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7 *Counsel for Plaintiff Hal K. Levitte*

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

13 HAL K. LEVITTE, individually and On  
 14 Behalf of All Others Similarly Situated,

15 Plaintiff,

16 v.

17 GOOGLE, INC., a Delaware  
 Corporation,

18 Defendant.

CASE NO. C 08-03369 JW

HON. JAMES WARE

**DECLARATION OF WILLEM F.  
 JONCKHEER IN SUPPORT OF  
 PLAINTIFFS' MOTION TO  
 CONSOLIDATE RELATED CASES  
 PURSUANT TO FED.R.CIV.P.  
 42(A); APPOINT INTERIM CLASS  
 COUNSEL PURSUANT TO  
 FED.R.CIV.P. 23(G)(2); AND  
 SCHEDULE THE FILING OF  
 PLAINTIFFS' CONSOLIDATED  
 COMPLAINT**

Hearing

Date: February 23, 2009

Time: 10:00 a.m.

Courtroom: 8

24 RK West, Inc., a California Corporation  
 25 d/b/a Malibu Wholesale, individually and  
 on Behalf of All Others Similarly  
 26 Situated,

27 Plaintiff,

CASE NO. C 08-03452 JW

HON. JAMES WARE

1 v.  
GOOGLE, INC., a Delaware  
2 Corporation; and DOES 1 through 10,  
inclusive,

3 Defendants.

4 Pulaski & Middleman, LLC,  
5 individually and on behalf of all others  
similarly situated,

6 Plaintiff,

7 v.

8 GOOGLE, INC., a Delaware  
9 Corporation,

10 Defendant.

11 JIT Packing, Inc, Individually and on  
behalf of all others similarly situated,

12 Plaintiff,

13 v.

14 GOOGLE, INC., a Delaware  
15 Corporation,

16 Defendant.

CASE NO. C 08-03888 JW

HON. JAMES WARE

CASE NO. C 08-04701 JW

HON. JAMES WARE

17  
18 **DECLARATION OF WILLEM F. JONCKHEER**

19 I, Willem F. Jonckheer, declare as follows:

20 1. I am over the age of 18 and a resident of California. I make this declaration  
21 of my personal and first-hand knowledge, and, if called and sworn as a witness, I would  
22 and could testify competently hereto.

24 2. I am an attorney admitted to practice in the state California. I am a partner  
25 at the law firm of Schubert Jonckheer Kolbe & Kralowec LLP and I am one of the  
26 attorneys representing plaintiff Hal Levitte in these actions.  
27

1           3.     Plaintiffs' counsel will be prepared to file a single consolidated complaint  
2 45 days from the entry of an order concerning the leadership structure of this case.

3           4.     Plaintiffs' counsel met and agreed that the four-firm leadership structure  
4 proposed in this motion would provide the most efficiency and the greatest benefit to  
5 Plaintiffs and the class.

6           5.     The proposed organizational structure, comprised of Schubert, Kabateck,  
7 Foote, and Saveri has the unanimous support of Plaintiffs and counsel in all of the known  
8 pending actions that comprise this proceeding.

9           6.     Through email correspondence, Google counsel Leo Norton of Cooley  
10 Godward Kronish LLP has stated Google's support of the proposed consolidation, and  
11 non-opposition to the proposed leadership structure.

12           7.     Attached hereto as Exhibit A is a true and correct copy of Schubert  
13 Jonckheer Kolbe & Kralowec LLP's biography.

14           8.     Attached hereto as Exhibit B is a true and correct copy of Saveri & Saveri,  
15 Inc.'s biography.

16           9.     Attached hereto as Exhibit C is a true and correct copy of Kabateck Brown  
17 Kellner LLP's biography.

18           10.    Attached hereto as Exhibit D is a true and correct copy of Foote, Meyers,  
19 Mielke, and Flowers, LLP biography.

20           I declare under penalty of perjury under the laws of the United States that the  
21 foregoing is true and correct.

Executed in San Francisco, California on January 16, 2009.

/s/ Willem F. Jonckheer  
**Willem F. Jonckheer**

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# **Exhibit A**

PRACTICE AND HISTORY

**Schubert Jonckheer Kolbe & Kralowec LLP** (formerly Schubert & Reed LLP) is AV rated by the Martindale-Hubbell Law Directory. Together with its predecessor firms, the Law Offices of Robert C. Schubert and the Law Offices of Juden Justice Reed, it has been in operation for over twenty-five years. In addition to prosecuting cases in the California federal and state courts, the firm has been actively involved in securities, antitrust, unfair competition, and employment class actions throughout the United States. Schubert & Reed has been Lead Counsel or Co-Lead Counsel in class actions and shareholder derivative cases which have produced monetary recoveries of over \$315 million. These have included the following:

**Tucker v. Scrusby, et al.**, No. CV-02-5212 (Alabama Circuit Court, Jefferson County). Co-Lead Counsel in shareholder derivative action on behalf of HealthSouth Corporation alleging officer and director breaches of fiduciary duty and insider trading arising from a multi-billion dollar restatement of previously reported financial results. Partial summary judgment for unjust enrichment granted against former CEO Richard Scrusby for restitution to HealthSouth of \$47.8 million bonuses with interest paid to Scrusby during fiscal years 1997-2002 pursuant to a stated policy requiring that bonuses be paid from net profits. In fact, following restatement, it was revealed that the Company had never had net profits from which to pay Scrusby bonuses during the fiscal years 1997-2002. The judgment was affirmed on appeal to the Alabama Supreme Court, **Scrusby v. Tucker**, 955 So.2d 988 (Ala. 2006). Plaintiffs thereafter settled HealthSouth's claims against additional HealthSouth directors and officers for \$100 million. **Tucker v. Scrusby, et al.**, No. CV-02-5212 (Alabama Circuit Court, Jefferson County)(Order dated January 11, 2007). Co-Counsel in a related case, **In re HealthSouth Corp. Shareholders Litigation.**, 845 A.2d 1096 (Del. Ch. 2003), aff'd 847 A.2d 1121 (Del. 2004), in which the Delaware Chancery Court granted summary judgment for unjust enrichment and equitable fraud against Richard Scrusby arising from his purported repayment with HealthSouth stock of a \$25 million loan that Scrusby was obligated to pay in cash. The judgment resulted in an immediate \$17.5 million recovery to HealthSouth. Collectively, we obtained in excess of \$165 million in judgments against Scrusby and other HealthSouth fiduciaries for the benefit of HealthSouth and its shareholders.

