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7 *Counsel for Direct Purchaser Plaintiffs*

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

11 IN RE: OPTICAL DISK DRIVE
12 ANTITRUST LITIGATION

Case No. 3:10-md-2143-RS
MDL No. 2143

13
14 This Document Relates to:
15 ALL DIRECT PURCHASER CLASS
16 ACTIONS

**DECLARATION OF SUSAN G. KUPFER
IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES, REIMBURSEMENT
OF EXPENSES, AND INCENTIVE
AWARDS**

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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
3 Firm”). I submit this declaration in support of Direct Purchaser Plaintiffs’ (“DPP”) joint
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
6 witness, I could and would competently testify to the matters set forth.

7 2. My firm has served as counsel to plaintiff Diana Saed and as counsel for the Direct
8 Purchaser Class (“Class”) throughout the course of this litigation. The background and experience
9 of the Glancy Firm and its attorneys are summarized in the *curriculum vitae* attached as Exhibit 1.

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

14 4. During the pendency of the litigation, the Glancy Firm performed the following
15 work:

- 16 • Investigated the action and plaintiffs’ claims
- 17 • Advised in the preparation of the amended complaints and provided background
18 information and edits for same
- 19 • Researched and prepared briefing for Plaintiffs’ Opposition to Defendants’
20 Motions to Dismiss
- 21 • Participated in meet and confers with defense counsel regarding defendants’
22 document production
- 23 • Performed review and analysis of defendants’ document production
- 24 • Translated defendants’ documents from the Chinese language
- 25 • Reviewed and commented upon Plaintiffs’ Expert Reports.

26 5. Attached as Exhibit 2 is my firm’s total hours and lodestar, computed at historical
27 rates, for the period of May 7, 2010 through December 31, 2014. This period reflects the time
28

1 spent after the appointment of the Chairman of the Executive Committee for the DPPs (the
2 "Chairman") in this litigation. The total number of hours spent by the Glancy Firm during this
3 period of time was 1,232.70, with a corresponding lodestar of \$472,848.75. This summary was
4 prepared from contemporaneous, daily time records regularly prepared and maintained by my
5 firm. The lodestar amount reflected in Exhibit 2 is for work assigned by the Chairman, and was
6 performed by professional staff at my law firm for the benefit of the Class.

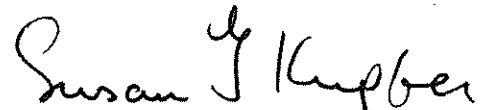
7 6. The hourly rates for the attorneys and professional support staff in my firm
8 included in Exhibit 2 are the usual and customary hourly rates charged by the Glancy Firm in the
9 general course of its business

10 7. My firm has expended a total of \$2,929.35 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 Plaintiffs
13 by my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this
14 action are reflected on the books and records of my firm. These books and records are prepared
15 from expense vouchers, check records and other source materials and represent an accurate
16 recordation of the expenses incurred.

17 8. The Glancy Firm additionally paid a total of \$50,000.00 in assessments to the
18 Plaintiffs' Litigation Fund for the joint prosecution of the litigation against the Defendants.

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

21 I declare under penalty of perjury under the laws of the United States of America that the
22 foregoing is true and correct. Executed on this 26th day of February, 2015, at Berkeley,
23 California.

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25
26 **Susan G. Kupfer**

EXHIBIT 1

GLANCY BINKOW & GOLDBERG LLP
ATTORNEYS AT LAW

NEW YORK OFFICE

1430 BROADWAY
SUITE 1603
NEW YORK, NY 10018
TELEPHONE (212) 382-2221
FACSIMILE (212) 382-3944

1801 AVENUE OF THE STARS, SUITE 311
LOS ANGELES, CALIFORNIA 90067

TELEPHONE (310) 201-9150
FACSIMILE (310) 201-9160
info@glancylaw.com

SAN FRANCISCO OFFICE

1808 SIXTH STREET
BERKELEY, CA 94710
TELEPHONE (415) 972-8160
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

EXHIBIT 2*In re Optical Disk Drive Antitrust Litigation*, Case No. 3:10-md-2143-RS**GLANCY BINKOW & GOLDBERG LLP**

Reported Hours and Lodestar

May 7, 2010 through December 31, 2014

TIME REPORT

| NAME | TOTAL HOURS | HOURLY RATE | LODESTAR |
|--------------------------|--------------------|--------------------|-----------------|
| ATTORNEYS | | | |
| Susan G. Kupfer (P) | 87.75 | \$745 | \$65,373.75 |
| Michael Goldberg (P) | 4.00 | \$700 | \$2,800.00 |
| Joseph M. Barton (OC) | 102.60 | \$450 | \$46,170.00 |
| Brian Lundin (A) | 143.70 | \$350 | \$50,295.00 |
| Brian S. Umpierre (A) | 254.6 | \$350 | \$89,110.00 |
| Brian S. Umpierre (A) | 42.25 | \$400 | \$16,900.00 |
| David Liu (A) | 560.80 | \$350 | \$196,280.00 |
| | | | |
| | | | |
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| NON-ATTORNEYS | | | |
| Sasha Lubkin Ernest (PL) | 37.00 | \$160 | \$5,920.00 |
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| TOTAL: | 1,232.70 | | \$472,848.75 |

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

EXHIBIT 3

EXHIBIT 3

In re Optical Disk Drive Antitrust Litigation, Case No. 3:10-md-2143-RS
GLANCY BINKOW & GOLDBERG LLP
 Reported Unreimbursed Expenses Incurred on Behalf of Direct Purchaser Class
 May 7, 2010 through December 31, 2014

EXPENSE REPORT

| CATEGORY | AMOUNT INCURRED |
|---|------------------------|
| Court Fees (filing, etc.) and Transcripts | 964.15 |
| Federal Express | 61.56 |
| Computer Research | 135.22 |
| Messenger Delivery | |
| Photocopies – In House | 33.20 |
| Photocopies – Outside | |
| Service of Process | |
| Telephone/Telecopier | |
| Travel (Airfare, Ground Travel, Meals, Lodging, Parking) | 1,735.22 |
| | |
| TOTAL: | \$2,929.35 |
| | |