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*Co-Lead Interim Class Counsel
in the Federal Action*

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

THE PEOPLE OF THE STATE OF
CALIFORNIA,

Plaintiffs,

v.

VITOL INC.; SK ENERGY AMERICAS,
INC.; SK TRADING INTERNATIONAL
CO., LTD.,

Defendants.

Case No. CGC-20-584456

**NOTICE OF MOTION AND UNOPPOSED
MOTION FOR LEAVE TO INTERVENE**

Date: February 28, 2025

Time: 10:00 A.M.

Dept. 613

Judge: Hon. Andrew Y.S. Cheng

Action Filed: May 4, 2020

1 **PLEASE TAKE NOTICE** that on February 28, 2025, at 10:00am, or as soon thereafter as
2 the matter may be heard, Girard Sharp LLP and Hausfeld LLP (“Federal Class Counsel”), counsel in
3 the parallel federal class action, *In re California Gasoline Spot Market Antitrust Litigation*, No. 20-
4 cv-03131-JSC (N.D. Cal. Sept. 29, 2021) (“Federal Action”), will move, and hereby do move, to
5 intervene in this action pursuant to Code of Civil Procedure § 387 for the limited purpose of seeking
6 a fee award from the Cartwright Act Settlement Fund (*i.e.* the monetary component of the settlement)
7 reached in *The People of the State of California v. Vitol, Inc., et al.*, Case No. CGC20584456 (S.F.
8 Superior, filed May 4, 2020), an action brought by the California Attorney General (the “AG”). This
9 motion is based on this notice, the accompanying memorandum of points and authorities, the
10 Declaration of Tae Kim (“Kim Declaration”) and all exhibits attached thereto, the papers and records
11 on file in this action, any other matters of which the Court may take judicial notice, and on such
12 additional matters as may be presented to the Court before, during, or after the hearing on this motion.
13 Federal Class Counsel’s proposed Motion for Award of Attorney Fees is attached to the Kim
14 Declaration.

15
16 Dated: December 6, 2024

/s/ Dena C. Sharp

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PROOF OF SERVICE

I hereby certify that on December 6, 2024, I electronically served the following documents by using the File & ServeXpress system and transmitting a true copy via electronic mail in accordance with California Code of Civil Procedure Section 1010.6 and California Rules of Court 2.251.

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Dena C. Sharp

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16 *Co-Lead Class Counsel (Federal Action)*

17 SUPERIOR COURT OF THE STATE OF CALIFORNIA
18 COUNTY OF SAN FRANCISCO
19 DEPARTMENT 613

20 THE PEOPLE OF THE STATE OF
CALIFORNIA,

21 Plaintiffs,

22 v.

23 VITOL INC.; SK ENERGY AMERICAS,
24 INC.; SK TRADING INTERNATIONAL
CO., LTD.,

25 Defendants.
26
27
28

Case No. CGC-20-584456

**MEMORANDUM OF POINTS AND
AUTHORITIES IN SUPPORT OF MOTION
FOR LEAVE TO INTERVENE**

1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 **I. INTRODUCTION**

3 Federal Class Counsel respectfully move for leave to intervene in *The People of the State of*
4 *California v. Vitol, Inc., et al.* under California Code of Civil Procedure § 387(d)(2). Given their
5 material contributions to developing the factual and legal support for the AG’s claims, upon which
6 the Cartwright Act Settlement Fund is based, Federal Class Counsel have a significant and immediate
7 interest in this matter that justifies their intervention and supports their request for a fee award from
8 the Cartwright Act Settlement Fund. Their intervention will not broaden the scope of the existing
9 litigation, as it is strictly limited to seeking fees for work already completed (and for which the AG
10 already plans to make a separate, non-duplicative application for an award of attorney fees and costs).
11 The fact that this Motion is unopposed by both the AG and Defendants¹ highlights the propriety of
12 the request. Further, and as described in the AG’s filings and Federal Class Counsel’s proposed
13 Motion for Attorney Fees, the AG and Federal Class Counsel have coordinated their fee requests. For
14 these reasons, Federal Class Counsel respectfully requests that the Court grant this motion, allowing
15 them to seek appropriate compensation for their efforts.

16 **II. STATEMENT OF RELEVANT FACTS**

17 **A. The State and Federal Actions**

18 The AG brought this case (“State Action”) in *parens patriae* under the Cartwright Act and
19 under the Unfair Competition Law (“UCL”). The State Action was filed on behalf of natural persons
20 residing in California who purchased gasoline at inflated prices due to Defendants Vitol Inc., SK
21 Energy Americas, Inc., and SK Trading International Co. Ltd.’s (“Defendants”) alleged
22 anticompetitive conduct.

23 The AG alleged that Defendants manipulated the gasoline market by trading gasoline products
24 at artificially high prices, inflating California’s gasoline price indices and benefitting Defendants’
25 larger contracts that were priced based on these indices. These inflated price indices ultimately drove

26 _____
27 ¹ Defendants have represented to Federal Class Counsel that they do not oppose the motion of
28 Federal Class Counsel to intervene for the limited purpose of applying for an award of attorney fees
from the settlement fund in the AG’s action.

1 up the retail gasoline prices throughout the state, harming California consumers who paid excessive
2 amounts for gasoline at the pump. The AG sought monetary damages on behalf of affected natural
3 persons residing in California, civil penalties, and injunctive relief to prevent future anticompetitive
4 practices.

5 Plaintiffs Bogard Construction, Inc., Asante Cleveland, and Ritual Coffee Roasters, Inc.
6 (“Federal Plaintiffs”) in the Federal Action alleged that Defendants² engaged in the same
7 anticompetitive behavior. Federal Plaintiffs also focused on Defendants’ manipulation of the
8 California gasoline spot market, alleging that Defendants engaged in trades designed to artificially
9 inflate gasoline prices, not because of legitimate market forces but to maximize profits from contracts
10 tied to the inflated price indices. The complaint in the Federal Action alleged this conduct directly
11 harmed consumers and businesses alike, regardless of whether they resided in California, as it led to
12 increased gasoline prices throughout the state. Federal Plaintiffs brought their antitrust claims under
13 the Cartwright Act.

14 **B. Coordinated Efforts Between State and Federal Actions**

15 Although there are distinctions between the two actions, the claims in both actions are based
16 upon the same anticompetitive conduct and its impacts on retail gasoline prices. Both actions are
17 rooted in the same factual allegations regarding Defendants’ manipulation of gasoline prices. They
18 also rely on the same body of evidence, including documents, witness testimony, and information
19 uncovered during discovery which proceeded in a coordinated fashion across both cases. And when
20 the cases were filed, both actions sought relief on behalf of California natural persons (while the
21 Federal Action also sought relief on behalf of businesses and non-California natural persons).

22 Recognizing the alignment of their claims and objectives, Federal Class Counsel and the AG
23 closely coordinated their litigation efforts since the inception of both actions. This collaboration
24 extended to discovery, legal research, and expert testimony. On September 9, 2020, Federal Class
25 Counsel and the AG entered into a formal common interest agreement, affirming their commitment

26 ² Defendants in the Federal Action include individual defendants David Niemann and Brad Lucas,
27 employees of the corporate defendants during the relevant period, alongside the corporate
28 defendants named in the State Action.

1 to maximize effectiveness and avoid unnecessary duplication of effort. (Kim Decl. ¶ 2.) Pursuant to
2 this agreement, the AG and Federal Class Counsel litigated their cases for several years, with the
3 parties' shared goal of developing the same factual and legal allegations.

4 This coordinated effort included the joint taking of twenty-three depositions of Defendants'
5 fact witnesses, with seven of these depositions involving witnesses located abroad in South Korea
6 and Singapore. (Kim Decl. ¶ 4.) Additionally, Federal Class Counsel and the AG jointly deposed 16
7 non-party witnesses. (*Ibid.*) The AG and Federal Class Counsel also jointly pursued third party
8 discovery, which involved meeting and conferring with more than thirty third parties and collecting
9 a comprehensive production of structured data and documents that supported the claims in both
10 actions. (*Ibid.*) Further, the two parties also worked closely on retaining experts and developing their
11 testimony, including from industry specialists in gasoline trading and economists who employed
12 sophisticated models and regression analysis to quantify the damages suffered by California gasoline
13 purchasers. (*Id.* ¶ 5.) In many respects, Federal Class Counsel and the AG worked as co-counsel for
14 large portions of the litigations.

15 It is undisputed that Federal Class Counsel played a significant role in advancing the State
16 Action, making substantial contributions that benefitted the natural persons represented by the AG.
17 The coordinated efforts between Federal Class Counsel and the AG culminated in the development
18 of a robust factual and expert foundation for both actions. In the Motion to Give Notice of *Parens*
19 *Patriae* Settlement filed on July 9, 2024, the AG explicitly acknowledged the material contributions
20 of Federal Class Counsel to the "fact and expert development that benefitted the natural persons
21 whose claims will be released by the Settlement." (Mot. to Give Notice at 11.)

22 C. Settlement and Related Motions

23 Following the settlement reached by the AG and Defendants on October 11, 2023, the AG
24 filed a Motion to Give Notice of *Parens Patriae* Settlement on July 9, 2024. On September 17, 2024,
25 the Court entered an Amended Order Granting Motion to Give Notice of *Parens Patriae* Settlement.
26 In the Order, the Court directed the AG to file a motion for attorney fees and costs by December 6,
27
28

2024, and motion for final approval no later than January 31, 2025. A final approval hearing is scheduled for February 28, 2025.

Federal Plaintiffs and Defendants reached a settlement in the Federal Action on May 30, 2024. Federal Plaintiffs filed a Motion for Preliminary Approval of Class Action Settlement on July 1, 2024, and the federal court granted the motion on August 23, 2024, following a hearing and supplemental briefing. Pursuant to the Joint Stipulation and Order Setting Deadlines Concerning Settlement Agreement filed on September 10, 2024, Federal Class Counsel’s attorneys’ fees is due December 6, 2024; the Motion for Final Approval is due December 18, 2024; and the Final Approval Hearing is scheduled for February 20, 2025.

III. LEGAL STANDARD

California Code of Civil Procedure § 387(d)(2) governs permissive intervention and states that “[t]he court may, upon timely application, permit a nonparty to intervene in the action or proceeding if the person has an interest in the matter in litigation, or in the success of either of the parties, or an interest against both.” Accordingly, a third party may intervene “(1) where the proposed intervenor has a direct interest, (2) intervention will not enlarge the issues in the litigation, and (3) the reasons for the intervention outweigh any opposition by the present parties.” (*Lindelli v. Town of San Anselmo* (2006) 139 Cal.App.4th 1499, 1504); (*Reliance Ins. Co. v. Superior Court* (2000) 84 Cal.App.4th 383, 386.) Section 387 “should be liberally construed in favor of intervention.” (*Lindelli*, 139 Cal. App. 4th at 1505, citing *Simpson Redwood Co. v. State of California* (1987) 196 Cal.App.3d 1192,1200.) This is because the ultimate purpose of allowing intervention is to “promote fairness by involving all parties potentially affected by a judgment.” (*Ibid.*); (see also *City and County of San Francisco v. State of California* (2005) 128 Cal.App.4th 1030, 1036); (*People v. Superior Court* (1976) 17 Cal.3d 732, 737.)

IV. ARGUMENT

Federal Class Counsel meet the standard for permissive intervention, and neither Defendants nor the AG oppose.

1 **A. Federal Class Counsel Have a Direct and Immediate Interest in the State**
2 **Action.**

3 Federal Class Counsel have a direct and immediate interest in being compensated for the
4 attorney time they spent that materially benefitted the settlement that the AG reached on behalf of the
5 California purchasers. Over three years of litigation, Federal Class Counsel worked in collaboration
6 with the AG to further the factual and expert development of the case.

7 Federal Class Counsel expended considerable time and resources coordinating with the AG
8 to develop the factual and legal framework underlying the claims. (Kim Decl. ¶ 3.) Federal Class
9 Counsel shared the burden of taking depositions of party and non-party witnesses with the AG, as
10 well as the review and collection of documents and data from parties and non-parties. (*Id.* ¶ 4.) In
11 several key discovery areas (such as foreign language document review and third-party discovery)
12 Federal Class Counsel took the lead. Federal Class Counsel also participated in hiring and working
13 with common experts for the purpose of generating expert analysis that was used to support the
14 liability and damages theories in both cases. (*Id.* ¶ 5.) The time and expense required to reach the
15 results in both cases was substantial—Federal Class Counsel have a lodestar of \$ 17,721,644.50 in
16 attorney time, all of which were borne by Federal Class Counsel for years at total risk of non-recovery
17 if the actions were not successful. (*Id.* ¶ 6.)

18 Federal Class Counsel’s direct and immediate interest is further heightened by the fact that
19 the claims prosecuted by the AG in the State Action and Federal Class Counsel in the parallel Federal
20 Action are based on the same factual and legal grounds, which the AG and Federal Class Counsel
21 developed together. Both cases substantially rely on the same evidence, including discovery,
22 documents, testimony, and expert work, all of which were generated through a coordinated litigation
23 strategy and work between the two parties. Given this shared foundation, Federal Class Counsel have
24 a vested interest in being compensated from the settlement in the State Action, as it stems from work
25 they did jointly with the AG that ultimately benefitted the settlement class in the State Action.

1 **B. Intervention by Federal Class Counsel Will Not Broaden the Scope of the Issues**
2 **in the Case.**

3 The second requirement for intervention under Section 387 is also satisfied because
4 intervention here will not broaden the scope of the issues in the case in any way. Federal Class
5 Counsel are seeking intervention for the limited purpose of pursuing a fee award from the Cartwright
6 Act Settlement Fund in the State Action. They are not introducing any new claims or legal theories;
7 instead, their request is strictly tied to recovering attorney fees for their contributions to the
8 development of the claims that have already been litigated and settled. Accordingly, intervention
9 would not expand or complicate the existing claims or require the Court to address any new legal or
10 factual issues. Furthermore, Federal Class Counsel have coordinated their fee request with the AG to
11 ensure that the overall fee request across both matters is within the prevailing standard for contingency
12 fee awards in similar cases. (*See, e.g., Vasquez v. Coast Valley Roofing, Inc.* (E.D. Cal. 2010) 266
13 F.R.D. 482, 491-92 [awarding one-third of the settlement fund in fees]); *Stuart v. Radioshack*
14 *Corp.* (N.D. Cal., Aug. 9, 2010,) 2010 WL 3155645, at *6 [awarding one-third of settlement fund and
15 noting that “[t]his is well within the range of percentages which courts have upheld as reasonable in
16 other class action lawsuits”]); (*Laffitte v. Robert Half Internat. Inc.* (2016) 1 Cal.5th 480, 487-88 [“an
17 award of one-third the common fund was in the range set by other class action lawsuits”]); (*Sephora*
18 *Wage and Hour Cases*, 2022 WL 4295613 (Cal.Super.) [applying percentage method and awarding
19 33%]); (*Valdez v. Pro Unlimited, Inc.*, 2021 WL 9099684 (Cal.Super.) [applying percentage method
20 with a lodestar cross-check and awarding 33%].)