**Bonneville Pacific Corporation Securities Litigation**, No. 92-C-181-S (District of Utah). Co-Lead Counsel in securities class action involving fraudulent financial statements by a large power cogeneration company. We obtained settlements totaling \$26 million for the class, which recovered 100% of its damages, in one of the largest securities fraud cases in Utah history. We also obtained a decision from the Utah Supreme Court holding that plaintiffs need not plead or prove reliance to proceed under the Utah Uniform Securities Act. **Gohler v. Wood**, 919 P. 2d 561 (Utah 1996).

**Qwest Communications International, Inc. Derivative Litigation**, No. 02-CV-8188 (Colorado District Court, City and County of Denver). Co-Lead Counsel in shareholder derivative action alleging officer and director breaches of fiduciary duty and insider trading arising out of massive earnings restatement by telecommunications company.

Defendants attempted to derail the case, seeking a stay based upon previously filed but inactive Federal derivative action. We defeated the motion, reviewed and analyzed over 7 million pages of documents, and recovered \$25 million for the company. The settlement included important corporate governance changes, including the requirement of a lead independent director when the chairman of the board is also the chief executive officer.

**Kirschenbaum v. Electronic Arts, Inc.**, Case No. CIV 440876 (California Superior Court, San Mateo County). Co-Lead Counsel in class action seeking to recover unpaid overtime compensation for computer graphics artists employed in California by Electronic Arts Inc. ("EA"), the world's largest manufacturer of computer video games. The case was settled after the parties conducted formal and informal discovery, and we reviewed thousands of pages of company records. The settlement totaled \$15.6 million, for approximately 618 class members. We believe this is the first class action involving recovery of overtime compensation for computer graphics artists in the electronic game industry.

**Raider v. Sunderland**, Civil Action No. 19357 NC (Delaware Chancery Court). Co-Lead Counsel in shareholder class action alleging breach of fiduciary duty by controlling shareholders of large cement company in connection with its acquisition of related company owned by controlling shareholders. We recovered \$15 million (\$8 per share) for minority shareholders after obtaining class certification, reviewing approximately 30,000 documents, deposing numerous fact and expert witnesses, and preparing the case for trial. The recovery exceeded 50% of the damage calculation of plaintiff's valuation expert.

**Hasty v. Electronic Arts, Inc.**, Case No. 444821 (California Superior Court, San Mateo County). Co-Lead Counsel in class action seeking to recover unpaid overtime compensation for current and former computer programmers employed in California by Electronic Arts Inc. ("EA"), the world's largest manufacturer of computer video games. The case was settled after the parties conducted formal and informal discovery, including numerous depositions and review of thousands of pages of company records. The settlement totaled \$14.9 million, for approximately 600 class members. We believe this is the first class action involving recovery of overtime compensation for computer programmers in California.

**ADAC Laboratories Derivative Litigation**, No. CV 779262 (California Superior Court, Santa Clara County). Co-Lead Counsel in shareholder derivative action alleging officer and director breaches of fiduciary duty and insider trading arising from false financial statements issued by a scientific instruments manufacturer. These financial statements were restated after "side letters" and other improper revenue recognition practices were uncovered. Defendants sought a stay based upon federal securities class actions arising from the same facts. We defeated that motion, obtained thousands of documents well ahead of the federal actions, and recovered \$12 million for the company, representing the bulk of its insurance coverage.

**Wilson v. Sony Computer Entertainment, Inc.**, Case No. 444815 (California Superior Court, San Mateo County). Co-Lead Counsel in class action seeking to recover unpaid

overtime compensation for computer graphics artists employed in California by Sony Computer Entertainment, Inc. The case was settled for \$8.5 million. In addition, Sony agreed to reclassify class members with a job title of Associate Artist and Artist 1 as nonexempt employees under the wage and hours laws of California and the federal Fair Labor Standards Act.

**In Re Savings Investment Service Corporation Loan Commitment Litigation**, MDL 718 (Western District of Oklahoma). Co-Lead Counsel in securities class action arising from default of \$9.85 million issue of industrial revenue bonds issued to finance a hotel in Westminster, Colorado. After extensive discovery and motion practice we obtained a recovery of approximately \$8.0 million for the class.

**Emulex Shareholder Derivative Cases**, Judicial Coordination Proceeding No. 4194 (California Superior Court, Orange County). Co-Lead Counsel in shareholder derivative actions alleging officer and director breaches of fiduciary and insider trading arising from order delays for optical networking hardware. Although the case was initially stayed, we succeeded in lifting the stay and obtaining over 100,000 pages of company documents, eventually obtaining an \$8 million settlement for the company.

**Garbini v. Protection One, Inc.**, Civil Action No. 99-3755 (Central District of California). Lead Counsel in securities class action arising from three successive restatements of three years' audited and publicly reported financial results by America's second-largest home security monitoring company. Plaintiffs asserted claims under Section 11 of the Securities Act of 1933 and Section 10 of the Securities Exchange Act of 1934, alleging use of an excessively long period to amortize the cost of acquired customer accounts. We obtained a settlement of \$7.76 million for the class. In a related appeal, we successfully challenged the dismissal of the company's auditors, Arthur Andersen. The ruling clarified plaintiffs' obligations to allege damages under the Securities Act of 1933. **Garbini v. Protection One, Inc.**, 49 Fed.Appx. 169, [2002 Transfer Binder] Fed. Sec. L. Rep.(CCH) ¶92,018 (9<sup>th</sup> Cir. October 11, 2002).

**In Re Providian Financial Corporation Derivative Litigation**, Case No. 401954 (California Superior Court, City and County of San Francisco). Co-Lead Counsel in shareholder derivative action alleging breaches of fiduciary duty and insider trading by officers and directors of a large sub-prime credit card lender. Case arose from company's undisclosed change of accounting for customer bankruptcies and alleged failure to maintain adequate reserves for uncollectible accounts. After extensive document discovery we obtained a settlement of \$6.5 million for the company.

