

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

In RE: LIQUID ALUMINUM SULFATE
ANTITRUST LITIGATION

Civil Action No. 16-md-2687 (JLL) (JAD)

**DECLARATION OF RUTHANNE GORDON
IN SUPPORT OF APPLICATION FOR
ATTORNEYS' FEES AND EXPENSES**

I, Ruthanne Gordon, declare as follows:

1. I am the Chief Administrative Officer and a Shareholder of Berger Montague PC, counsel of record for Plaintiff City and County of Denver, acting by and through its Board of Water Commissioners ("Denver Water"), and my firm is a member of the Plaintiffs' Steering Committee in the above-captioned action ("Action"). In such capacity, I am fully familiar with the facts contained herein based upon my personal knowledge concerning Berger Montague's involvement in this litigation. I submit this declaration in support of Class Counsel's application for an award of attorneys' fees, as well as for reimbursement of expenses incurred by my firm, both in connection with the Action.

2. As a member of the Plaintiffs' Steering Committee ("PSC"), my firm has had significant involvement in this Action. After this case was consolidated as a multi-district litigation in this Court, my firm was part of the team that drafted the amended consolidated complaint and that opposed Defendants' motion to dismiss the amended consolidated complaint at the direction of Lead Counsel. As the parties prepared for discovery, at the direction of Lead Counsel, we were also involved in organizing a document review strategy, organizing the collection of documents from Plaintiffs, working with an electronic discovery expert, engaging in discovery negotiations and with Defendants. We also participated in the retention of and worked with Plaintiffs' economic expert, and were involved in extensive negotiations with the Defendants over their production of data to Plaintiffs. At the request of Lead Counsel, my firm

has also been involved in efforts at resolution, including preparation for and attendance at mediation. Throughout this case, we have also participated in PSC calls and strategic planning meetings.

3. In addition, at the direction of Lead Counsel, my firm has participated in a strategic review of the Defendants' voluminous production and contributed factual and legal research memoranda and information on various topics. My firm also consulted extensively with named Plaintiff Denver Water in connection with the selection of custodians and the production of both electronic and paper files, responded to a series of follow up requests from Defendants, and reviewed documents collected from Denver Water for production purposes.

4. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff employee of my firm who was involved in the Action from April 5, 2016 through March 15, 2019 ("Time Period"), and the lodestar calculation based on my firm's current billing rates. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular rates that would be charged for their services in non-contingent matters and/or which have been accepted in other class action settlements.

6. The total number of hours expended on this Action by my firm during the Time Period is 2,310. The total lodestar for my firm for that period is \$1,325,472.00, consisting of \$1,315,784.00 for attorneys' time and \$9,688.00 for professional support staff time.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

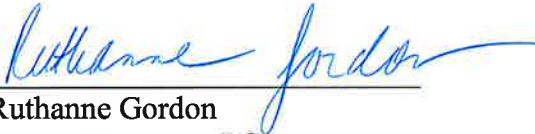
8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$10,702.03 in unreimbursed expenses in connection with the prosecution of this Action from April 5, 2016 through March 15, 2019.

9. The expenses incurred in this Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

10. With respect to the standing of my firm, attached hereto as Exhibit 3 is a brief biography of my firm and attorneys in my firm who were principally involved in this Action.

I declare under penalty of perjury that the foregoing facts are true and correct.

Executed this 19th day of March 2019, in Philadelphia, PA.



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EXHIBIT 1

In re: Liquid Aluminum Sulfate Antitrust Litigation

Case No. 2:16-md-2687

Berger Montague PC

Summary of Lodestar

TIMEKEEPER	RATE	HOURS	LODESTAR
Shareholder			
Laddie R. Montague, Jr.	\$985.00	151.2	\$148,932.00
Ruthanne Gordon	\$805.00	510.4	\$410,872.00
Candice J. Enders	\$645.00	521.7	\$336,496.50
Senior Counsel			
David A. Langer	\$620.00	12.7	\$7,874.00
Associate			
Mark R. Suter	\$400.00	152.1	\$60,840.00
Document Review Attorney			
Joseph K. Klein	\$425.00	707.5	\$300,687.50
Michael G. Kuzma	\$255.00	196.40	\$50,082.00
Paralegal			
Mark R. Stein	\$340.00	5.20	\$1,768.00
Jeffrey R. Kabacinski	\$150.00	52.80	\$7,920.00
Total:		2,310.00	\$1,325,472.00