21 **C. Federal Class Counsel’s Reasons for Intervention Outweigh Any Potential**
22 **Opposition.**

23 Federal Class Counsel’s reasons for intervention are grounded in fairness and equity. They
24 worked with the AG jointly in fact and expert development, which directly benefitted the group of
25 purchasers the AG settled on behalf of, and their intervention is solely for the purpose of applying to
26 this Court to be fairly compensated for their contributions. The AG agrees that Federal Class Counsel
27 has a direct and immediate interest in seeking attorney fees in the State Action, that the intervention
28

1 will not enlarge the issues, and they do not oppose the intervention. And notably, Defendants also
2 have no opposition to the intervention. In any event, Federal Class Counsel's substantial interest
3 would weigh in favor of intervention.

4 **V. CONCLUSION**

5 For the foregoing reasons, Federal Class Counsel request that this Court grant this Motion,
6 allowing Federal Class Counsel to intervene for the purpose of submitting their Motion for Attorneys'
7 Fees attached as **Exhibit 1** to the Kim Declaration. Federal Class Counsel will lodge a copy of that
8 Motion with the Court as soon as the Court's order granting this Motion is entered.

9
10 Dated: December 6, 2024

/s/ Dena C. Sharp

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Co-Lead Interim Class Counsel (Federal Action)

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16 *Co-Lead Interim Class Counsel*
17 *in the Federal Action*

18 **SUPERIOR COURT FOR THE STATE OF CALIFORNIA**
19 **COUNTY OF SAN FRANCISCO**

20 THE PEOPLE OF THE STATE OF
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25 VITOL INC.; SK ENERGY AMERICAS,
INC.; SK TRADING INTERNATIONAL CO.)
26 LTD.; AND DOES 1-30, INCLUSIVE,

27 Defendants.
28

) Case No. CGC-20-584456

)
) **INDEX OF DECLARATIONS AND**
) **EXHIBITS TO FEDERAL CLASS**
) **COUNSEL’S MOTION TO INTERVENE**
) **(TAB 1, EXHIBITS 1-4)**

)
) Date: February 28, 2025
) Time: 10:00 A.M.

) Dept.: 613
) Judge: Hon. Andrew Y.S. Cheng
) Action Filed: May 4, 2020

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Declaration of Tae KimTAB 1

- Exhibit 1 Federal Class Counsel’s Motion for Award of Attorney Fees to Counsel.
- Exhibit 2 Declaration of Co-Lead Counsel in support of Federal Class Counsel’s Motion for Award of Attorney Fees to Counsel.
- Exhibit 3 Compendium of Declarations of Plaintiffs’ Counsel in support of Federal Class Counsel’s Motion for Award of Attorney Fees to Counsel.
- Exhibit 4 Proposed Order Granting Federal Class Counsel’s Motion for Award of Attorney Fees to Counsel.

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Defendants.

Case No. CGC-20-584456

**DECLARATION OF TAE KIM IN SUPPORT
OF UNOPPOSED MOTION FOR LEAVE TO
INTERVENE**

Date: February 28, 2025

Time: 10:00 A.M.

Dept. 613

Judge: Hon. Andrew Y.S. Cheng

Action Filed: May 4, 2020

1 I, Tae Kim, declare as follows:

2 1. I am an attorney admitted to practice in the State of California. I make this
3 declaration based on my personal knowledge, and, if called as a witness, I could competently testify
4 as to the facts contained herein.

5 2. On September 9, 2020, Federal Class Counsel and the California Attorney General
6 (the “AG”) entered into a formal common interest agreement, affirming their commitment to
7 maximize effectiveness and avoid unnecessary duplication of effort.

8 3. Over the course of the litigation, Federal Class Counsel expended considerable time
9 and resources coordinating with the AG to develop the factual and legal framework underlying the
10 claims.

11 4. Federal Class Counsel coordinated with the AG to take 23 depositions of
12 Defendants’ fact witnesses, seven of which were of witnesses located abroad in South Korea and
13 Singapore. Federal Class Counsel also coordinated with the AG to take 16 depositions of non-party
14 witnesses. Further, the parties coordinated obtaining data and document production from over 30
15 third parties through meet-and-confers. Federal Class Counsel and the AG received and reviewed
16 more than 2.6 million documents comprised of tens of millions of pages, including foreign language
17 documents.

18 5. Federal Class Counsel and the AG worked together closely on retaining and
19 developing the testimony of economists who used various modeling and regression calculations to
20 calculate overcharge and damages California gasoline purchasers suffered. Federal Class Counsel
21 bore a portion of the time and expense associated with hiring and working with common experts for
22 the purpose of generating expert analysis that was used to support the liability and damages theories
23 in both cases.

24 6. The time required to reach the results in both cases was substantial—Federal Class
25 Counsel have a reported lodestar of \$17,721,644.50 in attorney time, all of which were borne by
26 Federal Class Counsel for years at total risk of non-recovery if the actions were not successful.

7. Attached as **Exhibit 1** is a copy of Federal Class Counsel’s proposed Motion for Attorney Fees.

8. Attached as **Exhibit 2** is a declaration of Co-Lead Interim Class Counsel in the Federal Action in support of their Motion for Attorneys' Fees.

9. Attached as **Exhibit 3** is a compendium of declarations from additional Federal Class Counsel, initially filed in the Federal Action.

10. Attached as **Exhibit 4** is a [Proposed] Order Granting Federal Class Counsel's Motion for Attorneys' Fees.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 6th of December 2024, in San Francisco, California.

/s/ Tae Kim

Tae Kim

CALIFORNIA RULE OF COURT 2.257

I hereby attest that concurrence in the filing of this document has been obtained from each of the other signatories hereto.

/s/ Dena C. Sharp

Dena C. Sharp

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/s/ Dena C. Sharp
Dena C. Sharp

EXHIBIT 1

GIRARD SHARP LLP

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**SUPERIOR COURT FOR THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO**

THE PEOPLE OF THE STATE OF
CALIFORNIA,

Plaintiff,

v.

VITOL INC.; SK ENERGY AMERICAS,
INC.; SK TRADING INTERNATIONAL
CO. LTD.; AND DOES 1-30, INCLUSIVE,

Defendants.

) Case No. CGC-20-584456

)
) **FEDERAL CLASS COUNSEL'S MOTION**
) **FOR AWARD OF ATTORNEYS' FEES**

)
) Date: February 28, 2025

) Time: 10:00 a.m.

) Dept.: 613

) Judge: Hon. Andrew Y.S. Cheng

) Action Filed: May 4, 2020

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1 **I. INTRODUCTION**

2 Court-appointed class counsel in the parallel action, styled as *In re California Gasoline Spot*
3 *Market Antitrust Litigation*, Case 20-cv-3131 (N.D. Cal.) and pending in the United States District
4 Court for the Northern District of California¹, respectfully submit this motion. Based on their material
5 contributions to the prosecution of this matter and the ultimate settlement reached by the Defendants
6 and the California Attorney General, Federal Class Counsel² seek an attorney fee award from this Court
7 of \$3,000,000, amounting to 8% of the \$37,500,000 Cartwright Act Settlement Fund.

8 Since May 2020, Federal Class Counsel and the California Attorney General (“AG”) have
9 jointly prosecuted this action and the parallel federal case against the same set of Defendants on behalf
10 of overlapping groups of consumers. Early in the litigation, Federal Class Counsel and the AG
11 recognized the importance of collaboration and efficiency, and entered into a common interest
12 agreement to coordinate efforts where appropriate and feasible. Pursuant to the agreement, the plaintiffs
13 coordinated research, discovery, and expert work, and their combined efforts culminated in the creation
14 of more than \$60 million in collective settlements.

15 Although Federal Class Counsel and the AG ultimately achieved separate settlements on behalf
16 of different groups of gasoline purchasers, the time, labor, and skill Federal Class Counsel expended
17 over the course of this four-year litigation contributed materially to the outcome in this case, as the AG
18 (in the Long Form Notice in this matter) and Defendants (in their settlement with Federal Plaintiffs)
19 have acknowledged. Courts have long recognized that under equitable principles, work performed by
20 attorneys for the common benefit of various plaintiffs may be compensated by those enjoying the
21 benefits of that work. Accordingly, Federal Class Counsel now make this request for an award of
22 \$3,000,000 (8% of the \$37,500,000 Cartwright Act Settlement Fund). That amount, combined with the
23 amount sought by the AG, result in a total request to award 33% (\$12,375,000) of the \$37,500,000
24

25
26 ¹ The federal case is *In re California Gasoline Spot Market Antitrust Litigation*, Case No. 3:20-cv-
03131-JSC (N.D. Cal.) [the “Federal Action”].

27 ² “Federal Class Counsel” refers to Girard Sharp LLP and Hausfeld LLP, who were appointed interim
28 co-lead counsel in the Federal Action, and other law firms that have performed work at their direction
in that matter. (Federal Action, Order Appointing Interim Class Counsel, Dkt. 167).

1 settlement fund—a reasonable award for a complex case of this kind, and far less than the
2 \$17,721,644.50 in attorney time that Federal Class Counsel have incurred.

3 **II. OVERVIEW OF WORK CONDUCTED BY FEDERAL CLASS COUNSEL**

4 **A. Initial Filing, Related Actions, and Consolidation**

5 Shortly after the AG initiated this litigation against Defendants, Federal Class Counsel filed the
6 first private class actions in the United States District Court for the Northern District of California
7 against Defendants for their unlawful trading activity. (Case No. 3:20-cv-03131-JSC, Dkt. 1 (N.D.
8 Cal.)) On August 7, 2020, the court appointed Girard Sharp LLP and Hausfeld LLP as Co-Lead
9 Interim Class Counsel and authorized them to assign work to other firms that had brought related
10 actions. (*Id.*, Dkt. 167.) On September 24, 2020, Class Counsel filed a Consolidated Class Action
11 Complaint. (*Id.*, Dkt. 186.) The complaint sought relief on behalf of a class that included California
12 natural persons (the beneficiaries of the AG settlement in this matter), non-California natural persons,
13 and businesses regardless of where they reside.

14 **B. Motions to Dismiss**

15 In the Federal Action, Federal Class Counsel litigated numerous motions that raised overlapping
16 issues with this litigation, including motions to dismiss for improper venue and lack of personal
17 jurisdiction³ and under Federal Rules of Civil Procedure 12(b)(6) and 12(b)(1).⁴ The Honorable
18 Jacqueline Scott Corley, who presided over the Federal Action, denied Defendants' substantive motion
19 to dismiss as to the Cartwright Act Claims and their statute of limitations challenge.⁵

20 **C. Discovery**

21 Working in close coordination with the AG, Federal Class Counsel advanced and made
22 significant contributions to the discovery efforts in the State Action over several years.

23 **1. Discovery of Defendants**

24 At the beginning of the case, Federal Class Counsel and the AG recognized the efficiencies that
25 could be gained by coordinating discovery, legal research, and expert work to the extent feasible. To
26

27 ³ (*Id.*, Dkts. 237, 294, 320, 332.)

28 ⁴ (*Id.*, Dkts. 253; 259, 273, 343.)

⁵ (*Id.*, Dkt. 281.)

1 that end, Federal Class Counsel and the AG entered a common interest agreement on September 8,
2 2020, to “maximize effectiveness and avoid unnecessary duplication of effort.” (Federal Counsel Decl.,
3 ¶ 2.) Class Counsel and the AG agreed “to work cooperatively [] to investigate, litigate and address
4 allegations that certain participants in the California oil and gas industry and markets have engaged in
5 conduct that unlawfully restrains trade and commerce and harms consumers, both within the
6 jurisdiction of the [AG] and elsewhere.” (*Ibid.*)

7 Federal Class Counsel and the AG worked hand-in-hand over the course of years to develop and
8 analyze the discovery record in this litigation. They received and reviewed more than 2.7 million
9 documents that encompassed tens of millions of pages. (*Id.*, ¶ 4.) Federal Class Counsel financed the
10 document review database and took the lead in the review process for much of the document review.
11 (*Ibid.*) Given the complexities of the trading activity in this case—trades that occur by the minute and
12 benchmark prices that fluctuate daily—the document review was intensive and substantive. (*Id.*, ¶ 5.)
13 Multiple different sets of documents (contracts, trade logs, internal documents) had to be continually
14 cross-referenced to reconstruct specific trades, the parties to those trades, and the terms of the trades.
15 (*Ibid.*) In other words, it involved much more than simply identifying “hot” documents and
16 summarizing them. (*Ibid.*) In addition, almost all of the documents produced by SKTI, and many
17 produced by SKEA, were in Korean. (*Id.*, ¶ 4.) Class Counsel was able to reduce costs by using in-
18 house document reviewers for foreign language documents, as opposed to hiring costly foreign
19 language contract attorneys. (*Ibid.*) Official certified translations were obtained only when necessary
20 (*i.e.*, documents were submitted to the Court or used in deposition).

21 As to written discovery, Federal Class Counsel propounded 27 interrogatories to all Defendants,
22 138 requests for admission to Defendants SKEA and David Niemann, and 136 requests for admission
23 to Defendants Vitol and Brad Lucas. (*Id.*, ¶ 7.)

24 **2. Third-Party Discovery**

25 A key contribution that Federal Class Counsel made to the coordinated discovery efforts
26 involved discovery of third parties. Because of the subpoena power afforded to litigants in federal court
27 under Federal Rule of Civil Procedure 45, Federal Class Counsel was able to serve subpoenas on
28 crucial third parties throughout the country. Federal Class Counsel served subpoenas on current and

1 former executives and employees of Vitol and SKEA, including individuals domiciled abroad in South
2 Korea and Singapore. (*Id.*, ¶ 6.) Federal Class Counsel served more than 50 document subpoenas on
3 non-parties and negotiated substantial document productions with recipients of non-party subpoenas
4 after extensive meet-and-confers. (*Id.*, ¶ 3) These non-parties include gasoline wholesalers and retailers
5 (such as Shell, Exxon, P66, and Tesoro), whose data and testimony was central to establishing the
6 impact of Defendants’ conduct on gasoline prices and purchasers. (*Ibid.*) Many of these subpoenas
7 required motion practice to resolve. (*Id.*, ¶ 8, 10.)

8 OPIS—the benchmark reporting agency at the center of plaintiffs’ claims—was a central third-
9 party that Federal Class Counsel pursued and obtained discovery from. Federal Class Counsel served a
10 subpoena on OPIS on November 18, 2020. (*Id.*, ¶ 8.) After months of meeting and conferring, Federal
11 Class Counsel filed a motion to compel compliance with the subpoena in the United States District
12 Court for the District of Maryland. (*Ibid.*) OPIS cross-moved to quash the subpoena, and also to
13 transfer the dispute to the court in which the Federal Action was pending. (*Ibid.*) The motion and cross-
14 motion were ultimately heard by Judge Corley. OPIS argued that the federal court lacked subject matter
15 jurisdiction to hear the dispute, and that the information sought by the subpoena (namely details about
16 the trades reported to OPIS) was protected by the reporter’s privilege under Maryland and California
17 law. (*Ibid.*) On May 31, 2022, the federal court granted the federal plaintiffs’ motion to compel and
18 directed OPIS to produce the requested materials. (*Ibid.*) OPIS then sought to certify the Court’s order
19 for an immediate appeal under 28 U.S.C. § 1292(b). (*Ibid.*) While that motion was pending, the parties
20 reached agreement on the scope of information OPIS would produce and that it would produce a
21 witness for a two-day deposition. (*Ibid.*) That information proved vital to the merits and expert work in
22 this action and the Federal Action.