**In Re Structural Dynamics Research Corporation Derivative Litigation**, Case No. C-1-94-650 (Southern District of Ohio). Co-Lead Counsel in shareholder derivative action arising from earnings restatement resulting from accounting fraud in the Far East operations of NASDAQ-listed computer software company. After extensive discovery, we obtained a settlement of \$5.0 million for the company. (SDRC)

**In Re S3 Derivative Litigation**, No. CV-77-0254 (California Superior Court, Santa Clara County). Co-lead counsel in shareholder derivative litigation involving S3, now



known as SonicBLUE Corporation, which was a leading manufacturer of graphics accelerator chips. Case arose from earnings restatements and alleged insider trading resulting from improper recognition of revenue on sales in Far East. After discovery, we obtained a cash settlement of \$4.65 million for the company, which represented the bulk of insider trading damages. (SBLU)

**In Re VISX Securities Litigation.** Master File No. C94-2-649-RPA (Northern District of California). Co-Lead Counsel in securities class action arising from misrepresentations as to status of clinical trials by a NASDAQ-listed laser vision correction company. We obtained a settlement of \$4.0 million for the class. (VISX)

**Isaac v. Falcon Classic Cable Income Properties, L.P., et al.,** No. BC-177205 (California Superior Court, Los Angeles County). Lead Counsel in class action arising from general partner's purchase of the assets of a cable television limited partnership at allegedly inadequate price. We obtained a recovery of \$2.8 million for the limited partners.

**Bilunka v. Sanders,** [1994-95 Transfer Binder] Fed. Sec. L. Rep. (CCH) ¶98,314 (N.D. Cal. 1994). Co-lead counsel in shareholder derivative action arising from misrepresentations by officers and directors of Advanced Micro Devices, a leading microchip manufacturer, regarding a purportedly "clean" clone of a microchip developed by Intel Corporation. The opinion by Judge Ware of the Northern District of California established two key principles for California derivative cases: (1) California's insider trading statute, Corporations Code §25502.5, applies to California based corporations incorporated in Delaware, and (2) where the board of directors is evenly divided between interested and disinterested members, a shareholder demand upon the board is futile and therefore excused. We ultimately obtained a recovery of \$2.25 million for the company.

**In re IDB Communications Group, Inc. Securities Litigation,** Master File No. CV-94-3618-RG (JGX) (Central District of California). Co-Lead Counsel in shareholder derivative action arising from misleading financial statements issued by NASDAQ-listed telecommunications company. We obtained a settlement of \$2.0 million for the company.

**In re Atchison Casting Corporation Securities Litigation,** Master File No. 01-2013-JWL (District of Kansas). Lead Counsel in a securities class action arising from the restatement of four years' of audited financial results by this Kansas-headquartered operator of 20 ferrous casting facilities, following revelation of accounting improprieties at the company's Pennsylvania Foundry Group. We obtained a settlement of \$1.8 million for the class.

**In Re Bexar County Health Facilities Development Corporation Securities Litigation,** MDL 768 (Eastern District of Pennsylvania). Co-Lead Counsel in securities class action arising from default of industrial revenue bonds issued to finance a retirement facility in San Antonio, Texas. We obtained a settlement of \$1.5 million for the class.

**Eleanor Gorse, et al. v. I.M. Simon & Co., Inc., et al.**, 121 F.R.D.135 (D. Mass 1988). Co-Lead Counsel in securities class action litigation arising from default of industrial revenue bonds issued to finance a retirement facility in South Bend, Indiana. We obtained a settlement of \$1.2 million for the class.

**Sheehan v. Little Switzerland**, 136 F. Supp. 2d 301 (D. Del 2001). Lead counsel in securities class action arising from failed merger between Little Switzerland, Inc., a duty-free retailer, and Destination Retail Holdings Corporation, a Bahamian retailer. The court upheld plaintiff's claim that the company's disclosures regarding the financing for the merger were false and misleading, and that plaintiff's allegations of wrongful intent satisfied the strict pleading standards of the Private Securities Litigation Reform Act of 1995. We obtained a recovery of \$1.05 million for the class, representing approximately 75% of estimated damages. (LSVI)

**Veterinary Centers of America Securities Litigation**, Case No. BC 178 615 (California Superior Court, Los Angeles County). Lead Counsel in shareholder derivative action arising from misrepresentations and insider trading by officers and directors of publicly traded chain of veterinary hospitals. We obtained a recovery of \$1.0 million for the company. (VCAI)

**Cirrus Logic Securities Litigation**, Master File No. C-95-3978-EAI (Northern District of California). Lead Counsel in shareholder derivative action resulting from overstated financial statements and other violations of generally accepted accounting principles by large manufacturer of multimedia products. We obtained a settlement of \$1.0 million for the company. (CRUS)

Schubert & Reed LLP has also participated as counsel in class action or derivative cases involving the following companies:

3M Corporation (MMM)	American Express Company (AXP)
aaiPharma Inc. (AAIL)	American Income Life Insurance Company
ABM Industries Incorporated (ABM)	Archer-Daniels-Midland Company (ADM)
Abbott Laboratories, Inc. (ABT)	Ariba, Inc. (ARBA)
Activision, Inc. (ATVI)	Ash Grove Cement Company (ASHG.PK)
Adaptec, Inc. (ADPT)	Aspec Technology, Inc. (ASPC)
Adobe Systems Incorporated (ADBE)	Assisted Living Concepts, Inc. (ALF)
Adelphia Communications Corporation (ADLA)	Atchison Casting Corp. (FDY)
Advanced Micro-Circuits Corporation (AMCC)	Aurora Foods, Inc. (AOR)
Advanced Micro Devices (AMD)	Bay Area Cellular Telephone Co. (BACTC)
Alcatel Alsthom (ALA)	Blockbuster Video (BBI)
Amazon.com, Inc. (AMZN)	Borders Group, Inc.
America First Financial (AFFFZ)	Boston Scientific Corporation (BSX)
America Online, Inc. (AOL)	Bre-X Corporation (BXMN)
American Bank Note Holographics, Inc. (ABH)	Broadcom Corporation (BRCM)

