizabeth M. Sipe	PL	2015	58.70	\$175.00	\$10,272.50
Elizabeth M. Sipe	PL	2014	1.90	\$175.00	\$332.50
Elizabeth M. Sipe	PL	2013	5.30	\$175.00	\$927.50
Sherri L. Juell	PL	2015	1.00	\$175.00	\$175.00
John W. Hathaway	PL	2016	12.40	\$90.00	\$1,116.00
					\$0.00
TOTAL:			4,201.30		\$1,612,791.50

(P) Partner (A) Associate
(LC) Law (PL) Paralegal

Exhibit 3

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

Lockridge Grindal Nauen P.L.L.P.

Expenses Incurred

June 1, 2013 through August 31, 2017

CATEGORY	AMOUNT INCURRED
Court Fees (filing, etc.)	\$330.00
Computer Research (Lexis, Westlaw, PACER, etc.)	\$6,099.54
Document Production	
Experts / Consultants	
Messenger Delivery	
Photocopies - In House	\$3,037.05
Photocopies - Outside	
Postage	\$6.39
Service of Process	
Overnight Delivery (Federal Express, etc.)	\$744.53
Telephone / Facsimile	\$541.64
Transcripts (Hearings, Depositions, etc.)	
Travel (Airfare, Ground Travel)	\$1,185.90
Travel (Meals and Lodging)	\$3,420.23
TOTAL	\$15,365.28