23 **D. Judgment on the Pleadings**

24 In June 2020, in the Federal Action Defendants sought judgment on the pleading on causation
25 grounds, arguing that as a matter of law, plaintiffs in the Federal Action could not prove that prices paid
26 by gasoline purchasers were caused by Defendants’ trading conduct. (*Id.* ¶ 12.); (Federal Action, Dkts.
27 427, 457.) They relied on decision applying federal law that fought a lack of standing under similar
28 circumstances. (*E.g.*, *Schwab Short-Term Bond Market Fund v. Lloyds Banking Group PLC*, 22 F.4th

1 103, 109, 116–117, 125.) Defendants’ motion, if granted, would have resulted in the complete dismissal
2 of the class case and may have proved fatal to the AG’s Cartwright Act claims as well. Defendants’
3 motion presented complex and novel issues of the extent to which plaintiffs in both cases could recover
4 “umbrella damages” under their Cartwright Act claims. In opposing the motion, Federal Class Counsel
5 had to draw upon relevant federal and state law and apply them to the unique facts of this case.

6 The Court denied Defendants’ motion on August 9, 2022. (Federal Counsel Decl., ¶ 12.) In
7 doing so, the Court clarified the standard for causation under the Cartwright Act, while recognizing that
8 “calculating Defendants’ impact on the [OPIS] benchmark is no simple feat” and that “a viable
9 damages model is difficult” in this case. (*Ibid.*)

10 **E. Expert Work and Class Certification**

11 Creating viable expert models demonstrating classwide impact and damages was even more
12 challenging in this case than in many antitrust cases. The challenges included (1) identifying the
13 “pricing windows” that provided the greatest opportunity for manipulation, (2) showing how
14 Defendants’ trading of less than 2% of CARBOB volume could influence the OPIS CARBOB
15 benchmark, and (3) then demonstrating how manipulation of that benchmark would translate to
16 changes in finished gasoline prices throughout California.

17 Federal Class Counsel began the process of working with experts in 2020 to develop the
18 multiple models that would be necessary. (*Id.*, ¶ 13.) The AG had previously retained consulting
19 experts, which Federal Class Counsel retained as well, and whose work informed the work conducted
20 by the testifying experts that Federal Class Counsel later retained. (*Ibid.*) All plaintiffs’ counsel (Class
21 Counsel and the AG) worked closely and jointly with these experts to analyze the relevant data and
22 documents and develop potential models. (*Id.*, ¶ 14.) A significant part of the work performed by the
23 experts involved processing data from various sources, *i.e.* OPIS, gasoline wholesalers, and retail
24 gasoline stations. (*Id.*, ¶ 15.) These experts evaluated Defendants’ trading activity and its impact on
25 OPIS spot market prices, as well as how changes to the OPIS spot price impacted gasoline prices at
26 various levels of the distribution chain, including gasoline sold at retail to class members. Federal
27 Class Counsel worked closely with the experts to develop models that served as the backbone for
28 plaintiffs’ showing on the merits and at class certification in the Federal Action. (*Id.*, ¶ 16.)

On January 6, 2023, plaintiffs in the Federal Action moved for certification of a proposed class that included natural persons and businesses that purchased gasoline in California, regardless of whether they were California residents. (*Id.*, ¶ 18.) Each of the three expert reports submitted in connection with the class certification motion required a detailed analysis of documents produced by Defendants and third parties, as well as various industry materials. Defendants opposed the motion for class certification and moved to exclude each of Federal Plaintiffs' experts. (*Ibid.*) Class Counsel submitted a consolidated opposition to the *Daubert* motions and filed a reply brief addressing each of Defendants' class certification arguments, which included detailed reply reports from each of Plaintiffs' experts. (*Ibid.*) The class certification and *Daubert* motions were fully briefed by June 12, 2023, and argued on July 20, 2023. The class certification and *Daubert* motions raised issues that overlapped with issues the AGs would face as well, such as the sufficiency of plaintiffs' showing of the effects of Defendants' conduct on gasoline prices and the admissibility of Professor Pirrong's methodologies.

F. Settlement

While class certification briefing was underway in the federal case, Defendants and the AG announced that they had reached a settlement in this matter on behalf of all California natural persons. (*Id.*, ¶ 19.) Damages related to California natural persons represented roughly 75% of the total classwide damages. Federal Class Counsel had sought to explore settlement options with Defendants contemporaneously with the AG, but the Defendants declined to negotiate at that time with Federal Class Counsel. (*Ibid.*). Following the AG's settlement, however, negotiations with Defendants and Federal Class Counsel commenced under the supervision of mediator Hon. Layn R. Phillips (Ret.). (*Id.*, ¶ 20.) This included a mediation session that took place on October 30, 2023, followed by subsequent negotiations over the following months. (*Ibid.*) Defendants and Settlement Class Representatives reached a settlement on May 30, 2024. (*Ibid.*)

III. SUMMARY OF THE REQUESTED FEE AWARD TO FEDERAL CLASS COUNSEL

Federal Class Counsel requests an award from this Court of attorney fees in the amount of \$3,000,000 (8% of the \$37,500,000 Cartwright Act Settlement Fund). Federal Class Counsel is not seeking the payment of expenses from the settlement reached by the AG.

1 Federal Class Counsel is concurrently moving for payment of a fee award in the parallel Federal
2 Action, in the amount of 30% of the net settlement fund in that case. (*Id.*, ¶ 36.). The net settlement
3 fund there is equal to the full settlement amount in the Federal Action (\$13,930,000) minus (1) any
4 expense payments awarded by the Court, (2) service awards, and (3) amounts paid to the settlement
5 administrator. The precise amount of the net settlement fund in the Federal Action is not currently
6 known but will not exceed \$6,860,566.05, depending on the final settlement administration costs.
7 Federal Class Counsel's fee award in the Federal Action will therefore not exceed \$2,058,169.82.

8 The maximum combined fee award that Federal Class Counsel could receive between the two
9 actions, if the requests are granted in full, is \$5,058,169.82. As explained in detail below, the combined
10 fee award requested by Federal Class Counsel in the state and federal actions amounts to at most 28.5%
11 of Federal Class Counsel's lodestar, and in any event will result in the kind of "negative multiplier" on
12 Federal Class Counsel's lodestar that courts have found presumptively reasonable.

13 **IV. THE REQUESTED ATTORNEY FEE AWARD IS REASONABLE**

14 When litigation results in a common fund for the benefit of a plaintiff and others, the court may
15 award counsel their reasonable fees and expenses out of the fund. (See *Serrano v. Priest*, 20 Cal. 3d 25,
16 35 (1977).) The California Supreme Court has affirmed "the historic power of equity to permit . . . *a*
17 *party preserving or recovering a fund* for the benefit of others in addition to himself, to recover his
18 costs, including his attorneys' fees, from the fund or property itself or directly from the other parties
19 enjoying the benefit." (*Ibid.*) (emphasis added). Fee awards requested from a common fund are
20 calculated using the percentage-of-the-fund method. (See *Laffitte v. Robert Half Internat. Inc.* (2016) 1
21 Cal.5th 480, 503 [authorizing the percentage of the fund method to award attorney fees].)

22 The 8% fee award requested by Federal Class Counsel and the 33% combined fee award
23 requested in this case are both reasonable under California law.

24 **A. The Requested Attorney Fee Award to Federal Class Counsel of 8% is Reasonable**

25 **1. Federal Class Counsel Has Contributed Substantially to the Case**

26 Federal Class Counsel's attorney fee award request for 8% of the \$37,500,000 settlement fund
27 in this case is reasonable under California law. In complex class action cases, multiple firms often
28 pursue litigation arising from the same set of facts. In such instances, fee awards are appropriate for

1 those attorneys who have added independent value to the case. (See *Thayer v. Wells Fargo Bank,*
2 *N.A.* (2001) 92 Cal.App.4th 819, 841, *as modified* (Oct. 25, 2001).) “[T]here is no first-in-time rule
3 governing the award of counsel fees where multiple litigation is brought,” but duplicative efforts will
4 not be rewarded. (*Ibid.*); (See also *Ketchum v. Moses* (2001) 24 Cal.4th 1122, 1132 [noting that
5 inefficient or duplicative efforts are “not subject to compensation”].) An attorney’s work is
6 compensable when it was “reasonably necessary” and “materially contributed” to the results achieved.
7 (*In re Vitamin Cases* (Cal. Super. Ct., Apr. 12, 2004, No. 301803) 2004 WL 5137597, at *5.)

8 Here Federal Class Counsel materially contributed to prosecuting the claims of California
9 gasoline purchasers in coordination with the AG, while avoiding duplicative or unnecessary work. As
10 explained above, Federal Class Counsel played in an integral role in combatting key dispositive
11 motions, reviewing documents, taking depositions, third-party discovery, and coordinating expert
12 work—all of which added substantial value to the merits of both the federal and state cases. Federal
13 Class Counsel and the AG, for example, split document review efforts, with Federal Class Counsel
14 taking the bulk of the review of foreign language documents and paying for the document hosting
15 platform. Counsel also shared deposition responsibilities, with Federal Class Counsel and the AG each
16 taking primary responsibility for certain witnesses. Federal Class Counsel, for example, took the
17 deposition of Niemann and Lucas (Defendants’ primary traders). Federal Class Counsel also took a
18 meaningful role in third-party discovery enforcement, in part because of their ability to serve subpoenas
19 under the Federal Rules of Civil Procedure. Most prominently, Federal Class Counsel served a
20 subpoena on OPIS and litigated a related motion to compel. The data and documents obtained from
21 OPIS were central to the expert work in both this litigation and the Federal Action. Counsel also
22 coordinated their analysis of Defendants’ trading activities and sales contracts which were central to the
23 merits and experts work in both litigations. This analysis was difficult and time-intensive given the
24 thousands of trades and millions of data points at issue and spotty recordkeeping in the industry. The
25 AG and Federal Class Counsel closely coordinated their efforts pursuant to a common interest
26 agreement to avoid unnecessary duplication in this discovery and other substantive work.

27 Federal Class Counsel also obtained favorable results in briefing in the Federal Action that
28 directly implicated the claims in this action. A primary example is Federal Class Counsel’s successful

1 opposition to Defendants’ motion for judgment on the pleadings which challenged plaintiffs’ ability to
2 demonstrate causation under the California Cartwright Act.

3 Both the AG and Defendants have expressly recognized the role of Federal Class Counsel in
4 obtaining the relief provided by the Settlement. The Long Form Notice in this matter refers to the “legal
5 work performed [by Federal Class Counsel] that materially contributed to fact and expert development
6 and that benefitted the California natural persons whose claims will be released by the settlement.” And
7 in the settlement agreement in the Federal Action, Defendants state that “Settlement Class Counsel
8 performed beneficial work on behalf of all plaintiffs in both this Action and the People’s Action, and
9 provided substantial and material assistance in bringing about the resolution in the People’s Action”
10 and will file a statement to that effect in this Court. (Federal Action, Mot. for Settlement Preliminary
11 Approval, Ex. B at 2 (Dkt. 601-4).)

12 **2. A Lodestar Crosscheck Confirms the Reasonableness of Federal Class**
13 **Counsel’s Fee Request.**

14 As noted above, Federal Class Counsel is concurrently requesting an attorney fee award from
15 the settlement fund created in the Federal Action, but even so, Class Counsel’s fee award would at most
16 be 28.5% of their lodestar, and “[t]he resulting so-called negative multiplier suggests that the
17 percentage-based amount is reasonable and fair based on the time and effort expended by class
18 counsel.” (*In re Portal Software, Inc. Securities Litigation* (N.D. Cal., Nov. 26, 2007, No. C-03-5138
19 VRW) 2007 WL 4171201, at *16).⁶ Between August 7, 2020 (when Federal Class Counsel were
20 appointed in the Federal Action) and July 1, 2024 (when Federal Plaintiffs moved for preliminary
21 approval in the Federal Action), Federal Class Counsel spent 31,262.2 hours prosecuting this litigation
22 with a resulting lodestar of \$17,721,644.50. (Federal Counsel Decl., ¶ 29.) Both the number of hours
23 expended, and Federal Class Counsel’s hourly rates, are reasonable.

24
25 ⁶ In *Laffitte*, the Court also “note[d] that trial courts conducting lodestar cross-checks have generally
26 not been required to closely scrutinize each claimed attorney-hour, but instead have used information
27 on attorney time to ‘focus on the general question of whether the fee award appropriately reflects the
28 degree of time and effort expended by the attorneys.’ . . . The trial court in the present case exercised
its discretion in this manner, performing the cross-check using counsel declarations summarizing
overall time spent, rather than demanding and scrutinizing daily time sheets in which the work
performed was broken down by individual task.” (*Laffitte*, 1 Cal. 5th at 505.)

1 The number of hours Federal Class Counsel spent prosecuting this matter was reasonable. As
2 with most antitrust cases, Federal Class Counsel had to expend substantial time on motion practice
3 (motions to dismiss, jurisdictional motions, discovery motions, and motions for judgment on the
4 pleadings) and discovery. (*Id.*, ¶ 10-12.) Defendants produced tens of millions of pages of documents,
5 with third parties producing many more. (*Id.*, ¶ 4.) Federal Class Counsel took or assisted with the
6 depositions of dozens Defendant and third-party witnesses along with the AG. (*Id.*, ¶ 6.) Given the
7 complexity of the issues in this case, substantial time had to be spent reviewing and analyzing these
8 documents beyond simply flagging them as ‘hot’ or ‘cold’ and including them in a summary. (*Id.*, ¶ 5.)
9 Defendants’ trading activities, for example, had to be carefully catalogued and compared to their
10 contracts with third parties (such as Exxon) to identify potentially profitable “pricing windows” and the
11 trades that occurred within those windows. (*Ibid.*) These trading activities then needed to be paired with
12 communications between the Defendants, often in a minute-by-minute chronology. (*Ibid.*) Federal
13 Class Counsel’s litigation efforts were highly efficient, with the two lead firms in the Federal Action
14 billing over 86% of the total hours incurred by Federal Class Counsel. (*Id.*, ¶ 31.)

15 Federal Class Counsel also allocated and split work with the AG where feasible. This was
16 particularly true with respect to document review and depositions. For each deponent, for example,
17 Class Counsel and the AG worked together to identify one primary questioner, with a single deposition
18 applying to both cases. (*Id.*, ¶ 6.) Federal Class Counsel also put in place billing protocols and reviewed
19 time records to avoid unnecessary billing. The lodestar attributable to timekeepers with less than 10
20 hours were excluded, as was time spent by counsel preparing individual complaints (or conducting any
21 other work) before the Court’s order appointing interim class leadership. (*Id.*, ¶ 29.)

22 Federal Class Counsel’s hourly rates for attorneys range from \$225 to \$1,370 (with only 1% of
23 all hours at a rate above \$1,150), and from \$175 to \$380 for litigation professionals such as paralegals.
24 (*Id.*, ¶ 33.) These rates are consistent with rates approved in complex class actions in California courts.
25 (See *In re MacBook Keyboard Litigation* (N.D. Cal., May 25, 2023, No. 5:18-CV-02813-EJD) 2023
26 WL 3688452, at *15 [approving partner rates up to \$1,195, associate rates up to \$850, \$425 for contract
27 attorneys, and \$325 for paralegals]); (*Ramirez v. Trans Union, LLC* (N.D. Cal., Dec. 15, 2022, No. 12-
28 CV-00632-JSC) 2022 WL 17722395, at *9 [finding hourly rates ranging from \$1,325 to \$455 to be

“generally in line with rates prevailing in this community for similar services by lawyers of reasonably comparable skill, experience and reputation”). The hourly rates of Federal Class Counsel have been repeatedly approved by courts in the Northern District of California. (*E.g. MacBook*, 2023 WL 3688452, at *15 [approving Girard Sharp rates]); (*In re Google Play Developer Antitrust Litigation* (N.D. Cal., Jan. 11, 2024, No. 20-CV-05792-JD) 2024 WL 150585, at *3 [approving Hausfeld rates].) And to reduce costs, Federal Class Counsel assigned work to attorneys based on their experience and skill level (*e.g.* document review being assigned to more junior lawyers).