Brocade Communications Systems, Inc. (BRCD)  
 California Amplifier, Inc. (CAMP)  
 Callidus Software Inc. (CALD)  
 Candies, Inc. (CAND)  
 Caremark, Inc. (CMX)  
 Caremark International Inc.  
 Caribbean Cigar Co. (CIGRD, CIGRW)  
 Centennial Technologies, Inc. (CENL)  
 Chalone Wine Group Ltd.  
 Charles Allmon Trust  
 Chiron Corporation  
 Cisco Systems, Inc. (CSCO)  
 Citizen Utilities Company (CZN)  
 CNF, Inc. (CNF)  
 Complete Management, Inc. (CPMI)  
 CompuMed, Inc. (CMPD)  
 Coram Healthcare Corporation (CRH)  
 Corpro Cos. Inc. (CO)  
 Creative Technology Ltd. (CREAF)  
 Critical Path, Inc. (CPTH)  
 Cyberguard Corporation (CYBG)  
 Cylink Corporation (CYLK)  
 Del Global Technologies Corporation (DGTC)  
 Digital Equipment Corp. (DEC pa)  
 Digital Lightwave, Inc. (DIGL)  
 Ditech Communications Corp. (DITC)  
 DoubleClick, Inc. (DCLK)  
 eBay, Inc. (EBAY)  
 Electronic Arts, Inc. (ERTS)  
 Employee Solutions, Inc. (ESOL)  
 Emulex Corporation (EMLX)  
 Enron Corporation  
 Fen-Phen Diet Pill Litigation  
 Fine Host Corp. (FINE)  
 First Merchants Acceptance Corp. (FMAC)  
 First Virtual Communications, Inc. (FVC)  
 Flat Glass Antitrust Litigation  
 FLIR Systems Inc. (FLIR)  
 Ford Motor Company (F)  
 Formula One Administration, Ltd.  
 FPA Medical Management, Inc. (FPAM)  
 Frederick's of Hollywood  
 Fujitsu Computer Products of America  
 FVC.COM, Inc. (FVCC)  
 Gateway, Inc. (GTW)  
 Gencor Industries, Inc. (GCRX)  
 Genzyme Corporation (GENZ)  
 Greyhound Lines, Inc. (BUS)  
 Guidant Corporation (GDT)  
 H&R Block, Inc. (HRB)  
 Hanover Compressor Company (HC)  
 HealthSouth Corporation (HLSH)  
 Herbalife International, Inc. (HERBA)  
 Hewlett-Packard Corporation (HPQ)  
 The Home Depot, Inc. (HD)  
 Honda Motor Company (HMC)  
 HPL Technologies, Inc. (HPLA)  
 Indianapolis Motor Speedway Corp.  
 Impac Mortgage Holdings, Inc. (IMH)  
 Informix Corporation (IFMX)  
 Inso Corporation (INSO)  
 Intel Corporation (INTC)  
 Intershop Communications AG (ISHP)  
 Interspeed, Inc. (ISPD)  
 JDS Uniphase Corporation (JDSU)  
 JWP, Inc.  
 Ketema  
 Kidder Peabody & Co.  
 Kinder Morgan  
 Knoll, Inc. (KNL)  
 Koger Properties  
 Legato Systems, Inc. (LGTO)  
 Lernout & Hauspie Speech Products, N.V. (LHSP)  
 Littlefield, Adams & Company (FUNW)  
 Logitech, Inc.  
 Louisiana-Pacific Corporation (LPX)  
 Macromedia, Inc. (MACR)  
 Marsh & McLennan Companies, Inc. (MMC)  
 Martha Stewart Living Omnimedia, Inc. (MSO)  
 Maxxam, Inc. (MXM)  
 McKesson HBOC, Inc. (HBOC)  
 Medaphis Corporation (MEDA)  
 Media Vision  
 Med/Waste, Inc. (MWDSE)  
 Mercury Finance Company (MFNNQ)  
 Mercury Interactive Corporation (MERQ)  
 Micron Technology, Inc. (MU)  
 Mirant Corporation (MIR)  
 Mitek Systems, Inc. (MITK)  
 Molina Healthcare, Inc. (MOH)  
 Motorcar Parts & Accessories, Inc. (MPAA)  
 NetManage, Inc. (NETM)

Netopia, Inc. (NTPA)  
 Network Computing Devices, Inc. (NCDI)  
 Network Solutions, Inc. (NSOL)  
 New Century Financial Corporation (NCEN)  
 Networks Associates, Inc. (NETA)  
 Network Solutions, Inc.  
 North Face Inc. (TNFI)  
 Novartis AG (NVS)  
 OCA, Inc. (OCA)  
 Orbital Sciences Corporation (ORB)  
 Pacific Gateway Enterprises  
 Pacific Telephone Company  
 Palm, Inc. (PSRC)  
 PalmOne, Inc. (PLMO)  
 PennCorp Financial Group, Inc. (PFG)  
 PeopleSoft, Inc. (PSFT)  
 Peregrine Systems, Inc. (PRGN)  
 PerkinElmer, Inc. (PKI)  
 Philip Services Corporation  
 Phycor, Inc. (PHYC)  
 Presstek Inc. (PRST)  
 Protection One, Inc. (US:POIX)  
 Providian Financial Corporation (PVN)  
 Quaker State Corporation (KSF)  
 Qwest Communications International Inc. (Q)  
 Quantum Corporation (DSS)  
 Quintus Corporation (QNTS)  
 Quovadx, Inc. (QVDX)  
 Rambus, Inc. (RMBS)  
 Riverstone Networks, Inc. (RSTN)  
 Roberds, Inc. (RBDS)  
 Saf T Lok, Inc. (LOCK)  
 Safeskin Corporation (SFSK)  
 Safety-Kleen Corporation (SKLN)  
 Salomon Bros.  
 Schlotzsky's Inc. (BUNZ)  
 Seagate Technology Inc. (SEG)  
 Secure Computing Corporation (SCUR)  
 Shiva Corporation (SHVA)  
 Silicon Graphics, Inc. (SGI)  
 Silicon Image, Inc. (SIMG)  
 Silicon Storage Technology, Inc. (SSTI)  
 Sipex Corporation (SIPX)  
 Sirena Apparel Group, Inc. (SIRN)  
 SmarTalk Teleservice, Inc. (SMTK)  
 Sonus Networks, Inc. (SONS)  
 Sony Computer Entertainment America, Inc.  
 Spanlink Communications, Inc. (SPLK)  
 Spectrum Information Technologies, Inc. (SITI)  
 Sprint Spectrum L.P. (FON)  
 Star Gas Partners, L.P. (SGU)  
 Sumitomo Metal Industries, Ltd. (SMMLY)  
 Summit Technology, Inc. (SMCT)  
 SupportSoft, Inc. (SPRT)  
 Sybase, Inc. (SYBS)  
 Synchrony Softcorp (SYCR)  
 T2  
 Telebit Corporation  
 Telxon Corporation (TLXN)  
 Tenera, Inc. (TNR)  
 Terayon Communication Systems, Inc. (TERN)  
 Tibco Software, Inc. (TIBX)  
 Toys R Us, Inc. (TOY)  
 Tut Systems, Inc. (TUTS)  
 TwinLab Corporation (TWLB)  
 Unify Corporation (UNFY)  
 U.S. Trust Corporation  
 U.S. West, Inc. (USW)  
 U.S. Wireless Corporation  
 Vento Corporation  
 Verisign, Inc. (VRSN)  
 Versata, Inc. (VATA)  
 Websecure, Inc. (WEBS)  
 Worldcom, Inc. (WCOEQ)  
 Xicor, Inc.