EXHIBIT 2

In re: Liquid Aluminum Sulfate Antitrust Litigation
Case No. 2:16-md-2687

Berger Montague PC
Unreimbursed Expenses

In-House Copies	\$5,841.05
Telephone	\$387.34
Federal Express/Messenger	\$40.64
Travel	\$2,884.01
Computer Research	\$1,548.99
Total:	\$10,702.03

EXHIBIT 3

In re: Liquid Aluminum Sulfate Antitrust Litigation
Case No. 2:16-md-2687



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About Berger Montague

Berger Montague is a full-spectrum civil litigation firm. Throughout the United States, federal courts, state courts, and legal peers have recognized Berger Montague lawyers for their ability and decades of experience in handling major complex litigation in Antitrust; Commercial Litigation; Commodities & Financial Instruments; Consumer Protection; Credit Reporting and Background Checks; Defective Drugs & Medical Devices; Defective Products; Employee Benefits & ERISA; Employment & Unpaid Wages; Environment & Public Health; Government Representation; Insurance Fraud; Predatory Lending and Borrowers' Rights; Securities & Investor Protection; Technology, Privacy & Data Breach; and Whistleblowers, Qui Tam & False Claims Act matters.

History of the Firm

Berger Montague was founded in 1970 by the late David Berger to concentrate on the representation of plaintiffs in a series of antitrust class actions. David Berger helped pioneer the use of class actions in antitrust litigation and was instrumental in extending the use of the class action procedure to other litigation areas, including securities, employment discrimination, civil and human rights, and mass torts. The firm's complement of nationally recognized lawyers has represented both plaintiffs and defendants in these and other areas and has recovered billions of dollars for its clients. In complex litigation, particularly in areas of class action litigation, Berger Montague has established new law and forged the path for recovery.

The firm has been involved in a series of notable cases, some of them among the most important in the last 50 years of civil litigation. For example, the firm was one of the principal counsel for plaintiffs in the *Drexel Burnham Lambert/Michael Milken* securities and bankruptcy litigation. Claimants in these cases recovered approximately \$2 billion in the aftermath of the collapse of the junk bond market and the bankruptcy of *Drexel* in the late 1980's. The firm was also among the principal trial counsel in the *Exxon Valdez Oil Spill* litigation in Anchorage, Alaska, a trial resulting in a record jury award of \$5 billion against Exxon, later reduced by the U.S. Supreme Court to \$507.5 million. Berger Montague was lead counsel in the *School Asbestos Litigation*, in which a national class of secondary and elementary schools recovered in excess of \$200 million to defray the costs of asbestos abatement. The case was the first mass tort property damage class action certified on a national basis. Berger Montague was also lead/liaison counsel in the *Three Mile Island Litigation* arising out of a serious nuclear incident.

Additionally, in the human rights area, the firm, through its membership on the executive committee in the *Holocaust Victim Assets Litigation*, helped to achieve a \$1.25 billion settlement with the largest Swiss banks on behalf of victims of Nazi aggression whose deposits were not returned after the Second World War. The firm also played an instrumental role in bringing about a \$4.37 billion settlement with German industry and government for the use of slave and forced labor during the Holocaust.

Antitrust

In antitrust litigation, the firm has served as lead, co-lead or co-trial counsel on many of the most significant civil antitrust cases over the last 50 years, including *In re Corrugated Container Antitrust Litigation* (recovery in excess of \$366 million), the *Infant Formula* case (recovery of \$125 million), the *Brand Name Prescription Drug* price-fixing case (settlement of more than \$700 million), the *State of Connecticut Tobacco Litigation* (settlement of \$3.6 billion), the *Graphite Electrodes Antitrust Litigation* (settlement of more than \$134 million), and the *High-Fructose Corn Syrup Litigation* (\$531 million).