Federal Class Counsel’s total requested award (when combining the awards in this case and the Federal Action) would be at most 28.5% of their lodestar. (Federal Counsel Decl., ¶ 37.) Even if work related to periods where work was largely focused on federal case expert reports and class certification is removed (with the remaining hours largely consisting of coordinated discovery efforts with the AG), the requested fee award across both cases would still be 50% of Federal Class Counsel’s lodestar. (*Id.*, ¶ 29.) A “negative multiplier” such as this “suggests that the fee request is reasonable.” (*Smith v. Keurig Green Mountain, Inc.* (N.D. Cal., Feb. 27, 2023, No. 18-CV-06690-HSG) 2023 WL 2250264, at *10); (*In re Resistors Antitrust Litigation* (N.D. Cal., Mar. 24, 2020, No. 3:15-CV-03820-JD) 2020 WL 2791940, at *1 [same]). Applying any metric, Federal Class Counsel’s total fee request is reasonable.

B. The Total Attorney Fee Award of 33% of the Settlement Amount Collectively Requested by the AG and Federal Class Counsel is Reasonable.

The 33% of the \$37,500,000 Cartwright Act Settlement Fund that the AG and Federal Class Counsel request in total is also reasonable under California law. California courts have recognized that “fee awards in class actions average around **one-third** of the recovery” (emphasis added) (*Chavez v. Netflix, Inc.* (2008) 162 Cal.App.4th 43, 66, fn. 11.) (*See also Laffitte v. Robert Half Internat. Inc.* (2016) 1 Cal.5th 480) [approving 33% fee award].); (*Ha v. Google Inc.*, 2018 WL 1052448, at *2 (Cal.Super.)) [approving 33% fee award].); (*Longstreth v. PAQ, Inc.*, 2016 WL 7163981, at *3 (Cal.Super.)) [approving 33% fee award].); (*In re FireEye, Inc. Securities Litigation*, 2017 WL 3536993, at *5 (Cal.Super.)) [approving 33% fee award].); (*infra*, Section IV.B.6.)

To determine the reasonableness of a fee request, California courts typically consider the following factors: (1) the results obtained, (2) the novelty and difficulty of the questions involved, (3)

1 the time and labor required, (4) the experience, reputation, and ability of the attorneys who performed
2 the services, and the skill they displayed in litigation, (5) the extent to which the nature of the litigation
3 precluded other employment by the attorneys, and (6) the contingent nature of the fee award. (*See*
4 *Serrano v. Priest* (1977) 20 Cal.3d 25, 49); (*Natural Gas Anti-Trust Cases I, II, III & IV* (Cal. Super.
5 Ct., Dec. 11, 2006, No. 4221) 2006 WL 5377849, at *3.) Whether a fee award is reasonable does not
6 depend on the application of “rigid formula[s],” and each factor should be considered only “where
7 appropriate.” (*Nat. Gas Anti-Tr. Cases*, 2006 WL 5377849, at *3.)

8 The factors most relevant to the Court’s analysis are discussed in detail below.

9 **1. The Results Obtained for the Class**

10 The result achieved is a key consideration in awarding a reasonable fee. (*Hensley v.*
11 *Eckerhart* (1983) 461 U.S. 424, 436 [“most critical factor is the degree of success obtained”].) Here, the
12 \$50,000,000 Settlement—of which \$37,5000,000 is allocated to resolving the Cartwright Act claim and
13 will be distributed to California natural persons—represents a substantial return for the settlement class.
14 (See *Chavez*, 162 Cal.App.4th at 61 [“the dollar value of settlement benefits, and the absolute size of
15 the class of persons who are eligible for the benefit” are measures of a settlement’s success].) The fund
16 will deliver an immediate and certain recovery for claimants without the risk, expense, and delay
17 associated with completing expert discovery, summary judgment, trial, and appeals.

18 The results obtained here weigh heavily in favor of the reasonableness of a 33% fee.

19 **2. The Novelty and Difficulty of the Questions Involved**

20 The novelty and difficulty of the issues involved in this case support a 33% fee award. Antitrust
21 cases are notoriously complex and invariably require “development of extensive factual and economic
22 evidence” (*In re California Indirect Purchases* (Cal. Super. Ct., Oct. 22, 1998) 1998-2 Trade Cases P
23 72336, at *4), and this case was no different. The results achieved occurred against the backdrop of the
24 significant risks litigating this case entailed. As the court in the Federal Action noted in its order on
25 Defendants’ motion for judgment on the pleadings, the plaintiffs faced an uphill battle in overcoming
26 multiple causation challenges and producing models and evidence sufficient to support an umbrella
27 theory of damages. (See Order Re: Defendants’ Motion for Partial Judgment on the Pleadings (Federal
28 Action, Dkt. 482) at 6 [“calculating Defendants’ impact on the [OPIS] benchmark is no simple feat”

1 and that “a viable damages model is difficult” in this case].) Courts have rejected similar claims under
2 federal antitrust law, finding that harm to consumers was too attenuated to support standing. Plaintiffs
3 also faced the challenge of showing sustained injury when the allegedly anticompetitive trades occurred
4 on only some days during that period and the OPIS benchmark price frequently changed daily.

5 Defendants had moved for summary judgment on many potentially dispositive legal and factual
6 issues in this matter and were prepared to do so in the Federal Action as well. In a different case
7 pending in the Southern District of California, the plaintiffs had alleged that a different group of
8 defendants caused the gasoline price increases at issue in this case, and the court there granted summary
9 judgment in the defendants’ favor. (*Persian Gulf Inc. v. BP West Coast Products LLC* (S.D. Cal. 2022)
10 632 F.Supp.3d 1108, *appeal dismissed sub nom. Persian Gulf, Inc. v. Chevron U.S.A. Inc.* (9th Cir.,
11 Jan. 11, 2023, No. 22-56010) 2023 WL 566364.) And even assuming denial of Defendants’ summary
12 judgment motions, to win at trial in this case, the AG and the class would have had to
13 convince the jury that a common scheme to carry out anticompetitive trading existed between
14 Defendants, that certain trades were manipulative, and then explain the ask for damages for only some
15 of Defendants’ trades. And even after a plaintiff win on the merits, an appeal focusing on substantive
16 legal issues for which there is no clear state or federal court precedent would have likely followed.
17 Federal Class Counsel and the AG invested millions of dollars in time and expenses into this litigation
18 despite these risks. The novelty and difficulty of the questions involved in this litigation also weigh in
19 favor of the reasonableness of a 33% fee.

20 **3. The Time and Labor Required**

21 The time and effort required to achieve the Settlement also confirms the reasonableness of the
22 requested fee award. Discovery was not straightforward and involved tens of millions of pages of
23 documents and a complex cross-referencing of communications, documents, and data; dozens of
24 depositions; and the litigation of multiple key discovery motions. (Federal Counsel Decl., ¶¶ 4, 6.)
25 Federal Class Counsel also litigated several potentially dispositive motions, including a motion to
26 dismiss, motion for judgment on the pleadings, and class certification. (*Id.*, ¶ 10.) As explained above,
27 the complex, nuanced issues central to the success of this case required the investment of significant
28 time and effort. As such, over the course of the four-year litigation, Federal Class Counsel spent

1 31,262.2 hours prosecuting the case. (*Id.*, ¶ 29.); (*See In re California Indirect Purchases*, 1998-2 Trade
2 Cases P, at *4-5 [recognizing the significant time investment required to prosecute antitrust claims].)

3 Both the AG and Defendants agree that Federal Class Counsel made material contributions to
4 the outcome here. The time and effort Federal Class Counsel expended inured to the benefit of all the
5 plaintiffs in the state and federal cases and supports the requested award of 33% of the \$37.5 million
6 common fund in total, with 8% of that amount being awarded to Federal Class Counsel.

7 **4. The Experience, Reputation, Ability, and Skill Displayed by Counsel**

8 The skill, experience, reputation, and ability of the attorneys who prosecuted this case further
9 support the requested award. As explained above, Federal Class Counsel and the AG had to learn about
10 the complex trading and pricing dynamics in the gasoline industry and develop theories of Defendants'
11 trading that would dovetail with the proof required to establish classwide impact. (*Id.*, ¶¶ 5, 27.) The
12 legal issues in this case involved complex, cross-jurisdictional questions pertaining to central issues like
13 causation, injury, and damages. Defendants attempted to have the federal case thrown out multiple
14 times based on the plaintiffs' umbrella theory of impact and damages. (*Id.*, ¶¶ 10, 12.)

15 There is no doubt that Federal Class Counsel and the AG had the requisite skill and expertise to
16 combat these challenges, and the value of the settlement achieved in this case is a testament to their
17 work. (*In re California Indirect Purchases X-Ray Film Antitrust Litig.*, 1998 WL 1031494, at *8
18 (Cal.Super.) [counsel's "extensive experience in antitrust and other class actions" supported the
19 requested fee award].) Girard Sharp LLP and Hausfeld LLP both have strong track records of
20 successfully resolving complex antitrust cases (*See* Federal Action, Dkt. 167.), as does the AG. Here,
21 counsel's "history of aggressive, successful, prosecution of antitrust cases made credible their
22 commitment to pursue this action until it provided a fair result for the class." (*In re California Indirect*
23 *Purchases*, 1998 WL 1031494, at *8.) The experience, reputation, and performance of counsel also
24 weigh heavily in favor of the reasonableness of a 33% fee.

25 **5. The Contingent Nature of the Case**

26 Federal Class Counsel undertook this litigation on a fully contingent basis, assuming the risk
27 that there would be no recovery. Courts have recognized the important public interests that are served
28 by lawyers who represent clients on a contingent basis. (*See In re National Collegiate Athletic*

1 *Association Athletic Grant-in-Aid Cap Antitrust Litigation* (N.D. Cal., Dec. 6, 2017, No. 4:14-MD-
2 2541-CW) 2017 WL 6040065, at *4, *aff'd* (9th Cir. 2019) 768 Fed.Appx. 651.) A contingent fee
3 contract provides “for a larger compensation than would otherwise be reasonable” because “it involves
4 a gamble on the result[.]” (*Ketchum*, 24 Cal.4th at 1132.) A higher award in such cases “compensates
5 the lawyer not only for the legal services he renders but for the loan of those services.” (*Id.*)

6 Antitrust cases, in particularly, present “considerable risk,” but significant benefit to the public.
7 (*DRAM Antitrust Litigation*, 2013 WL 12387371 at *20.) As discussed above, Federal Class Counsel
8 and the AG faced substantial risks related to expert analysis, summary judgment, and trial. Despite
9 these risks, Federal Class Counsel devoted over 31,262.2 hours of attorney time and millions of out-of-
10 pocket expenses, without any assurance of recouping these amounts. (Federal Counsel Decl., ¶ 29.) The
11 contingent nature of the litigation weighs heavily in favor of the reasonableness of a 33% fee.

12 **6. Awards in Similar Cases**

13 Finally, the request for a fee award of 33% of the settlement fund falls within the parameters of
14 percentage fees awarded in other class action litigation in California courts, including in antitrust cases.
15 Courts entering judgment in cases where meaningful results were achieved have not hesitated to award
16 33% or a similar percentage in fees. (*See, e.g., Laffitte*, 1 Cal.5th 480) [approving 33% fee award].);
17 (*Ha*, 2018 WL 1052448, at *2) [approving 33% fee award].); (*Longstreth*, 2016 WL 7163981, at *3)
18 [approving 33% fee award].); (*In re FireEye*, 2017 WL 3536993, at *5) [approving 33% fee award].);
19 (*Sharp v. Safeway Inc.*, 2019 WL 7568200, at *2 (Cal.Super.) [approving 35% fee award].); (*Carlin v.*
20 *DairyAmerica, Inc.* (E.D. Cal. 2019) 380 F.Supp.3d 998, 1022 [approving 33% fee award].); (*In re*
21 *Heritage Bond Litigation* (C.D. Cal., June 10, 2005, No. 02-ML-1475 DT) 2005 WL 1594403, at *23)
22 [approving 33% fee award].); (*In re Lidoderm Antitrust Litigation* (N.D. Cal., Sept. 20, 2018, No. 14-
23 MD-02521-WHO) 2018 WL 4620695) [approving 33% fee award].)

24 Fee awards in similar cases weigh in favor of the reasonableness of a 33% fee.

25 **V. CONCLUSION**

26 For the foregoing reasons, Federal Class Counsel respectfully request an award from the Court
27 of attorney fees equal to 8% of the \$37,500,000 Cartwright Act settlement fund.
28

1 Dated: December 6, 2024

Respectfully submitted,

2 By: /s/ Dena C. Sharp

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24 **CALIFORNIA RULE OF COURT 2.257**

25 I hereby attest that concurrence in the filing of this document has been obtained from each of
26 the other signatories hereto.

27 By: /s/ Dena C. Sharp

28 *Dena C. Sharp*

EXHIBIT 2

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SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

THE PEOPLE OF THE STATE OF
CALIFORNIA,

Plaintiffs,

v.

VITOL INC.; SK ENERGY AMERICAS,
INC.; SK TRADING INTERNATIONAL
CO., LTD.,

Defendants.

Case No. CGC-20-584456

**DECLARATION OF DENA C. SHARP AND
CHRISTOPHER L. LEB SOCK IN SUPPORT
OF FEDERAL CLASS COUNSEL'S MOTION
FOR AN AWARD OF ATTORNEYS' FEES**

Date: February 28, 2025

Time: 10:00 A.M.

Dept. 613

Judge: Hon. Andrew Y.S. Cheng

Action Filed: May 4, 2020

1 We, Dena Sharp and Christopher Lebsock, declare as follows:

2 1. We are partners at the law firms of Girard Sharp LLP and Hausfeld LLP, respectively.
3 The court in the parallel federal class action, *In re California Gasoline Spot Market Antitrust*
4 *Litigation*, No. 20-cv-03131-JSC (N.D. Cal. Sept. 29, 2021) (“Federal Action”) appointed our firms
5 co-lead interim class counsel for Federal Plaintiffs¹ (“Federal Class Counsel”). We submit this
6 declaration in support of Federal Class Counsel’s Motion for an Award of Attorneys’ Fees, which is
7 being filed concurrently herewith, in connection with work performed for the benefit of the People in
8 *The People of the State of California v. Vitol, Inc., et al.*, Case No. CGC20584456 (S.F. Superior,
9 filed May 4, 2020) (“State Action”). We have personal knowledge of the information set forth in this
10 declaration and, if called to testify as witnesses, could testify competently thereto.