## ATTORNEYS

**ROBERT C. SCHUBERT** received a B.S. degree from the New York State School of Industrial and Labor Relations at Cornell University in 1966, where he graduated first in his class. He received his J.D. cum laude from Harvard Law School in 1969, after which he taught law, first at the Columbia University School of Law (1969-1970), and then at Golden Gate University School of Law (Assistant Professor, 1970-1975). Since that time he has been actively engaged in the practice of law, at both the trial and appellate levels. He specializes in complex litigation, particularly securities and antitrust class actions and shareholder derivative suits. He is a member of the State and Federal bars of California (since 1974), Massachusetts (since 1972) and New York (since 1970). In addition he has been admitted pro hac vice in the following courts, among others: United States District Courts for the Eastern District of Pennsylvania, the Middle District of Florida, the Northern District of Georgia, the Southern District of Ohio, the Western District of Oklahoma, the Western District of Washington, the Western and Northern Districts of Texas, the Northern and Central Districts of Illinois, the Northern District of Alabama, the Districts of Colorado, Oregon, Delaware, Utah, Montana, Arizona and New Hampshire, the Superior Courts of Alabama, Alaska, Connecticut, Colorado and Illinois, and the Delaware Court of Chancery. He has participated in discovery proceedings throughout the United States and the United Kingdom. He is also an arbitrator, and since 1971 has arbitrated numerous disputes under the auspices of the Federal Mediation and Conciliation Service. He is the author of several published articles, and lectures on class actions at the University of California, Hastings College of Law.

**WILLEM F. JONCKHEER** received his B.A. degree from Colgate University in 1990. He was awarded his J.D. degree in 1995 from the University of San Francisco School of Law. He has been a law intern with the Pacific Stock Exchange and the U.S. Securities & Exchange Commission. Mr. Jonckheer was admitted to the State Bar of California in 1995.

**MIRANDA P. KOLBE** received her B.A. from Hamilton College in 1984. She was awarded her J.D. degree in 1999 from the University of California at Berkeley, Boalt Hall. She served as a full-time legal researcher in the Civil Division of the San Francisco Superior Court during 2000-2001. Ms. Kolbe was admitted to the State Bar of California in 2001.

**KIMBERLY A. KRLOWEC** received her B.A. degree from Pomona College in 1989. She was awarded her J.D. degree in 1992 from the University of California, Davis, School of Law, where she served as Senior Articles Editor of the U.C. Davis Law Review. Ms. Kralowec was admitted to the State Bar of California in 1992. She served as Judicial Clerk to Judge David Mannheimer of the Alaska Court of Appeals (1992-1993) and is a former partner of Severson & Werson in San Francisco (2000-2001; Associate, 1996-2000). She was Of Counsel to The Furth Firm LLP in San Francisco for six years (2001-2008). She currently serves as a member of the Board of Governors of Consumer Attorneys of California.

**DUSTIN L. SCHUBERT** received his B.A. from University of California at Berkeley in 2003. He was awarded his J.D. degree in 2007 from Vanderbilt University Law School. Mr. Schubert was admitted to the State Bar of California in 2007. Mr. Schubert previously interned with the Superior Court of California in and for the City and County of San Francisco, for the Hon. A. James Robertson II. Mr. Schubert has also interned for Bay Area Legal Aid.

# **Exhibit B**

## 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 more than forty-five years the firm has specialized in complex, multi-district 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.

From the time he started his firm in 1959, he 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 action cases 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 Cas. ¶ 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. The case was settled for a substantial sum.

*In Re Sugar Antitrust Litigation*, MDL 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 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 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 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 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 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 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 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*, 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 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 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 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 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 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***, 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***, 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 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 17 drug manufacturers and 6 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 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 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 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 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***, Case 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 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 (CRT's) 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. *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 Intel Corp. Microprocessor Antitrust Litigation***, MDL 05-1717 (JJF) USDC, 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 06-1738 (DTG)(JO), USDC, 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).

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**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."

**GIANNA C. GRUENWALD**, born Santa Ana, California, August 25, 1977, admitted to bar 2003, California, and U.S. District Court, Northern District of California. *Education*: University of California, Los Angeles (B.A. *Cum Laude*, 1999); Universidad de Complutense Madrid (1997-1998); University of California, Hastings College of the Law (J.D. 2003). *Member*: Legal Extern, Hon. Joyce L. Kennard, California Supreme Court (2003); Law Clerk, United States Department of Justice, Immigration Court, San Juan, Puerto Rico (2002).

**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.

**MATTHEW SHAFTEL**, born Anchorage, AK, May 28, 1975; admitted to bar 2004, California, and U.S. District Court, Southern District of California. *Education*: Stanford University (B.A. Political Science/Economics 1997); University of California, Hastings College of the Law (J.D. 2004). Member of the Hastings Law Journal. Trial Attorney for Federal Defenders of San Diego from 2004-2006.