Berger Montague has been appointed by federal courts as lead or co-lead counsel in some of the most significant and complex antitrust cases on behalf of businesses and consumers, including:

- *In re Payment Card & Merchant Discount Litigation* (alleging that merchants have been overcharged billions of dollars per year by Visa and MasterCard due to their anticompetitive conduct);
- *In re Currency Conversion Fee Antitrust Litigation*: Berger Montague, as one of two co-lead counsel, spearheaded a class action lawsuit alleging that the major credit cards had conspired to fix prices for foreign currency conversion fees imposed on credit card transactions. After eight years of litigation, a settlement of \$336 million was approved in October 2009, with a Final Judgment entered in November 2009. Following the resolution of eleven appeals, the District Court, on October 5, 2011, directed distribution of the settlement funds to more than 10 million timely filed claimants, among the largest class of claimants in an antitrust consumer class action. A subsequent settlement with American Express increased the settlement amount to \$386 million. (MDL No. 1409 (S.D.N.Y)).
- *In re High Fructose Corn Syrup Antitrust Litigation*: Berger Montague was one of three co-lead counsel in this nationwide class action alleging a conspiracy to allocate volumes and customers and to price-fix among five producers of high fructose corn syrup. After nine years of litigation, including four appeals, the case was settled on the eve of trial for \$531 million. (MDL No. 1087, Master File No. 95-1477 (C.D. Ill.)).
- *In re Linerboard Antitrust Litigation*: Berger Montague was one of a small group of court-appointed executive committee members who led this nationwide class action against producers of linerboard. The complaint alleged that the defendants conspired to reduce production of linerboard in order to increase the price of linerboard and corrugated boxes made therefrom. At the close of discovery, the case was settled for more than \$200 million. (98 Civ. 5055 and 99-1341 (E.D. Pa.)).
- *In re Infant Formula Antitrust Litigation*: The firm served as co-lead counsel in an antitrust class action where settlement was achieved two days prior to trial, bringing the total settlement proceeds to \$125 million. (MDL No. 878 (N.D. Fla.)).
- *In re Corrugated Container Antitrust Litigation*: The firm, led by H. Laddie Montague, was co-trial counsel in an antitrust class action which yielded a settlement of \$366 million, plus interest, following trial. (MDL No. 310 (S.D. Tex.)).

- *Bogosian v. Gulf Oil Corp.*: With Berger Montague as sole lead counsel, this landmark action on behalf of a national class of more than 100,000 gasoline dealers against 13 major oil companies led to settlements of over \$35 million plus equitable relief on the eve of trial. (No. 71-1137 (E.D. Pa.)).

Judicial Praise for Berger Montague Attorneys

Berger Montague's record of successful prosecution of class actions and other complex litigation has been recognized and commended by judges and arbitrators across the country. Some remarks on the skill, efficiency, and expertise of the firm's attorneys are excerpted below.

Antitrust

From **Judge Michael M. Baylson**, of the U.S. District Court of the Eastern District of Pennsylvania:

"[C]ounsel...for direct action plaintiffs have done an outstanding job here with representing the class, and I thought your briefing was always very on point. I thought the presentation of the very contentious issues on the class action motion was very well done, it was very well briefed, it was well argued."

Transcript of the June 28, 2018 Hearing in *In re Domestic Drywall Antitrust Litigation*, No. MD-13-2437 at 11:6-11.

From **Judge Madeline Cox Arleo**, of the U.S. District Court for the District of New Jersey praising the efforts of all counsel:

"I just want to thank you for an outstanding presentation. I don't say that lightly . . . it's not lost on me at all when lawyers come very, very prepared. And really, your clients should be very proud to have such fine lawyering. I don't see lawyering like this every day in the federal courts, and I am very grateful. And I appreciate the time and the effort you put in, not only to the merits, but the respect you've shown for each other, the respect you've shown for the Court, the staff, and the time constraints. And as I tell my law clerks all the time, good lawyers don't fight, good lawyers advocate. And I really appreciate that more than I can express."

Transcript of the September 9 to 11, 2015 *Daubert* Hearing in *Castro v. Sanofi Pasteur*, No. 11-cv-07178 (D.N.J.) at 658:14-659:4.

From **Judge William H. Pauley, III**, of the U.S. District Court of the Southern District of New York:

"Class Counsel did their work on their own with enormous attention to detail and unflinching devotion to the cause. Many of the issues in this litigation . . . were unique and issues of first impression."

* * *

“Class Counsel provided extraordinarily high-quality representation. This case raised a number of unique and complex legal issues The law firms of Berger Montague and Coughlin Stoia were indefatigable. They represented the Class with a high degree of professionalism, and vigorously litigated every issue against some of the ablest lawyers in the antitrust defense bar.”

In re Currency Conversion Fee Antitrust Litigation, 263 F.R.D. 110, 129 (2009).