11 **I. Coordinated Efforts Between State and Federal Actions**

12 2. Early in the State and Federal Actions, the lawyers working on behalf of the
13 plaintiffs in the parallel cases—the California Attorney General (“AG”) prosecuting the State
14 Action on behalf of natural persons who reside in California, and Federal Class Counsel in the
15 Federal Action prosecuting the Federal Action on behalf of all natural persons and business
16 regardless of residence—recognized the efficiencies that could be gained by coordinating discovery,
17 legal research, and expert work to the extent feasible. To that end, Federal Class Counsel and the
18 AG entered into a common interest agreement on September 8, 2020, to “maximize effectiveness
19 and avoid unnecessary duplication of effort.” Federal Class Counsel and the AG agreed “to work
20 cooperatively [] to investigate, litigate and address allegations that certain participants in the
21 California oil and gas industry and markets have engaged in conduct that unlawfully restrains trade
22 and commerce and harms consumers, both within the jurisdiction of the [AG] and elsewhere.”

23 **A. Discovery**

24 3. Federal Class Counsel made significant contributions to the coordinated discovery

25 ¹ “Federal Plaintiffs” used herein refers to Plaintiffs Pacific Wine Distributors, Inc. (“PWDI”),
26 Fricke-Parks Press, Inc. (“Fricke- Parks”), Equality Wines LLC (“Equality Wines”), Bogard
27 Construction, Inc. (“Bogard”), Ritual Coffee Roasters, Inc. (“Ritual”), Justin Lardinois, Asante
Cleveland, and Dona Young, who filed the Consolidated Class Action Complaint in the Federal
Action.

1 efforts in the State Action over several years. Federal Class Counsel served deposition and
2 document requests (and subpoenas) on current and former executives and employees of Vitol and
3 SKEA, including individuals domiciled abroad in South Korea and Singapore. Collectively, Federal
4 Class Counsel served more than 50 document subpoenas on non-parties and negotiated substantial
5 document productions with Defendants and the recipients of non-party subpoenas, with Federal
6 Class Counsel engaging each party and non-party in often months' long meet-and-confers over the
7 selection of document custodians and crafting of search methodologies. These non-parties include
8 gasoline wholesalers and retailers (such as Shell, Exxon, P66, and Tesoro), whose data and
9 testimony was central to establishing the impact of Defendants' conduct on gasoline prices and
10 purchasers.

11 4. In coordination with the AG, Federal Class Counsel received and reviewed more
12 than 2.7 million documents comprised of tens of millions of pages, including foreign language
13 documents. Almost all of the documents produced by SKTI, and many produced by SKEA, were in
14 Korean. Federal Class Counsel paid for the document review database and coordinated review
15 efforts for the document review, including allocating batches of documents and assigning reviewers.
16 Federal Class Counsel was able to reduce costs by using in-house document reviewers for foreign
17 language documents, as opposed to hiring costly foreign language contract attorneys. Official
18 certified translations were obtained only when necessary (*i.e.*, documents were submitted to the
19 Court or used in deposition).

20 5. Given the complexity of the issues in this case—the details of spot market trading,
21 the OPIS reporting system, the gasoline distribution system, etc.—substantial time had to be spent
22 reviewing and analyzing the produced documents beyond simply flagging them as 'hot' or 'cold'
23 and including them in a summary. Defendants' trading activities, for example, had to be carefully
24 catalogued and compared to their contracts with third parties (such as Exxon) to identify potentially
25 profitable "pricing windows" and the trades that occurred within those windows. These trading
26 activities then needed to be paired with communications between the Defendants, often in a minute-
27 by-minute chronology.

1 6. Federal Class Counsel worked closely with the AG to coordinate the taking of 23
2 depositions of Defendants' fact witnesses. Among these, seven depositions involved witnesses
3 located abroad in South Korea and Singapore. Federal Class Counsel took the lead in deposing the
4 two named individual Defendants in the Federal Action, the former CEO of Defendant Vitol, and
5 several other key players whose live testimony was not guaranteed at trial given the limitations of
6 the subpoena power. Federal Class Counsel also coordinated with the AG to take 16 depositions of
7 non-party witnesses. In total, Federal Class Counsel dedicated over 230 hours on the record to
8 taking and defending depositions of fact witnesses. For each deponent, for example, Class Counsel
9 and the AG worked together to identify one primary questioner, with a single deposition applying to
10 both cases.

11 7. As to written discovery, Class Counsel propounded 27 interrogatories to all
12 Defendants, 138 requests for admission to Defendants SKEA and David Niemann, and 136 requests
13 for admission to Defendants Vitol and Brad Lucas.

14 8. One key aspect of discovery in this case involved OPIS, the pricing agency that set
15 the benchmark central to the manipulation claims, and thus a crucial non-party in the litigation.
16 Class Counsel dedicated significant effort to successfully briefing and negotiating a motion to
17 compel against OPIS. Class Counsel served a subpoena on OPIS on November 18, 2020, seeking
18 transactional data on gasoline sales in California's spot market, rack and retail level pricing, and
19 communications between OPIS and the Defendants or other relevant trading firms. OPIS responded
20 with objections and refused to provide the requested documents unless Class Counsel agreed to pay
21 substantial fees totaling \$650,000 for the data. Despite multiple meet-and-confers, OPIS remained
22 unwilling to provide the necessary documents at reasonable costs and proposed heavily redacting
23 key information from the production. In light of OPIS's position, Class Counsel narrowed their
24 requests multiple times, but OPIS refused production unless its terms were met. After meeting and
25 conferring for months, Class Counsel filed a motion to compel compliance with the subpoena in the
26 United States District Court for the District of Maryland.² OPIS cross-moved to quash the

27 ² Filed in the District of Maryland, Case No. 8:21-cv-03005-PX, Dkt. 1.

1 subpoena, and also to transfer the dispute to Judge Corley in the Northern District of California.
2 OPIS then argued that the court lacked subject matter jurisdiction to hear the dispute, and that the
3 information sought by the subpoena (namely details about the trades reported to OPIS) was
4 protected by the reporter's privilege under Maryland and California law. On May 31, 2022, the
5 court in the Federal Action granted the plaintiffs' motion to compel and directed OPIS to produce
6 the requested materials. Federal Action, Dkt. 437. OPIS then sought to certify the order for an
7 immediate appeal under 28 U.S.C. § 1292(b). Federal Action, Dkt. 462. While that motion was
8 pending, the parties reached agreement on the scope of information OPIS would produce and that it
9 would produce a witness for a two-day deposition. This process of meet-and-confers, negotiations,
10 and motion to compel briefing extended over eighteen months before Class Counsel ultimately
11 received OPIS's complete production of documents.

12 9. All of this discovery meaningfully contributed to the success of the State Action.

13 **B. Motion Practice**

14 10. Motion practice was active. Class Counsel briefed and argued various motions
15 detailed further below, including motions to dismiss for improper venue and lack of personal
16 jurisdiction;³ and under Federal Rules of Civil Procedure 12(b)(6) and 12(b)(1);⁴ a motion to
17 compel compliance with a subpoena;⁵ a motion for judgment on the pleadings;⁶ class certification;⁷
18 and motions to exclude expert opinions.⁸ Each round of briefing presented its own suite of complex
19 legal and factual issues, requiring in-depth analysis, as discussed further below.

20 11. Defendants moved to dismiss the consolidated complaint on multiple grounds,
21 including that Plaintiffs failed to plead an agreement, injury, or causation; that Plaintiffs could not
22 establish an entitlement to injunctive relief; that Plaintiff's California Unfair Competition Law and
23 unjust enrichment claims must be dismissed because there was already an adequate remedy at law;

24 _____
25 ³ Federal Action, Dkts. 237, 294, 320, 332.

26 ⁴ Federal Action, Dkts. 253; 259, 273, 343.

27 ⁵ Filed in the District of Maryland, Case No. 8:21-cv-03005-PX, Dkt. 1.

28 ⁶ Federal Action, Dkts. 427, 457.

⁷ Federal Action, Dkts. 513, 543, 577.

⁸ Federal Action, Dkts. 544, 577.

1 and that the statute of limitations had run. *See* Federal Action, Dkt. 281 (Order re: Defendants’
2 Motions to Stay and Dismiss). Defendants separately moved to stay the Federal Action under the
3 *Colorado River* doctrine, which holds that in certain circumstances a court may abstain from
4 hearing a case when there are parallel government proceedings. *Id.* Several of Defendants’
5 arguments, if accepted, would have resulted in the dismissal or staying of Plaintiffs’ claims in their
6 entirety. Class Counsel opposed both motions and the Court heard oral argument. On March 29,
7 2021, the Court largely denied Defendants’ motions. *Id.* While the Court’s order trimmed Plaintiffs’
8 federal law and UCL claims, it upheld Plaintiffs’ Cartwright Act claims and allowed the substance
9 of the action to proceed. *Id.*

10 12. Similarly, Defendants’ motion for judgment on the pleadings, filed mid-way through
11 discovery, involved a host of intricate legal arguments, particularly with respect to Plaintiffs’
12 standing to pursue their Cartwright Act and unjust enrichment claims, including a detailed analysis
13 of the availability of umbrella damages and the applicability of the Cartwright Act’s *Illinois Brick*
14 repealer provision. These issues required a deep dive into the scope of the Cartwright Act and its
15 interaction with federal law (under which several courts had dismissed umbrella damages claims).
16 The Court denied Defendants’ motion on August 9, 2022. Federal Action, Dkt. 482. In doing so, the
17 Court clarified the standard for causation under the Cartwright Act, while recognizing that
18 “calculating Defendants’ impact on the [OPIS] benchmark is no simple feat” and that “a viable
19 damages model is difficult” in this case. *Id.* at 6.

20 C. Expert Work

21 13. Expert work in both actions was complex and multifaceted. Federal Class Counsel
22 collaborated closely with the AG to retain industry consultants and experts specializing in gasoline
23 trading, as well as economists who employed various modeling techniques and regression analyses
24 to assess the damages incurred by California gasoline purchasers. Federal Class Counsel began the
25 process of working with experts in 2020 to develop the multiple models that would be necessary.
26 The AG had previously retained consulting experts, which Federal Class Counsel retained as well,
27
28

1 and whose work informed the work conducted by the testifying experts that Federal Class Counsel
2 later retained.

3 14. The experts undertook the complex task of analyzing a wide array of documents and
4 data related to multiple levels of the distribution and pricing chains for gasoline and gasoline
5 products. While Federal Class Counsel and the AG sought to coordinate their expert work wherever
6 possible, the procedural hurdle posed by class certification in the Federal Action, as well as the
7 differing case schedules and trial venues ultimately necessitated that Federal Class Counsel and the
8 AG retain and finance their own respective experts. This arrangement both adding to the overall
9 expenses incurred and also increasing the complexity of the litigation of both actions.

10 15. Expert analysis in both actions was particularly complicated due to the nature of the
11 alleged price-fixing, which involved manipulation of a benchmark price that was determined on a
12 daily basis. The fact that the allegations involve goods sold by both Defendants and their
13 competitors introduced an additional layer of complexity to an already challenging economic
14 model.

15 16. Federal Class Counsel worked with their experts and coordinated with the AG to
16 align their respective expert work. This involvement included providing input on depositions of
17 experts and ensuring that the analyses used in both actions were aligned with the legal and factual
18 issues at hand. By contributing to these efforts, Federal Class Counsel helped streamline the expert
19 work, which was critical in dealing with the complex economic models and the intricate details of
20 the alleged price-fixing scheme, and containing to the extent possible the considerable but
21 unavoidable expert expenses incurred. Federal Class Counsel's involvement in the State Action
22 played an integral role in ensuring that the expert testimony presented in both cases was
23 comprehensive, well-supported, and consistent, benefiting the overall litigation strategy in both
24 actions.

25 17. All of this expert-related work meaningfully contributed to the success of the State
26 Action.

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19. Defendants publicly disclosed the settlement reached with the AG in this action for the first time in their reply in support of their Daubert motions filed in connection with class certification briefing in the Federal Action. Given the overlap in the claims in the State action and the Federal Action—with the AG suing on behalf of natural persons, who comprised approximately 75% of the proposed litigation class in the Federal Action, which also includes claims on behalf of business entities and non-California resident natural persons—Federal Class Counsel had expressed willingness on behalf of their clients to participate in the settlement negotiations between Defendants and the AG. Defendants declined, however, and proceeded to negotiate with and then settle with the AG. Defendants then asserted, at the class certification hearing in the Federal Action in July 2023, that the AG settlement precluded a large portion of the federal class’s claims, which in turn substantially reduced the federal class’s overall damages, required a new set of expert opinions to support certification of a smaller class, and undermined the class’s showing of classwide impact, a critical component to certification of an antitrust class.

19. Defendants publicly disclosed the settlement reached with the AG in this action for the first time in their reply in support of their Daubert motions filed in connection with class certification briefing in the Federal Action. Given the overlap in the claims in the State action and the Federal Action—with the AG suing on behalf of natural persons, who comprised approximately 75% of the proposed litigation class in the Federal Action, which also includes claims on behalf of business entities and non-California resident natural persons—Federal Class Counsel had expressed willingness on behalf of their clients to participate in the settlement negotiations between Defendants and the AG. Defendants declined, however, and proceeded to negotiate with and then settle with the AG. Defendants then asserted, at the class certification hearing in the Federal Action in July 2023, that the AG settlement precluded a large portion of the federal class’s claims, which in turn substantially reduced the federal class’s overall damages, required a new set of expert opinions to support certification of a smaller class, and undermined the class’s showing of classwide impact, a critical component to certification of an antitrust class.

1 20. After the AG settlement was reached and announced, and the Court heard argument
2 on class certification, Defendants agreed to explore resolution with the Class under the supervision
3 of mediator Hon. Layn R. Phillips (Ret.). The parties attended a mediation session on October 30,
4 2023, followed by subsequent negotiations over the following months. Defendants and Class
5 Plaintiffs reached a settlement in principle in February 2024, and the parties finalized their
6 Settlement Agreement on May 30, 2024.

7 21. The Settlement Agreement was negotiated at arm's length and the negotiations were
8 hard-fought and extensive. The parties exchanged multiple rounds of proposals both directly and
9 through the mediator, and conferred directly on numerous occasions regarding the value of Class
10 Plaintiffs' claims and appropriate settlement ranges, scope of release, and the impact of the AG
11 settlement. Overall, the negotiations took place in earnest over the course of several months.

12 **III. Settlement Administration**

13 22. After a competitive bidding process that included reviewing completed requests for
14 proposals from four reputable notice and claims administration companies, Federal Class Counsel
15 selected Verita Global, LLC ("Verita") f/k/a KCC Class Action Services, LLC to administer notice
16 to the Settlement Class and the claims process in the Federal Action. Verita also serves as the
17 administrator of the AG's settlement in this action.

18 23. The notice period commenced on October 2, 2024, in both actions. The deadline for
19 filing claims, requests for exclusion, and objections is January 8, 2025, in both the State and Federal
20 Actions.

21 **IV. Request for Attorneys' Fees**

22 24. The Settlement Notice Plan, approved by Judge Corley in the Federal Action,
23 informed Settlement Class Members that Federal Class Counsel plan "to request a payment of up to
24 \$3,000,000 in attorneys' fees from a settlement in a case pending in state court that is based on the
25 same facts and cover individuals residing in California." The Settlement Notice Plan clarified that
26 Settlement Class Counsel's request for attorneys' fees in the State Action will not result in
27 duplicative payments of fees because the attorney time spent on the two cases well exceeds the

1 maximum total amount of the two anticipated requests for fees. The Long Form Notice in the State
2 Action likewise stated that Federal Class Counsel would seek a fee award of \$3,000,000 in this
3 action.