**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).

**ANDREW CATTERALL**, born in Dubuque Iowa, November 4, 1969; admitted to bar 2002, California. *Education*: University of Florida (B.S. 1993), University of California Hastings College of the Law (J.D. 2002). *Member*, Hastings Constitutional Law Quarterly; The Bar Association of San Francisco; San Francisco Trial Lawyers Association.

**DANA COLLINS**, born Santa Barbara, California, June 6, 1980; admitted to bar 2006, California. Education: University of California, Santa Barbara (B.A. Cum Laude, 2002); Golden Gate University School of Law (J.D. 2006).

**ROBERT EDMONDS**, born Winona, MN December 22, 1978, admitted to bar 2006, California. Education: Loyola Marymount University (B.A. 2001); University of San Francisco School of Law (J.D. 2006).

**DAVID NATHAN-ALLEN SIMS**, born in Fayetteville, North Carolina, March 2, 1978; admitted to the bar 2006, California, and U.S. District Court, Northern and Central District of California. Education: Wake Forest University (B.A. 2000); University of San Francisco School of Law (J.D. 2006). U.S.F. Moot Court Advocate of the Year (2005).

**ANDREW M. WOODRUFF**, born Philadelphia, Pennsylvania, December 30, 1978; admitted to bar 2006, California. Education: Duke University (B.A. German, Minor Economics 2001); Humboldt Universitaet, Berlin (1999); University of California, Hastings College of the Law (J.D. 2006). Member of the Hastings International and Comparative Law Review

**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.

#### **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: Saveri & Saveri, Pleading Fraudulent Concealment In An Antitrust Price Fixing Case: Rule 9(b) v. Rule 8, 17 U.S.F.L.Rev. 631 (1983); Lisa Saveri, Implications of the Class Action Fairness Act for Antitrust Cases: From Filing Through Trial, 15 Competition: The Journal of the Antitrust and Unfair Competition Law Section of the State Bar of California 23 (2006). Professional Affiliations: State Bar of California, Antitrust and Unfair Competition Law Section, Executive Committee, Member (2005- ), Secretary (2007-2008).



The following are additional class action cases in which the firm of Saveri & Saveri actively participated as class counsel:

***In Re NASDAQ Market-Makers Antitrust Litigation***, MDL 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 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 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 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***; C-87-5491 SC, Northern District of California.

***Pastorelli Food Products, Inc. v. Pillsbury Co., et al.***, No. 87C 20233, 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 793, 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, 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***, C 94-1359, MHP, 1997 WL 602445 (N.D. Cal. 1997) United States District Court for the 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 1239. Nationwide class action on behalf of owners of delaminating Chrysler vehicles.

***Miller v. General Motors Corporation***, Case No. 98 C 7836 (N.D. Ill. 1998) 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 Saveri firm 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 (10<sup>th</sup> Cir. 1963)
4. ***State of Washington v. General Elec. Co.***, 246 F.Supp. 960 (D.C. 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 (9<sup>th</sup> 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 201, 559 F.2d 481 (9<sup>th</sup> Cir. 1977)
12. *Sun Garden Packing Co. v. International Paper Co., et al.*, C-72-52,
13. *In Re Folding Carton Antitrust Litigation*, MDL 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 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 395, 500 F.Supp. 1235 (3<sup>rd</sup> Cir. 1984)
19. *In Re Corn Derivatives Antitrust Litigation*, MDL 414, 500 F.Supp. 1235 (1980)
20. *In Re Coconut Oil Antitrust Litigation*, MDL 474
21. *Garside v. Evwerest & Jennings Intern.*, 586 F.Supp. 389 (D.C. Cal. 1984)
22. *Lorries Travel & Tours, Inc. v. SFO Airporter Inc.*, 753 F.2d 790 (9<sup>th</sup> Cir. 1985)
23. *O'Neill Meat Co. v. Elitilly 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*, 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 652
28. *In Re Insurance Antitrust Litigation*, MDL 767
29. *In Re Wirebound Boxes Antitrust Litigation*, MDL 793
30. *In Re Domestic Air Transp. Antitrust Litigation*, MDL 861, 144 F.R.D. 421 (ND Ga

1992)

31. *In Re Infant Formula Antitrust Litigation*, MDL 878
32. *Finnegan v. Campeau Corp.*, 915 F.2d 824 (2<sup>nd</sup> Cir. 1990)
33. *In Re Carbon Dioxide Industry Antitrust Litigation*, MDL 940, 155 F.R.D. 209
34. *In Re Medical X-Ray Film Antitrust Litigation*, 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*, 92-5495, NHP
37. *In Re Potash Antitrust Litigation*, MDL 981
38. *In Re Brand Name Prescription Drugs Antitrust Litigation*, MDL 997
39. *In re Citric Acid Antitrust litigation*, MDL 1092, FMS
40. *In Re NASDAQ Market-Makers Antitrust Litigation*, MDL 1023
41. *In Re Airline Ticket Commission Antitrust Litigation*, MDL 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 1075
44. *In Re California Indirect-Purchaser Plasticware Antitrust Litigation*, Civ. 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.*, Civil Case No. BC070061 (L.A. Super. Ct.)
52. *Leslie K. Bruce, et al v. Gerber Products Company, et al.*, Civil Case No 948-857 (S.F. Super Ct.)
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.*, Civil Action No. 963-598 (S.F. Superior CT.)
55. *Neve Brothers v. Potash Corporation of America, et al.*, Civil Action No. 959-767 (S.F. Super. Ct.)
56. *Gaehwiler v. Sunrise Carpet Industries Inc., et al.*, Civil Action No. 978345 (S.F. Super. Ct.)
57. *In Re Commercial Tissue Products Antitrust Litigation*, MDL 1189
58. *Sanitary Paper Cases I and II*, Judicial Council Coordination Proceedings Nos. 4019 & 4027
59. *Gaehwiler v. Aladdin Mills, Inc., et al.*, Civil Action No. 300756 ( S.F. Super. Ct.)
60. *In Re Flat Glass Antitrust Litigation*, MDL 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 1283
64. *In Re Vitamin Antitrust Litigation*, MDL 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 Sup. Ct.)
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 1211
71. *Cosmetics Cases*, J.C.C.P. No. 4056
72. *In Re Methionine Antitrust Litigation*, MDL 1311
73. *Bromine Cases*, J.C.C.P. No. 4108
74. *Fu's Garden Restaurant v. Archer-Daniels-Midland, et al.*, Civil Action No. 304471 (S.F. Super. Ct.)
75. *Thomas & Thomas Rodmakers, Inc., et al. v. Newport Adhesives and Composites, Inc., et al.*, CV 99-07796 GHK
76. *In Re Monosodium Glutamate Antitrust Litigation*, MDL 1328
77. *California Indirect Purchaser Auction House Cases*, Master Case No. 310313
78. *In Re Cigarette Antitrust Litigation*, MDL 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 1361
83. *In Re Ciprofloxacin Hydrochloride Antitrust Litigation*, MDL 1383
84. *In Re Buspirone Antitrust Litigation*, MDL 1413
85. *In Re K-Durr Prescription Drug Antitrust Litigation*, MDL 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