From **Judge Faith S. Hochberg**, of the United States District court for the District of New Jersey:

“[W]e sitting here don’t always get to see such fine lawyering, and it’s really wonderful for me both to have tough issues and smart lawyers ... I want to congratulate all of you for the really hard work you put into this, the way you presented the issues, ... On behalf of the entire federal judiciary I want to thank you for the kind of lawyering we wish everybody would do.”

In re Remeron Antitrust Litig., Civ. No. 02-2007 (Nov. 2, 2005).

From U.S. District **Judge Jan DuBois**, of the U.S. District Court of the Eastern District of Pennsylvania:

“[T]he size of the settlements in absolute terms and expressed as a percentage of total damages evidence a high level of skill by petitioners ... The Court has repeatedly stated that the lawyering in the case at every stage was superb, and does so again.”

In Re Linerboard Antitrust Litig., 2004 WL 1221350, at *5-*6 (E.D. Pa. 2004).

Attorneys Principally Involved in this Action

H. Laddie Montague Jr. - Chair *Emeritus* & Managing Shareholder

H. Laddie Montague Jr. is a member of Berger Montague’s Executive Committee, having joined the firm’s predecessor David Berger, P.A., at its inception in 1970. Mr. Montague was Firm Chair from 2003 – 2016. Mr. Montague is now Chairman *Emeritus* and a Managing Shareholder, in addition to his continuing work as Co-Chairman of the firm’s Antitrust Department.

In addition to being one of the courtroom trial counsel for plaintiffs in the mandatory punitive damage class action in the *Exxon Valdez Oil Spill Litigation*, Mr. Montague has served as lead or co-lead counsel in many class actions, including, among others, *In re Domestic Drywall Antitrust Litigation* (2018), *High Fructose Corn Syrup Antitrust Litigation* (2006), *In re Infant Formula Antitrust Litigation* (1993) and *Bogosian v. Gulf Oil Corp.* (1984), a nationwide class action against thirteen major oil companies. Mr. Montague was co-lead counsel for the State of Connecticut in its litigation against the tobacco industry. He is currently co-lead counsel in several pending class actions, including *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, (Damages Class only), M.D.L. 1720 (E.D.N.Y.). In addition to the *Exxon Valdez Oil Spill Litigation*, he has tried several complex and protracted cases to the jury, including three class actions: *In re Master Key Antitrust Litigation* (1977), *In re Corrugated Container Antitrust Litigation* (1980)

and *In re Brand Name Prescription Drugs Antitrust Litigation*, M.D.L. (1997-1998). For his work as trial counsel in the *Exxon Valdez Oil Spill Litigation*, Mr. Montague shared the Trial Lawyers for Public Justice 1995 Trial Lawyer of the Year Award.

Mr. Montague has been repeatedly singled out by *Chambers USA* as one of the top antitrust attorneys in the Commonwealth of Pennsylvania. He is lauded for his stewardship of the firm's antitrust department, referred to as "the dean of the Bar," stating that his peers in the legal profession hold him in the "highest regard," and explicitly praised for, among other things, his "fair minded[ness]." He also is or has been listed in *Lawdragon, An International Who's Who of Competition Lawyers*, and *The Legal 500: United States (Litigation)*. He has repeatedly been selected by *Philadelphia Magazine* as one of the top 100 lawyers in Pennsylvania. Mr. Montague has also been one of the only two inductees in the American Antitrust Institute's inaugural Private Antitrust Enforcement Hall of Fame.

Mr. Montague has been invited to and made a presentation at the Organization for Economic Cooperation and Development (Paris, 2006); the European Commission and International Bar Association Seminar (Brussels, 2007); the Canadian Bar Association, Competition Section (Ottawa, 2008); and the 2010 Competition Law & Policy Forum (Ontario).

Mr. Montague is a graduate of the University of Pennsylvania (B.A. 1960) and the Dickinson School of Law (L.L.B. 1963), where he was a member of the Board of Editors of the Dickinson Law Review. He is the former Chairman of the Board of Trustees of the Dickinson School of Law of Penn State University and current Chairman of the Dickinson Law Association.

Ruthanne Gordon – Chief Administrative Officer & Shareholder

Ms. Gordon is a shareholder in the Antitrust practice group at Berger Montague and the firm's Chief Administrative Officer. Ms. Gordon has served as one of the lead lawyers in antitrust class actions resulting in recoveries of many hundreds of millions of dollars for the class members she has represented.