4 25. Federal Class Counsel have collectively spent thousands of hours litigating this
5 complex case since its inception over four years ago.

6 26. Throughout this litigation, Federal Class Counsel diligently worked to make sure that
7 all efforts were efficient and coordinated to minimize duplication. They acquired and analyzed,
8 along with experts, an immense amount of factual and legal information. This included detailed data
9 and other information concerning Defendants' trading and its effects. Because of the nature of the
10 industry, trades were often not reported and, when they were, information about those trades was
11 not necessarily complete. Federal Class Counsel thus had to do extensive and deep analysis of
12 documents, contracts, and trading logs to identify and interpret relevant trades, which occur by the
13 minute throughout the day. Federal Class Counsel then had to analyze how these trades related to
14 daily changes in the OPIS spot market benchmark price. Those trades then had to be compared to
15 Defendants' contracts and the relevant pricing windows under those contracts. The document
16 review and analysis in this case, therefore, involved much more than simply identifying and
17 summarizing "hot" documents. Federal Class Counsel had to become subject matter experts in the
18 gasoline trading industry by interpreting and cross-referencing large volumes of documents. Federal
19 Class Counsel then had to learn and analyze how OPIS spot market prices were used throughout the
20 industry and ultimately influenced retail gasoline prices.

21 27. As discussed above, the legal issues in this case were complex. Umbrella theories of
22 injury and damages are relatively novel in antitrust cases, and often disfavored, especially under
23 federal antitrust law. Federal Class Counsel therefore had to develop theories of liability and impact
24 that were compelling and consistent with California law for claims brought pursuant to the
25 Cartwright Act. The legal and expert work in this case was, in other words, an exercise in threading
26 the needle.

28. Litigating this case thus required highly skilled counsel capable of navigating multifaceted antitrust issues, complex civil procedure and Rule 23, and various econometric modeling exercises. To date, Federal Class Counsel have not been paid any money for their time and effort litigating this matter. Federal Class Counsel respectfully submit that their persistence, creativity, collaboration, and willingness to spend substantial sums without any guarantee of repayment added substantial value to the representation of California gasoline purchasers, and led to the hard-earned proposed Settlement now before the Court.

29. The schedule below sets forth Federal Class Counsel's total hours and lodestar, computed at historic rates, from August 7, 2020 (when Federal Class Counsel was appointed) and July 1, 2024 (when the court in the Federal Action granted preliminary approval). During that time, Federal Class Counsel spent 31,262.2 hours litigating this case, with a corresponding lodestar (at historic rates) of \$ 17,721,644.50. The schedule below was prepared from contemporaneous, daily time records prepared and maintained by Federal Class Counsel in the regular course of business, which have been audited by Co-Lead Interim Class Counsel. Time expended on the action before the appointment of lead counsel or after the Court's order granting preliminary approval have not been included in this request, and *de minimis* time billed by attorneys and staff totaling less than 10 hours in the aggregate are also not included. The attorneys and paralegals who have devoted their time to this case did so at the expense of time they would have devoted to other matters.

Firm	Hours	Lodestar
Girard Sharp LLP	13,898.40	\$7,480,062.50
Hausfeld LLP	13,080.30	\$7,843,355.00
Berman Tobacco	1,462.70	\$816,451.00
Glancy Prongay & Murray LLP	274.50	\$230,247.50
Gross & Belsky P.C.	59.00	\$49,707.50
Milberg Coleman Bryson Phillips Grossman, PLLC	147.80	\$56,343.50
Radice Law Firm	1,323.60	\$536,058.00

Firm	Hours	Lodestar
Steyer Lowenthal Boodrookas Alvarez & Smith LLP	154.20	\$105,968.00
Zelle LLP	861.70	\$603,451.50
TOTAL:	31,262.2	\$ 17,721,644.50

30. The close of fact discovery (except for trailing third party discovery) was June 30, 2022. The total lodestar through June 30, 2022, is \$11,008,710.70. This lodestar would largely reflected discovery and work on pretrial motions, but largely not include the bulk of the work on expert reports or the class certification motion, both of which were submitted on January 6, 2023.

31. While Co-Lead Interim Class Counsel allocated work to various firms and lawyers based on their experience with specific subject matters, the overall litigation efforts were highly centralized, with the two lead firms in the Federal Action billing over 86% of the total hours incurred by Federal Class Counsel.

32. The hourly rates for Federal Class Counsel's attorneys and professional support staff included in the above table are the same as the regular rates charged for their services in non-contingent matters and/or which have been accepted in other complex or class action litigation, subject to subsequent annual increases.

33. The hourly rates for attorneys ranged from \$225 to \$1,370. Hourly rates exceeding \$1,150 accounted for 293.9 hours, or less than 1% of the total hours billed. Hourly rates or litigation staff (*i.e.* paralegals, case managers, litigation assistants) ranged from \$175 to \$380.

34. Attached as **Appendix 1** is a chart showing the hours and lodestar expended by Girard Sharp LLP and attached as **Appendix 2** is a chart showing the hours and lodestar expended by Hausfeld LLP. The hours and lodestar expended by the firms that performed work at Co-Lead Interim Class Counsel's direction are included in Compendium of Class Counsel Declarations submitted concurrently with this declaration.⁹

⁹ Class Counsel is prepared to provide detailed billing records to the Court for *in camera* review if it would assist the Court in its consideration of the motion.

35. Federal Class Counsel litigated this case on an entirely contingent basis, and to date, Federal Class Counsel have not been paid any money for their time and effort spent in either action.

36. Federal Class Counsel is concurrently moving for payment of a fee award in the parallel Federal Action, in the amount of 30% of the net settlement fund in that case. The net settlement fund there is equal to the full settlement amount in the Federal Action (\$13,930,000) minus (1) any expense payments awarded by the Court, (2) service awards, and (3) amounts paid to the settlement administrator. The precise amount of the net settlement fund in the Federal Action is not currently known but will not exceed \$6,860,566.05, depending on the final settlement administration costs. Federal Class Counsel's fee award in the Federal Action will therefore not exceed \$2,058,169.82.

37. The maximum combined fee award that Federal Class Counsel could receive between the two actions, if the requests are granted in full, is \$5,058,169.82. That amount is 28.5% of Federal Class Counsel's lodestar.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 6th of December 2024, in San Francisco, California.

/s/ Dena C. Sharp

/s/ Christopher L. Lebsack

CALIFORNIA RULE OF COURT 2.257

I hereby attest that concurrence in the filing of this document has been obtained from each of the other signatories hereto.

/s/ Dena C. Sharp

Dena C. Sharp

Appendix 1: Hours and Lodestar for Girard Sharp LLP

Timekeeper	Title	Hours	Lodestar
Attar, Natalie	Paralegal	52.80	\$15,360.00
Bock, Mikaela	Associate	2,050.60	\$945,300.00
Byun, Shinhong	Associate (Document Review)	704.9	\$299,582.50
Collur, Samhita	Associate	45.60	\$23,940.00
Cook, Jessica	Associate	15.80	\$3,710.00
Elias, Jordan	Partner	56.60	\$41,945.00
Garcia, Erika	Associate (Document Review)	3,479.20	\$1,575,147.50
Girard, Daniel	Partner	26.50	\$29,722.50
Grille, Simon	Partner	125.50	\$74,195.00
Grzenczyk, Scott	Partner	807.50	\$646,525.00
Kalonia, Maya	Associate	114.50	\$28,625.00
Kearnan, Molly	Paralegal	10.00	\$2,250.00
Lee, Jeonghoo	Associate (Document Review)	1,017.00	\$493,225.00
Macey, Kimberly	Associate	759.20	\$325,082.50
Montoya, Marie	Litigation Asst.	39.60	\$8,745.00
Park, Rachel	Paralegal	42.70	\$10,625.00
Polk, Adam	Partner	337.30	\$213,345.00
Quackenbush, Kyle	Associate	2,313.90	\$1,360,470.00
Sharp, Dena	Partner	1,200.90	\$1,099,385.00
Tan, Trevor	Associate	484.30	\$266,197.50
von Goetz, Anne-Michele	Litigation Asst.	46.80	\$9,910.00
Waid, Leah	Paralegal	27.10	\$6,775.00
	TOTAL:	13,898.40	\$7,480,062.50

DECLARATION OF DENA C. SHARP AND CHRISTOPHER L. LEB SOCK IN SUPPORT OF FEDERAL CLASS
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES

Appendix 2: Hours and Lodestar for Hausfeld LLP

Timekeeper	Title	Hours	Lodestar
Bates, Kyle	Partner	521.70	\$312,055.00
Derksen, Samantha	Associate	2,093.50	\$1,174,792.00
Kim, Hwajeong	Associate (Document Review)	691.10	\$310,995.00
Kim, Tae	Associate	2,182.60	\$1,052,902.00
Lebsock, Christopher L.	Partner	1,320.60	\$1,266,617.50
Lehmann, Michael P.	Partner	864.40	\$1,035,992.00
Loughran, Thomas	Paralegal	46.60	\$16,310.00
Oborina, Darya	Paralegal	29.70	\$8,910.00
Oliver, Jim	Staff Attorney	3,013.90	\$1,346,853.00
Patel, Krishna	Paralegal	139.00	\$46,200.00
Robinson, Elliot	Paralegal	50.50	\$15,537.50
Shimizu, Season	Paralegal	119.90	\$40,512.50
Stein, Samantha	Partner	2,006.80	\$1,215,678.50
	TOTAL:	13,080.30	\$7,843,355.00

EXHIBIT 3

[Submitting Counsel on Signature Page]

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE CALIFORNIA GASOLINE SPOT
MARKET ANTITRUST LITIGATION

CASE NO. 3:20-cv-03131-JSC

**COMPENDIUM OF CLASS COUNSEL
DECLARATIONS**

1 In connection with Class Counsel's Motion for an Award of Attorneys' Fees, Expenses,
2 and Service Awards, each class counsel firm has submitted a declaration in support of the
3 motion. In addition to the Joint Declaration of Co-Lead Counsel submitted in connection with
4 today's filings, individual firm declarations are attached as exhibits hereto as follows:

- 5 A. Berman Tabacco;
- 6 B. Glancy Prongay & Murray, LLP;
- 7 C. Gross & Belsky P.C.;
- 8 D. Milberg Coleman Bryson Phillips Grossman, PLLC;
- 9 E. Radice Law Firm, P.C.;
- 10 F. Steyer Lowenthal Boodrookas Alvarez & Smith LLP;
- 11 G. Zelle LLP.

12 DATED: December 6, 2024

Respectfully submitted,

13
14 By: /s/ Dena C. Sharp

15 Dena C. Sharp (SBN 245869)
16 Scott Grzenczyk (SBN 279309)
17 Kyle P. Quackenbush (SBN 322401)
18 Mikaela M. Bock (SBN 335089)
19 **GIRARD SHARP LLP**
20 601 California Street, Suite 1400
21 San Francisco, CA 94108
22 Tel: (415) 981-4800
23 Fax: (415) 981-4846
24 dsharp@girardsharp.com
25 scottg@girardsharp.com
26 kquackenbush@girardsharp.com
27 mbock@girardsharp.com

24 By: /s/ Christopher L. Lebsock

25 Michael P. Lehmann (SBN 77152)
26 Christopher L. Lebsock (SBN 184546)
27 Kyle G. Bates (SBN 299114)
28 Tae Kim (SBN 331362)
Samantha Derksen (*pro hac vice*)
HAUSFELD LLP
600 Montgomery Street, Suite 3200

San Francisco, CA 94111
Telephone: (415) 633-1908
Facsimile: (415) 358-4980
mlehmann@hausfeld.com
clebsock@hausfeld.com
kbates@hausfeld.com
tkim@hausfeld.com
sderksen@hausfeld.com

Co-Lead Settlement Class Counsel

ATTESTATION

I, Dena C. Sharp, am the ECF User whose identification and password are being used to file this Compendium of Class Counsel Declarations. Pursuant to Civil L.R. 5-1(i)(3), I attest under penalty of perjury that concurrence in this filing has been obtained from all counsel.

DATED: December 6, 2024

/s/ Dena C. Sharp

Dena C. Sharp

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/s/ Dena C. Sharp

EXHIBIT A

1 Joseph J. Tabacco, Jr. (SBN 75484)
2 Todd A. Seaver (SBN 271067)
3 **BERMAN TABACCO**
4 425 California Street, Suite 2300
5 San Francisco, CA 94104
6 Telephone: (415) 433-3200
7 Facsimile: (415) 433-6382
8 Email: jtabacco@bermantabacco.com
9 tseaver@bermantabacco.com

10 *Attorneys for Plaintiff Bogard Construction, Inc.*

11
12 **UNITED STATES DISTRICT COURT**
13 **NORTHERN DISTRICT OF CALIFORNIA**
14

15 IN RE CALIFORNIA GASOLINE SPOT
16 MARKET ANTITRUST LITIGATION

CASE NO. 3:20-cv-03131-JSC

17 **DECLARATION OF JOSEPH J.**
18 **TABACCO IN SUPPORT OF CLASS**
19 **COUNSEL'S MOTION FOR ATTORNEYS'**
20 **FEES, EXPENSES, AND SERVICE**
21 **AWARDS**
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1 I, Joseph J. Tabacco, hereby declare:

2 1. I am an attorney at Berman Tabacco, counsel for Bogard Construction Company
3 (“Bogard”). This declaration is submitted in support of Class Counsel’s Motion for Attorneys’ Fees,
4 Expenses, and Service Awards. As the primary attorney at Berman Tabacco who was responsible for
5 the firm’s work in this matter, I have personal knowledge of the facts below and, if called upon to do
6 so, could and would testify competently thereto.

7 2. Berman Tabacco is an experienced class action, antitrust, and complex civil litigation
8 firm. Berman Tabacco attorneys have been sole lead, co-lead, and members of the executive committee
9 on a litany of antitrust matters in various business sectors. For a summary of some notable antitrust
10 actions in which Berman Tabacco has played a lead role, please see:

11 <https://www.bermantabacco.com/practice-areas/antitrust/>.

12 **I. OVERVIEW**

13 **A. Work Performed for the Benefit of the Settlement Class**

14 3. As a member of Plaintiff Counsels’ Executive Committee, Berman Tabacco has
15 participated in the prosecution of this litigation on behalf of the Settlement Class from its inception. A
16 summary of the extensive work performed by Berman Tabacco at the direction of Co-Lead Interim
17 Class Counsel included (i) consultation and analysis of plaintiffs’ economic damages and measurement
18 of the impact of the conduct at issue; (ii) work on subpoenas; (iii) targeted research; (iv) working
19 closely with personnel at Bogard in connection with discovery including the review and production to
20 defendants of voluminous and relevant business records. Berman Tabacco attorneys, myself included,
21 prepared for and attended and represented Bogard’s then Chief Executive Officer Victor "Chip"
22 Bogaard, III at his deposition held on June 13, 2022. Subsequent to the deposition I was involved in a
23 further search for client documents and in a dispute with defendants, which was resolved, regarding the
24 production of responsive documents by Bogard Construction.

25 **B. Lodestar Summary**

26 4. In accordance with this Court’s direction (Dkt. 173) and Co-Lead Interim Class
27 Counsel’s September 22, 2020 letter concerning time and expense reporting, Berman Tabacco’s
28

attorneys and staff kept contemporaneous records of the time they spent on this litigation. A report that reflects the contemporaneous time entries for the work performed by the Berman Tabacco was delivered to Co-Lead Interim Class Counsel for their review. Co-Lead Interim Class Counsel and my office have reviewed my firm's daily time records to ensure compliance with the rules set forth by Co-Lead Interim Class Counsel and exercised billing judgment to eliminate inefficiency and duplication. Co-Lead Interim Class Counsel are authorized to submit my firm's time records for *in camera* review if requested by the Court.

