

1 Guido Saveri (22349)
2 R. Alexander Saveri (173102)
3 Cadio Zirpoli (179108)
4 **SAVERI & SAVERI, INC.**
5 706 Sansome Street
6 San Francisco, California 94111
7 Telephone: (415) 217-6810
8 Facsimile: (415) 217-6813

9 *Chairman of the Executive Committee*
10 *for the Direct Purchaser Plaintiffs*

11 **UNITED STATES DISTRICT COURT**
12 **NORTHERN DISTRICT OF CALIFORNIA**
13 **SAN FRANCISCO DIVISION**

14 IN RE: OPTICAL DISK DRIVE
15 ANTITRUST LITIGATION

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

16 This Document Relates to:
17 ALL DIRECT PURCHASER CLASS
18 ACTIONS

**DECLARATION OF RICHARD J.
KILSHEIMER IN SUPPORT OF
MOTION FOR ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES, AND
INCENTIVE AWARDS**

1 I, Richard J. Kilsheimer, declare and state as follows:

2 1. I am a Partner of the law firm of Kaplan Fox & Kilsheimer LLP (“Kaplan Fox”). I
3 submit this declaration in support of Direct Purchaser Plaintiffs’ (“DPPs”) joint application for an
4 award of attorneys’ fees, expenses, and incentive awards in connection with the services rendered
5 in this litigation. I make this Declaration based on my own personal knowledge, and if called as a
6 witness, I could and would competently testify to the matters stated herein.

7 2. My firm has served as counsel to plaintiffs Meijer Distribution, Inc., Ki, Inc., CMP
8 Consulting Services, Inc., and Paul Nordine and as counsel for the Direct Purchaser Class
9 (“Class”) throughout the course of this litigation. My firm’s curriculum vitae was previously
10 submitted to the Court in connection with Direct Purchaser Plaintiffs’ prior motion for an award of
11 attorneys’ fees, reimbursement of expenses and class representative incentive awards on March
12 16, 2015 (Prior Request for Attorneys’ Fees”). (Dkt. No. 1535).

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

17 4. In my earlier declaration, dated March 6, 2015 and submitted in support of the
18 Prior Request for Attorneys’ Fees, I described the many services performed by my firm at the
19 request of the Executive Committee on behalf of Direct Purchaser Plaintiffs and the Class during
20 the period from May 7, 2010 through December 31, 2014. Rather than repeating that description
21 at length here, among other things Kaplan Fox participated in drafting the Consolidated Amended
22 Complaint and the oppositions to the motions to dismiss; defended the depositions of our client
23 and of Direct Purchaser Plaintiffs’ expert, and worked with the expert in connection with his
24 opening and reply reports; prepared for and took the deposition of defendants’ expert; participated
25 in the preparation of opening and reply briefs on the motion for class certification; was involved in
26 issues relating both to plaintiffs’ and defendants’ production of discovery; and worked with the
27 Chairman and members of the Executive Committee in a coordinated fashion.

1 Since the period covered by the Prior Request for Attorney's Fees, we have been primarily
2 engaged in coordinating with the Executive Committee on strategy for the renewed class
3 certification motion, and the review and analysis of documents in support of that motion.

4 5. Attached hereto as Exhibit 1 is my firm's hours and lodestar, computed at historical
5 rates, for the period from January 1, 2015 through October 31, 2015. This period does not reflect
6 any time previously submitted to the Court in connection with the Prior Request for Attorneys'
7 Fees in this litigation. The total number of hours spent by Kaplan Fox during this period of time
8 was 27.00, with a corresponding lodestar of \$12,352.50. This summary was prepared from
9 contemporaneous, daily time records regularly prepared and maintained by my firm. The lodestar
10 amount reflected in Exhibit 1 is for work assigned by the Chairman of the Executive Committee,
11 and was performed by professional staff at my law firm for the benefit of the Class.

12 6. The hourly rates for the attorneys and professional support staff in my firm
13 included in Exhibit 1 are the usual and customary hourly rates charged by Kaplan Fox.

14 7. My firm has expended a total of \$27.30 in unreimbursed costs and expenses in
15 connection with the prosecution of this litigation from January 1, 2015 to the present. None of the
16 costs reflected in Exhibit 2 have been previously submitted to the Court for reimbursement in
17 connection with the Prior Request for Attorneys' Fees in this matter. These costs and expenses are
18 broken down in the chart attached hereto as Exhibit 2. They were incurred on behalf of the Class
19 by my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this
20 action are reflected on the books and records of my firm. These books and records are prepared
21 from expense vouchers, check records and other source materials and represent an accurate
22 recordation of the expenses incurred.

23 8. I have reviewed the time and expenses reported by my firm in this case that are
24 included in this declaration, and I affirm that they are true and accurate.

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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 12th day of November, 2015 at New York, NY.

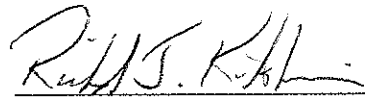

Richard J. Kilsheimer

EXHIBIT 1

EXHIBIT 2