Ms. Gordon has played a lead role in litigation involving a wide range of industries, including the credit card industry, chemical products industries, the real estate industry, the computer industry, the public utilities industry, the environmental services industry, the tobacco industry, the biotechnology industry and the healthcare industry, among others. Examples include: *In re Currency Conversion Fee Antitrust Litigation* (S.D.N.Y.) (after litigation through the close of fact and expert discovery achieved a settlement consisting of \$336 million and injunctive relief for a class of U.S. cardholders of Visa and MasterCard branded cards; over 10 million class members filed claims); *Ross v. American Express Company* (\$49.5 million settlement achieved after more than 7 years of litigation and after summary judgment was denied); *In re Domestic Drywall Antitrust Litig.* (E.D. Pa.) (\$190.7 million in settlements in a case in which class certification was granted and summary judgment was denied as to four out of five defendants); *In re TFT-LCD Antitrust Litigation* (N.D. Cal.) (settled for over \$470 million); *In re CRT Antitrust Litigation* (N.D. Cal.) (settlements totaling over \$210 million); *In re Methyl Methacrylate (MMA) Antitrust Litigation* (E.D. Pa.); *In re Puerto Rico Cabotage Antitrust Litigation* (D.P.R.); *In re Microcrystalline Cellulose Antitrust Litigation* (E.D. Pa.) (settled for \$50 million shortly before trial); *In re Compact Disc Antitrust Litigation* (C.D. Cal.) (settled shortly before trial); *State of Connecticut v. Philip Morris, Inc., et al.*, in which the State of Connecticut recovered approximately \$3.6 billion from certain manufacturers of tobacco products; and *In re Commercial Tissue Antitrust Litigation* (N.D. Fla.) (settlements valued at \$54 million achieved after summary judgment briefing).

Ms. Gordon has argued issues of first impression before the Second Circuit Court of Appeals, in *Ross v. American Express Company* (concerning standing to invoke the interlocutory appeal provision of Section 16 of the Federal Arbitration Act, in a case alleging a horizontal price-fixing conspiracy), and before the New Jersey Supreme Court, in *In re PSE&G Derivative Litigation* (concerning the standard for excusal of demand in a duty of care case).

She was counsel in *In re Louisville Explosion Litigation*, a class action case alleging property damage, which was prosecuted through a six-week trial and settled at the close of plaintiffs' case for more than one hundred percent of actual damages. In addition, she represented a class of Pennsylvania inmates in a federal civil rights class action, resulting in the establishment of a statewide treatment program for Pennsylvania inmates suffering from post-traumatic stress disorder as a result of their service in the Vietnam war.

As a member of the Antitrust Law Section of the American Bar Association, Ms. Gordon has served as a panelist at the American Bar Association's Antitrust Law Spring Meeting, where she addressed the key issues that arise in the prosecution and defense of an antitrust class action lawsuit.

Ms. Gordon has repeatedly been named as one Pennsylvania's "SuperLawyers" in the Philadelphia Magazine. She has received the highest peer-review rating, "AV® Preeminent™ 5.0 out of 5" in Martindale-Hubbell, and was selected for the inaugural edition of the Martindale-Hubbell Bar Register of Preeminent Women Lawyers™.

Candice J. Enders - Shareholder

Candice J. Enders is a shareholder in the Antitrust practice group at Berger Montague. She concentrates her practice in complex antitrust litigation.

Ms. Enders has represented plaintiffs in numerous cases involving price-fixing of commodity products. Her significant involvements include *In re Domestic Drywall Antitrust Litigation* (E.D. Pa.) (\$190.7 million in settlements in a case in which class certification was granted and summary judgment was denied as to four out of five defendants); *In re Microcrystalline Cellulose Antitrust Litigation* (E.D. Pa.) (\$50 million settlement achieved shortly before trial); *In re Methyl Methacrylate (MMA) Antitrust Litigation* (E.D. Pa.) (\$15.1 million settlement); *In re TFT LCD (Flat Panel) Antitrust Litigation* (N.D. Cal.) (over \$470 million in settlements); and *In re Cathode Ray Tube (CRT) Antitrust Litigation* (N.D. Cal.) (settlements totaling over \$210 million).

Ms. Enders was selected as a Pennsylvania Super Lawyer - Rising Star in 2013-2018, an honor conferred upon only the top 2.5% of attorneys in Pennsylvania who are 40 or younger.