5. The total number of hours spent by Berman Tabacco's prosecuting this litigation from August 7, 2020 through July 1, 2024 is 1462.7, with a corresponding lodestar of \$816,451.00. The lodestar does not include any time spent prior to the appointment of class counsel, related to the appointment of class counsel, or after the filing of preliminary approval.

6. The following summary chart identifies the individuals who worked on this matter, their titles (Partner, Of Counsel, Associate, Staff Attorney, Paralegal, Litigation Staff), the total number of hours they worked, their historic hourly billing rates, and their total lodestar. Additional detail concerning the work performed by each of these individuals is set forth below.

Attorney	Title	Rate(s)	Hours	Lodestar
Didrickson, Karen 2021	Staff Attorney	\$475.00	882.00	\$418,950.00
Hammarskjold, Carl 2020	Associate	\$540.00	0.30	\$162.00
Hammarskjold, Carl 2021	Partner	\$640.00	111.6	\$71,424.00
Hammarskjold, Carl 2022	Partner	\$700.00	26.90	\$18,830.00
Miles, Jeffrey 2021	Associate	\$550.00	137.50	\$75,625.00
Poppler, Chowning 2020	Associate	\$550.00	24.40	\$13,420.00
Poppler, Chowning 2021	Associate	\$580.00	85.00	\$49,300.00
Poppler, Chowning 2022	Associate	\$610.00	54.30	\$33,123.00
Seaver, Todd 2020	Partner	\$880.00	15.60	\$13,728.00
Seaver, Todd 2021	Partner	\$925.00	7.80	\$7,215.00
Seaver, Todd 2022	Partner	\$970.00	3.70	\$3,589.00
Seaver, Todd 2023	Partner	\$1,045.00	2.20	\$2,299.00
Segura, Beto 2021-2022	Paralegal	\$380.00	16.30	\$6,194.00
Tabacco, Joseph 2020	Partner	\$985.00	9.10	\$8,963.50
Tabacco, Joseph 2021	Partner	\$1,035.00	5.80	\$6,003.00
Tabacco, Joseph 2022	Partner	\$1,085.00	74.10	\$80,398.50
Tabacco, Joseph 2023	Partner	\$1,170.00	4.30	\$5,031.00
Tabacco, Joseph 2024	Partner	\$1,220.00	1.80	\$2,196.00

Attorney	Title	Rate(s)	Hours	Lodestar
Totals:			1,462.70	\$816,451.00

C. Staffing and Tasks Performed on This Matter

7. Berman Tabacco staffed this matter with attorneys and professionals who performed tasks based on their skills, expertise, and experience. The individuals who worked on this matter and the key tasks they performed are described below:

Attorney	Role	Tasks
Didrickson, Karen	Staff Attorney	Document review.
Hammariskjold, Carl	Associate/Partner	Consultation, research and meet and confers with defense counsel re various motions and legal arguments.
Miles, Jeffrey	Associate	Research and work product re evaluation of affirmative defenses and related motion.
Poppler, Chowning	Associate	Work on initial disclosures; work re subpoenas including meet and confers re same; assist with client discovery.
Seaver, Todd	Partner	Work on client discovery and document production; consult with lead counsel on draft pleadings.
Segura, Beto	Paralegal	Assist attorneys regarding various tasks assigned by lead counsel.
Tabacco, Joseph	Partner	Client communications, oversaw client discovery, defense of client's deposition; confer with lead counsel on expert and class certification issues; confer re settlement negotiations.

8. Below is an itemization of time spent by Berman Tabacco on various categories of work:

Attorney	Tasks	Hours	Lodestar
Didrickson, Karen	Document review.	882.00	\$418,950.00
Hammariskjold, Carl	Consultation, research and meet and confers with defense counsel re various motions and legal arguments.	138.8	\$90,416.00
Miles, Jeffrey	Research and work product re evaluation of affirmative defenses and work related motion.	137.50	\$75,625.00

Poppler, Chowning	Work on initial disclosures; work re subpoenas including meet and confers re same; assist with client discovery,	163.7	\$95,843.00
Seaver, Todd	Work on client discovery and document production; consult with lead counsel on draft pleadings.	29.3	\$26,831.00
Segura, Beto	Assist attorneys regarding various tasks assigned by lead counsel.	16.30	\$6,194.00
Tabacco, Joseph	Client communications, oversaw client discovery, defense of client's deposition; confer with lead counsel on expert and class certification issues; confer re settlement negotiations.	95.1	\$102,592.00
		1,462.70	\$816,451.00

II. HOURLY RATES

9. The historical hourly rates submitted by Berman Tabacco in this matter are the firm's usual and customary rates that were charged by the firm in similar matters in which the firm is paid on a contingent basis, as well as the firm's noncontingent matters.

10. Recently, Berman Tabacco's hourly rates, including rates specific timekeepers that worked on this matter, were submitted to courts as a cross-check review for the award of percentage-of-the-fund fees in the following matters:

- *Sonterra Capital Master Fund Ltd. v. Credit Suisse Group AG*, No. 15-cv-00871 (S.D.N.Y.)
- *In re Aegean Marine Petroleum Network, Inc. Sec. Litig.*, No. 18-cv-04993-NRB (S.D.N.Y.)
- *Laydon v. Mizuho Bank, Ltd. et al.*, No. 1:2012-cv-03419 (S.D.N.Y.), and *Sonterra Capital Master Fund, Ltd. v. UBS AG*, No. 1:15-cv-05844 (S.D.N.Y.)
- *In re European Government Bonds Antitrust Litigation*, No. 19-cv-2601 (S.D.N.Y.)

III. LITIGATION EXPENSES

11. Below is an itemized list of the unreimbursed expenses Berman Tabacco incurred during the prosecution of this litigation while performing work assigned by Co-Lead Interim Class Counsel. In

1 addition, Berman Tabacco contributed to the Litigation Fund maintained by Interim Co-Lead Counsel.
2 These expenses are reflected in the firm's books and records that are regularly maintained in the
3 ordinary course of the firm's business and are based on the receipts and data maintained by the firm.

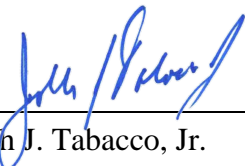
Category	Amount Incurred
Commercial Copies	\$0.00
Computer Research	\$1435.55
Court Fees (filing, etc.)	\$0.00
Court Reporters/Transcripts	\$0.00
Expert	\$0.00
Postage/Express Delivery/Messenger	\$149.16
Photocopying (in house)	\$71.64
Photocopying (outside)	\$6,971.24
Telephone/Fax	\$0.00
Travel/Meals/Lodging	\$0.00
Witness/Service Fees	\$0.00
Total:	\$8,627.59
Contributions to the Litigation Fund:	\$100,000

12. The expenses listed above—including computer research—were incurred specifically
for this case and do not include any costs for general firm overhead.

13. Berman Tabacco will not seek payment for work, lodestar, or expenses related to this
litigation other than those set forth in this declaration.

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

Executed this 6th day of December 2024, at San Francisco, California.



Joseph J. Tabacco, Jr.

EXHIBIT B

1 **GLANCY PRONGAY & MURRAY LLP**

2 Lee Albert (Admitted Pro Hac Vice)

3 230 Park Avenue, Suite 530

4 New York, NY 10169

5 Telephone: (212) 682-5340

6 Facsimile: (212) 884-0988

7 Email: lalbert@glancylaw.com

8 **UNITED STATES DISTRICT COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**
10

11 IN RE CALIFORNIA GASOLINE SPOT
12 MARKET ANTITRUST LITIGATION

CASE NO. 3:20-cv-03131-JSC

13 **DECLARATION OF LEE ALBERT IN**
14 **SUPPORT OF CLASS COUNSEL'S**
15 **MOTION FOR ATTORNEYS' FEES,**
16 **EXPENSES, AND SERVICE AWARDS**

17 I, Lee Albert, hereby declare:

18 1. I am an attorney at Glancy Prongay & Murray, LLP ("GPM") counsel for Equality
19 Wines, LLC. This declaration is submitted in support of Class Counsel's Motion for Attorneys' Fees,
20 and Expenses, and Service Awards. As the primary attorney at GPM who was responsible for the firm's
21 work in this matter, I have personal knowledge of the facts below and, if called upon to do so, could
22 and would testify competently thereto.

23 2. GPM is an experienced class action, antitrust, and complex civil litigation firm. GPM's
24 attorneys have been sole lead, co-lead, and members of the executive committee on a litany of antitrust
25 matters in various business sectors. A few of those notable actions are: *In re HIV Antitrust Litigation*,
26 3:19-cv-2573- EMC (N.D. Cal.) (Ex. Com.); *In Re Korean Ramen Antitrust Litigation*, 3:13-cv-4148-
27 WHO (N.D.Cal.) (Co-Lead). Additionally, GPM is currently prosecuting antitrust litigation and has
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leadership positions, for example, in *Uniformed Fire Officers Association Family Protection Plan Local 854 et al v. Amarin Pharma, Inc. et al.*, 3:21-cv-12061-RK-TJB (D.N.J.) (Co-Lead); and *Deere & Company Repair Services Antitrust Litigation*, 3:22-cv-50188 (N.D. Ill.) (Steering Committee).

I. OVERVIEW

A. Work Performed for the Benefit of the Settlement Class

3. GPM has participated in the prosecution of this litigation on behalf of the Settlement Class. The work performed by the firm at the direction of Co-Lead Interim Class Counsel included:

- Worked with client to review, redacted, and produced client records and emails;
- Review complaint with client and multiple calls with client;
- Engage in multiple calls with client along with calls with co-lead counsel;
- Met with co-lead counsel to discuss the case and assignments on multiple occasions;
- Reviewed, discussed, and prepared Rule 26 disclosures with client;
- Reviewed and edited Interrogatory Responses and worked with client regarding the responses;
- Met with co counsel about preparation of third party subpoenas and engaged in meet-and-confer process regarding documents to be obtained from multiple third parties;
- Prepared for and met with met with multiple third party counsel for meet and confers;
- Reviewing and searching through thousands of documents produced by various third party deponents;
- Legal research and editing Rule 12(b)(6) brief;
- Kept the firm's client informed as to the progress of the case.

B. Lodestar Summary

4. In accordance with this Court's direction (Dkt. 173) and Co-Lead Interim Class Counsel's September 22, 2020, letter concerning time and expense reporting, GPM's attorneys and staff kept contemporaneous records of the time they spent on this litigation. A report that reflects the

contemporaneous time entries for the work performed by GPM was delivered to Co-Lead Interim Class Counsel for their review. Co-Lead Interim Class Counsel and my office have reviewed my firm's daily time records to ensure compliance with the rules set forth by Co-Lead Interim Class Counsel and exercised billing judgment to eliminate inefficiency and duplication. Co-Lead Interim Class Counsel are authorized to submit my firm's time records for *in camera* review if requested by the Court.

5. The total number of hours spent by GPM prosecuting this litigation from August 7, 2020, through July 1, 2024, is 275 with a corresponding lodestar of \$230,720. The lodestar does not include any time spent prior to the appointment of class counsel, related to the appointment of class counsel, or after the filing of preliminary approval.

6. The following summary chart identifies the individuals who worked on this matter, their titles (Partner, Of Counsel, Associate, Paralegal, Litigation Staff), the total number of hours they worked, their historic hourly billing rates, and their total lodestar. Additional detail concerning the work performed by each of these individuals is set forth below.

Attorney	Title	Hours	Rate(s)	Lodestar
Lee Albert	Partner	24.8	\$925	\$22,950.00
Lee Albert	Partner	.5	\$945	\$472.50
Lee Albert	Partner	22.5	\$975	\$21,937.50
Greg Linkh	Partner	1.2	\$725	\$870.00
Greg Linkh	Partner	195	\$900	\$175,500.00
John Belanger	Paralegal	31	\$290	\$8,990.00

C. Staffing and Tasks Performed on This Matter

7. GPM staffed this matter with attorneys and professionals who performed tasks based on their skills, expertise, and experience. The individuals who worked on this matter and the tasks they performed are described below:

8. Lee Albert Partner/Attorney
Research on State case; working with and following up with client.
- Gregory Linkh Partner/Attorney

Pleading draft; subpoenas work; meet and confers; review documents received from subpoenas and research state case.

John Belanger Paralegal

Technical work; research and obtaining data; work with experts with the data obtained.

9. Below is an itemization of time spent by the firm on various categories of work:

Attorney	Tasks	Hours	Lodestar
Albert	Research on State case; working with and following up with client	46.4	\$44,035.00
Linkh	Pleading draft; subpoenas work; meet and confers; review documents received from subpoenas and research state case	197.6	\$177,695.00
Belanger/Paralegal	Technical work; research and obtaining data; work with experts with the data obtained	31	\$8,990.00

II. HOURLY RATES

10. The historical hourly rates submitted by GPM in this matter are the firm's usual and customary rates that were charged by the firm in similar matters in which the firm is paid on a contingent basis, as well as the firm's noncontingent matters.

11. Recently, GPM's hourly rates, including the rates for each of these specific timekeepers that worked on this matter, were submitted to courts as a cross-check review for the award of percentage-of-the-fund fees in the following matters:

Greg Linkh- In re Romeo Power Inc. Securities Litigation, Case No. 1:21-cv-03362-LGS
(S.D.N.Y. 2024)

In re XL Fleet Corp. Securities Litigation, Case No. 1:21-cv-02002-JLR
(S.D.N.Y. 2023)

Lee Albert- Goodman v. UBS Financial Services, Inc., Case No. 2:21-cv-18123-SDW-
MAH (D.N.J. 2023)

In Re: Zetia (Ezetimibe) Antitrust Litigation- 18-md-2836-RBS-DEM (ED. VA
2018)

III. LITIGATION EXPENSES

12. Below is an itemized list of the unreimbursed expenses GPM incurred during the prosecution of this litigation while performing work assigned by Co-Lead Interim Class Counsel. Those expenses are reflected in the firm's books and records that are regularly maintained in the ordinary course of the firm's business and are based on the receipts and data maintained by the firm.

Category	Amount Incurred
Online Research	\$154.40
Total:	\$154.40
Contributions to the Litigation Fund:	\$100,000.00

13. The firm also contributed \$100,000.00 to the litigation fund maintained by Co-Lead Interim Class Counsel.

14. The expenses listed above—including computer research—were incurred specifically for this case and do not include any costs for general firm overhead.

15. GPM will not seek payment for work, lodestar, or expenses related to this litigation other than those set forth in this declaration.

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct. Executed this 2nd day of December 2024, at Lafayette Hill, PA.