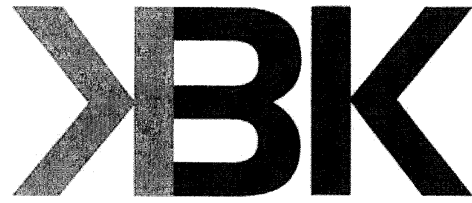
91. *Richard Villa et al. v. Crompton Corporation et al.*, Consolidated Case No. CGC-03-419116, San Francisco Superior Court
92. *Russell Reidel et al. v. Norfalco LLC et al.*, Consolidated Case No. CGC-03-418080, San Francisco Superior Court
93. *Smokeless Tobacco Cases I-IV*, J.C.C.P. Nos. 4250, 4258, 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 1566
96. *In Re Automotive Refinishing Paint Cases*, J.C.C.P. No. 4199
97. *Young et al. v. Federated Department Stores, Inc.*, Case No. C-04-3514-VRW, United States District Court for the 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.*, San Francisco Superior Court, Case No. CGC-04-431278
101. *In Re Urethane Chemicals Antitrust Litigation*, MDL 1616
102. *In Re Rubber Chemicals Antitrust Litigation*, MDL 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 1409
106. *In Re Dynamic Random Access Memory Antitrust Litigation*, MDL 1486
107. *In Re Publication Paper Antitrust Litigation*, MDL 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 International Air Transportation Surcharge Antitrust Litigation*, MDL No. 1793
112. *Carbon Black Cases*, J.C.C.P. No. 4323
113. *Madani, et al. v. Shell Oil Co., et al.*, Case No. 07-CV-04296 MJJ
114. *In re Static Random Access Memory (SRAM) Antitrust Litigation*, MDL No. 1819
115. *In re Flash Memory Antitrust Litigation*, Case No. 4:07-CV-00086 SBA
116. *In re TFT-LCD (Flat Panel) Antitrust Litigation*, MDL No. 1827
117. *In re Korean Air Lines Co., Ltd., Antitrust Litigation*, MDL No. 1891
118. *In re Fasteners Antitrust Litigation*, MDL No. 1912
119. *In re Transpacific Passenger Air Transportation Antitrust Litigation*, MDL No. 1913
120. *In re Cathode Ray Tube (CRT) Antitrust Litigation*, MDL No. 1917
121. *In re Chocolate Confectionary Antitrust Litigation*, MDL No. 1935
122. *In re Flat Glass Antitrust Litigation (II)*, MDL No. 1942
122. *In re Aftermarket Filters Antitrust Litigation*, MDL No. 1957
123. *In re Puerto Rican Cabotage Antitrust Litigation*, MDL No. 1960
124. *In re Hawaiian and Guamanian Cabotage Antitrust Litigation*, MDL No. 1972

Inc.Bio13



# **Exhibit C**



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**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). Employment class action. Final approval in 2008.

## **Brian S. Kabateck**

Brian S. Kabateck is a plaintiffs-only mass torts and class action attorney who currently represents thousands of victims of Merck's Vioxx and is lead counsel with the NAACP in suing Ameriquest, Citi, GMAC, Washington Mutual and 10 other leading financial institutions for discriminatory lending practices.

He is Managing Partner of Kabateck Brown Kellner, LLP.

Kabateck has won more than \$750 million for his clients in state and federal courts. He has brought actions against Fortune 500 companies including Google, Travelers and Eli Lilly and the first-ever cases involving stolen bank accounts and unpaid insurance claims arising from the 1915 Armenian Genocide. His class actions against New York Life and AXA were the oldest resolved cases in U.S. history. In 2006, his peers recognized Kabateck's winning track record by naming him California Lawyer of the Year/Litigation.

A nationally-recognized expert on consumer protection, Kabateck has worked with the California Legislature and California Department of Insurance to draft several laws including the Policyholder's Bill of Rights and a groundbreaking law to help Northridge Earthquake victims recover from insurance companies.

Kabateck graduated cum laude from Loyola Law School, where he was elected to the Order of the Coif, and earned his undergraduate degree from the University of Southern California. He frequently lectures at Loyola Law School, USC, the National Business Institute, United Policyholders and to other legal, business and consumer groups.

He is frequently interviewed by media outlets including the New York Times, Washington Post, Los Angeles Times, The Guardian of London and as a featured guest on CNN's "Larry King Live." He has also appeared on ABC, CBS, NBC and FOX.

In addition to litigating in numerous state and federal trial courts, Kabateck has argued appeals before the:

- California Supreme Court
- California Court of Appeal
- U.S. Ninth Circuit Court of Appeal
- Federal Circuit Court of Appeal, Washington, D.C.

Kabateck is currently a Vice President of the Consumer Attorneys of California and Past President of the Century City Bar Association. He is a past trustee of the Los Angeles County Bar Association and is a member of the American Association of Justice, Association of Trial Lawyers of America, and the American Bar Association.

## **Richard L. Kellner**

Richard Kellner heads the firm's class action and mass tort practice.

He is a nationally respected litigator, with more than 25 trials to verdict and more than 100 appeals in state and federal courts. He currently serves as lead or co-lead counsel in over 30 pending class actions.

Kellner's areas of expertise include class action litigation, complex business litigation appellate law, plaintiffs' employment and labor law, civil rights, and law partnership disputes. Kellner has obtained hundreds of millions of dollars for his clients. Among his notable successes is the class action settlement that he obtained as co-lead counsel on behalf of owners of Epson printers, valued at over \$350 million. That settlement is considered one of the largest consumer class action settlements in United States history.

Other successful class action settlements obtained by Kellner include:

- Checkmate v. Yahoo, Inc. (United States District Court, Central District California)
- Harrison, et al. v. Pacific Bay Properties, et al. (Los Angeles Superior Court)
- Ballandran v. Labor Ready (Los Angeles Superior Court)
- Hurtado v. TEG/LVI (Los Angeles Superior Court)
- Cossey v. BCI Coca Cola Bottling Co. of Los Angeles (Los Angeles Superior Court)
- Alba v. Papa John's (United States District Court, Central District of California)
- Lockette v. Ross Stores, Inc. (United States District Court, Northern District of California)

Kellner has argued before the U.S. Ninth Circuit Court of Appeals, the U.S. Second Circuit Court of Appeals, the California Supreme Court and the New York Court of Appeals. His successes include an impressive string of reversals, including:

- Johnson v. Glaxosmithkline, Inc. (2008), 166 Cal.App.4th 1497
- Homestead Ins. Co., Inc. v. Casden Co. (9th Cir. 2007), 2007 WL 1296734
- Standard Fire Ins. Co. v. Spectrum Community Assn. (2006) 141 Cal.App.4th 1117

- Parkview Villas Association, Inc. v. State Farm Fire and Casualty Co. (2005) 133 Cal.App.4th 1197
- Cordova v. 21st Century Ins. Co. (2005) 129 Cal.App.4th 89
- O'Flaherty v. Belgum (2004) 115 Cal.App.4th 1044

Kellner is a graduate of the University of Pennsylvania and Albany Law School of Union University. He is licensed to practice in California, New York, Florida and Nevada and is admitted before the United States District Court for the Central District of California, the Southern District of California, the Northern District of California, the Eastern District of California, the Southern District of New York, the Eastern District of New York, and the District of Nevada, the U.S. Second Circuit Court of Appeals, and the U.S. Ninth Circuit Court of Appeals.



# **Exhibit D**

## FOOTE, MEYERS, MIELKE, & FLOWERS, L.L.C.

Foote, Meyers, Mielke & Flowers, LLC, has a proven history of successful representation of Plaintiffs in complex civil litigation cases. The attorneys of Foote, Meyers, Mielke & Flowers, LLC, have continually demonstrated the necessary leadership, experience, proven track record of cooperative and successful work in time consuming and complex litigation in a variety of fields, including, but not limited to, products liability, antitrust, business torts, franchise violations, employment discrimination, and negligence.

The attorneys of Foote, Meyers, Mielke & Flowers, LLC, meet the criteria set forth by the Manual on Complex Litigation as being well qualified to serve as Class Counsel in this litigation. Foote, Meyers, Mielke & Flowers, LLC, and in particular attorney Robert M. Foote, has been recognized for its experience in complex civil litigation by being appointed to leadership positions by the United States Judicial Panel for Multidistrict Litigation for cases brought before the panel. Specifically serving on the Executive Committee in *In Re Insurance Brokerage Antitrust Litigation*, MDL 1663, and also serving on the Steering Committee in *In Re Managed Care Litigation*, MDL 1334.

Additionally, the attorneys of Foote, Meyers, Mielke & Flowers, LLC, have previously served as counsel for Plaintiffs in a variety of complex civil litigation cases, and bring this wealth of experience to bear. An example of the complex litigation cases in with the attorneys of Foote, Meyers, Mielke & Flowers, LLC have served include:

- In Re Sulzer Hip Prosthesis And Knee Prosthesis Liability Litigation, MDL 1401
- In Re Lupron Marketing and Sales Practices Litigation, MDL 1430
- In Re OxyContin Antitrust Litigation, MDL 1603
- In Re Neurontin Marketing and Sales Practices Litigation, MDL 1629
- In Re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation, MDL 1720
- In Re Air Cargo Shipping Service Antitrust Litigation, MDL 1775
- In Re Pharmacy Benefits Manager Antitrust Litigation, MDL 1782
- In Re Household Goods Movers Antitrust Litigation, MDL 1865
- In Re RC2 Corp. Toy Lead Paint Products Liability Litigation, MDL 1893
- In Re U.S. Foodservice, Inc., Price Litigation, MDL 1894
- United States of America ex. rel. Mark Eugene Duxbury et. al. v. Ortho Biotech Products, L.P., Docket No. 03-CV-12189-RWZ (D. Mass.)
- In Re Sears Roebuck & Co. ERISA Litigation, Docket No. 1:02-cv-08324 (N.D. Ill.)
- Barnes v. Canadian National, 04 C 1249 (N.D. Ill.)
- Lee v. Allstate, Docket No. 03 LK 127 (Ill. Cir. Ct.)
- Carter v. Allstate, Docket No. 02 L717 (Ill. Cir. Ct.)
- Whitworth et. al. v. Nationwide Mutual Insurance Co., Docket No. 00CVH-08-6980 (Oh. Ct. Com. Pl.)
- Douglas Powers and Suzan McCarthy, et. al. v. U.S. Department of Transportation, Agency, EEOC Case Nos. 210-2002-6091X

Foote, Meyers, Mielke & Flowers, LLC's involvement in these cases not only demonstrates its knowledge of the relevant law, but also demonstrates its long history of effectively and

cooperatively conducting complex litigation for then benefit of Class Plaintiffs, as well as the ability and willingness to commit to time consuming litigation.

Not only does Foote, Meyers, Mielke & Flowers, LLC possess the necessary experience and attributes to serve as Class Counsel, but Foote, Meyers, Mielke & Flowers, LLC, also brings its considerable resources for the betterment of this litigation and the Class. As demonstrated in previous cases, our firm is able and willing to make the financial commitments necessary to successfully conduct litigation of this type.

Our experience and attributes are well-suited to serving as Class Counsel for complex litigation cases. Foote, Meyers, Mielke & Flowers, LLC's commitment to employ the full resources of our firm in prosecuting this action on behalf of plaintiffs, will be a substantial aid to this litigation, and as such Foote, Meyers, Mielke & Flowers, LLC, is uniquely qualified and experienced to serve as counsel for Class Plaintiffs in civil complex litigation cases.