3
4 /s/Lee Albert

5 Lee Albert
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EXHIBIT C

1 Terry Gross (SBN 103878)
2 terry@grossbelsky.com
3 Adam C. Belsky (SBN 147800)
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12 **UNITED STATES DISTRICT COURT**
13 **NORTHERN DISTRICT OF CALIFORNIA**
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IN RE CALIFORNIA GASOLINE SPOT
MARKET ANTITRUST LITIGATION

CASE NO. 3:20-cv-03131-JSC

**DECLARATION OF TERRY GROSS IN
SUPPORT OF CLASS COUNSEL'S
MOTION FOR ATTORNEYS' FEES,
EXPENSES, AND SERVICE AWARDS**

1 I, Terry Gross, hereby declare:

2 1. I am an attorney at Gross & Belsky P.C., counsel for Plaintiff Ritual Coffee Roasters,
3 Inc. This declaration is submitted in support of Class Counsel's Motion for Attorneys' Fees, Expenses,
4 and Service Awards. As the primary attorney at Gross & Belsky P.C. who was responsible for the
5 firm's work in this matter, I have personal knowledge of the facts below and, if called upon to do so,
6 could and would testify competently thereto.

7 2. Gross & Belsky P.C. is an experienced class action, antitrust, and complex civil
8 litigation firm. Gross & Belsky P.C. attorneys have been co-lead and members of the executive
9 committee on a litany of antitrust matters in various business sectors. A few of those notable actions are

10 Chair, Indirect Purchaser Plaintiffs' Executive Committee, *DRAM Antitrust Litigation* (U.S.
11 District Court, San Francisco), and Co-Liaison Counsel (California Superior Court, San Francisco);

12 Liaison Counsel for the end-user class, *In re Automotive Paint Antitrust Action* (California
13 Superior Court, Alameda);

14 Liaison Counsel and Settlement Class Counsel, *Perish v. Intel Corp.* (California Superior Court,
15 Santa Clara);

16 Co-Chair of the Steering Committee, *Microsoft Antitrust Class Action Litigation* (California
17 Superior Court, San Francisco);

18 Co-Lead Counsel, *Lea v. Pacific Bell* (California Superior Court, San Francisco);

19 Executive Committee and co-trial and appellate counsel, *Wisper v. Old Republic Title Company*
20 (California Superior Court, San Francisco);

21 Co-Liaison Counsel, *The Carbon Fiber Cases* (California Superior Court, San Francisco);

22 Executive Committee, *Flat Glass Antitrust Litigation*, *Sanitary Paper Antitrust Litigation*,
23 *Vitamin Cases Antitrust Litigation*, and *Cosmetics Antitrust Litigation*;

24 Executive Committee, *Providian Credit Card Cases* (California Superior Court, San Francisco);

25 Executive Committee, *The Clergy III Cases* (California Superior Court, Alameda).

26 Additionally, Gross & Belsky P.C. is currently prosecuting antitrust litigation, for example, in:
27 *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*, Case No.14 MD 2542 (VSB)
28 (S.D.N.Y.); *Generic Pharmaceuticals Pricing Antitrust Litigation*, Case No. 2:16-MD-02724 (E.D.

Pa.); *In re Lipitor Antitrust Litigation*, Case No. 12-2389 (D.N.J.); and *In re Rail Freight Surcharge Antitrust Litigation*, Case No. 07-489 (D.D.C.).

I. OVERVIEW

A. Work Performed for the Benefit of the Settlement Class

3. Gross & Belsky P.C. has participated in the prosecution of this litigation on behalf of the Settlement Class. The work performed by the firm at the direction of Co-Lead Interim Class Counsel included client communications, case strategies, analysis of documents produced by client, draft and edit discovery responses, deposition preparation, and defend client deposition.

B. Lodestar Summary

4. In accordance with this Court's direction (Dkt. 173) and Co-Lead Interim Class Counsel's September 22, 2020, letter concerning time and expense reporting, Gross & Belsky P.C.'s attorneys and staff kept contemporaneous records of the time they spent on this litigation. A report that reflects the contemporaneous time entries for the work performed by Gross & Belsky P.C. was delivered to Co-Lead Interim Class Counsel for their review. Co-Lead Interim Class Counsel and my office have reviewed my firm's daily time records to ensure compliance with the rules set forth by Co-Lead Interim Class Counsel and exercised billing judgment to eliminate inefficiency and duplication. Co-Lead Interim Class Counsel are authorized to submit my firm's time records for *in camera* review if requested by the Court.

5. The total number of hours spent by Gross & Belsky P.C. prosecuting this litigation from August 7, 2020, through July 1, 2024, is 59.0, with a corresponding lodestar of \$49,707.50. The lodestar does not include any time spent prior to the appointment of class counsel, related to the appointment of class counsel, or after the filing of preliminary approval.

6. The following summary chart identifies the individuals who worked on this matter, their titles (Partner, Of Counsel, Associate, Paralegal, Litigation Staff), the total number of hours they worked, their historic hourly billing rates, and their total lodestar. Additional detail concerning the work performed by each of these individuals is set forth below.

Attorney	Title	Hours	Rate(s)	Lodestar
Terry Gross	Partner	41.8	\$975; \$1050	\$ 43,687.50

Mary B. Parker	Associate	17.2	\$350	\$ 6,020.00
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C. Staffing and Tasks Performed on This Matter

7. Gross & Belsky P.C. staffed this matter with attorneys and professionals who performed tasks based on their skills, expertise, and experience. The individuals who worked on this matter and the tasks they performed are described below:

8. Terry Gross, Partner, client communications, defend deposition, finalize discovery responses; Adam C. Belsky, Partner, assist in reviewing discovery responses and discussions of case strategy; Mary B. Parker, Associate, client communications, compile and review documents for discovery requests, finalize discovery responses.

9. Below is an itemization of time spent by the firm on various categories of work:

Attorney	Tasks	Hours	Lodestar
Terry Gross	Court Appearance	0.6	\$565.00
Terry Gross	Discovery	39.6	\$43,122.50
Mary B. Parker	Discovery	15.1	\$5,285.00
Mary B. Parker	Case Management	2.1	\$735.00

II. HOURLY RATES

10. The historical hourly rates submitted by Gross & Belsky P.C. in this matter are the firm's usual and customary rates that were charged by the firm in similar matters in which the firm is paid on a contingent basis, as well as the firm's noncontingent matters.

11. Recently, Gross & Belsky P.C. hourly rates, including the rates for each of these specific timekeepers that worked on this matter, were submitted to courts as a cross-check review for the award of percentage-of-the-fund fees in the following matters:

Automobile Antitrust Cases, In re TFT-LCD (Flat Panel) Antitrust Litigation.

III. LITIGATION EXPENSES

12. Below is an itemized list of the unreimbursed expenses Gross & Belsky P.C. incurred during the prosecution of this litigation while performing work assigned by Co-Lead Interim Class

Counsel. Those expenses are reflected in the firm's books and records that are regularly maintained in the ordinary course of the firm's business and are based on the receipts and data maintained by the firm.

Category	Amount Incurred
Legal Research	\$ 2.50
Total:	\$ 2.50
Contributions to the Litigation Fund:	\$ 0

13. The expenses listed above—including computer research—were incurred specifically for this case and do not include any costs for general firm overhead.

14. Gross & Belsky P.C. will not seek payment for work, lodestar, or expenses related to this litigation other than those set forth in this declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 5th day of December 2024, at Oakland, California.

/s/ Terry Gross
Terry Gross

EXHIBIT D

David Azar (CA Bar No. 218319)
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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE CALIFORNIA GASOLINE SPOT
MARKET ANTITRUST LITIGATION

CASE NO. 3:20-cv-03131-JSC

**DECLARATION OF PEGGY J.
WEDGWORTH IN SUPPORT OF CLASS
COUNSEL'S MOTION FOR ATTORNEYS'
FEES, EXPENSES, AND SERVICE
AWARDS**

1 I, Peggy J. Wedgworth:

2 1. I am an attorney at Milberg Coleman Bryson Phillips Grossman, PLLC (“Milberg”),
3 counsel for Asante Cleveland. This declaration is submitted in support of Class Counsel’s Motion for
4 Attorneys’ Fees, Expenses, and Service Awards. As the primary attorney at Milberg who was
5 responsible for the firm’s work in this matter, I have personal knowledge of the facts below and, if
6 called upon to do so, could and would testify competently thereto.

7 2. Milberg is an experienced class action, antitrust, and complex civil litigation firm.
8 Milberg attorneys have been sole lead, co-lead, and members of the executive committee on a litany of
9 antitrust matters in various business sectors. A few of those notable actions are *In Re: Deere & Co.*
10 *Repair Services Antitrust Litig.*, 22-cv-00188 (N.D. Ill.), MDL No. 3030; *In re Google Play Consumer*
11 *Antitrust Litig.*, 3:20-cv-05761, MDL No. 2981 (N.D. Cal.). Additionally, Milberg is currently
12 prosecuting antitrust litigation and has leadership positions, for example, in *In Re Dealership*
13 *Management Systems Antitrust Litig.*, 18-cv-00864, MDL 2817 (N.D. Ill.)

14 **I. OVERVIEW**

15 **A. Work Performed for the Benefit of the Settlement Class**

16 3. Milberg has participated in the prosecution of this litigation on behalf of the Settlement
17 Class. The work performed by the firm at the direction of Co-Lead Interim Class Counsel included
18 representing class representative, Asante Cleveland, responding to document requests and
19 interrogatories, and defending Mr. Cleveland’s deposition as well as document review for deposition
20 preparation.

21 **B. Lodestar Summary**

22 4. In accordance with this Court’s direction (Dkt. 173) and Co-Lead Interim Class
23 Counsel’s September 22, 2020, letter concerning time and expense reporting, Milberg’s attorneys and
24 staff kept contemporaneous records of the time they spent on this litigation. A report that reflects the
25 contemporaneous time entries for the work performed by Milberg was delivered to Co-Lead Interim
26 Class Counsel for their review. Co-Lead Interim Class Counsel and my office have reviewed my firm’s
27 daily time records to ensure compliance with the rules set forth by Co-Lead Interim Class Counsel and
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exercised billing judgment to eliminate inefficiency and duplication. Co-Lead Interim Class Counsel are authorized to submit my firm's time records for *in camera* review if requested by the Court.

5. The total number of hours spent by Milberg prosecuting this litigation from August 7, 2020, through July 1, 2024, is 147.80, with a corresponding lodestar of \$56,343.50. The lodestar does not include any time spent prior to the appointment of class counsel, related to the appointment of class counsel, or after the filing of preliminary approval.

6. The following summary chart identifies the individuals who worked on this matter, their titles (Partner, Of Counsel, Associate, Paralegal, Litigation Staff), the total number of hours they worked, their historic hourly billing rates, and their total lodestar. Additional detail concerning the work performed by each of these individuals is set forth below.

Attorney	Title	Hours	Rate(s)	Lodestar
Blake Yagman	Associate	6.50	\$350	\$3,422.50
Blake Yagman	Associate	8.00	\$425	\$1,105.00
Eric Steber	Associate	136.00	\$381	\$51,816.00

C. Staffing and Tasks Performed on This Matter

7. Milberg staffed this matter with attorneys and professionals who performed tasks based on their skills, expertise, and experience. The individuals who worked on this matter and the tasks they performed are described below:

8. Below is an itemization of time spent by the firm on various categories of work:

Attorney	Tasks	Hours	Lodestar
Blake Yagman	preparation for and participation in depositions; preparation of and responding to discovery requests.	11.80	\$4,527.50
Eric Steber	conducting document discovery (e.g., reviewing, indexing, and coding documents)	136.00	\$51,816.00

1 **II. HOURLY RATES**

2 9. The historical hourly rates submitted by Milberg in this matter are the firm's usual and
3 customary rates that were charged by the firm in similar matters in which the firm is paid on a
4 contingent basis, as well as the firm's noncontingent matters.

5 10. Milberg will not seek payment for work, lodestar, or expenses related to this litigation
6 other than those set forth in this declaration.

7 I declare under penalty of perjury under the laws of the United States of America that the
8 foregoing is true and correct. Executed this 5th day of December 2024, at San Juan, Puerto Rico.

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10 /s/ Peggy J. Wedgworth

11 Peggy J. Wedgworth
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EXHIBIT E

1 John Radice (*Pro hac vice*)
2 Clark Craddock (State Bar No. 296191)
3 A. Luke Smith (*Pro hac vice*)
4 Radice Law Firm, P.C.
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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE CALIFORNIA GASOLINE SPOT
MARKET ANTITRUST LITIGATION

CASE NO. 3:20-cv-03131-JSC

**DECLARATION OF JOHN RADICE IN
SUPPORT OF CLASS COUNSEL'S
MOTION FOR ATTORNEYS' FEES,
EXPENSES, AND SERVICE AWARDS**

1 I, John Radice, hereby declare:

2 1. I am an attorney at Radice Law Firm, counsel for plaintiffs. This declaration is
3 submitted in support of Class Counsel's Motion for Attorneys' Fees, Expenses, and Service Awards.
4 As the primary attorney at Radice Law Firm who was responsible for the firm's work in this matter, I
5 have personal knowledge of the facts below and, if called upon to do so, could and would testify
6 competently thereto.

7 2. Radice Law Firm is an experienced class action, antitrust, and complex civil litigation
8 firm. Radice Law Firm attorneys have been sole lead, co-lead, and members of the executive committee
9 on a litany of antitrust matters in various business sectors. A few of those notable actions are *Simon and*
10 *Simon, PC, Inc. v. Align Technology, Inc.*, 20-cv-3754 (N.D. Cal.); *In re Zetia (Ezetimibe) Antitrust*
11 *Litig.*, 18-md-2836 (E.D. Va.), and *In re Delta Dental Antitrust Litig.*, 19-cv-6734 (N.D. Ill.).
12 Additionally, Radice Law Firm is currently prosecuting antitrust litigation and has leadership positions,
13 for example, in *In re Xyrem Antitrust Litig.*, 20-md-2966 (N.D. Ca.), *In re Amitiza Antitrust Litig.*, 21-
14 cv-11057 (D. Mass.), and *Carefirst of Maryland, Inc. v. Johnson & Johnson*, 23-cv-629 (E.D. Va.).

15 **I. OVERVIEW**

16 **A. Work Performed for the Benefit of the Settlement Class**

17 3. Radice Law Firm has participated in the prosecution of this litigation on behalf of the
18 Settlement Class. The work performed by the firm at the direction of Co-Lead Interim Class Counsel
19 included:

- 20 • Collaborated with clients and legal team on documentation, disclosures, legal research, and case
21 strategy, including follow-ups, legal analysis, and addressing issues related to document
22 collection and claims.
- 23 • Performed extensive review and analysis of large-scale document production from defendants
24 and non-parties in preparation for and support of depositions, expert reports, and litigation
25 strategy memos.

B. Lodestar Summary

4. In accordance with this Court's direction (Dkt. 173) and Co-Lead Interim Class Counsel's September 22, 2020, letter concerning time and expense reporting, Radice Law Firm's attorneys and staff kept contemporaneous records of the time they spent on this litigation. A report that reflects the contemporaneous time entries for the work performed by Radice Law Firm was delivered to Co-Lead Interim Class Counsel for their review. Co-Lead Interim Class Counsel and my office have reviewed my firm's daily time records to ensure compliance with the rules set forth by Co-Lead Interim Class Counsel and exercised billing judgment to eliminate inefficiency and duplication. Co-Lead Interim Class Counsel are authorized to submit my firm's time records for *in camera* review if requested by the Court.

5. The total number of hours spent by Radice Law Firm prosecuting this litigation from August 7, 2020, through July 1, 2024, is 1,323.6, with a corresponding lodestar of \$536,058.. The lodestar does not include any time spent prior to the appointment of class counsel, related to the appointment of class counsel, or after the filing of preliminary approval.

6. The following summary chart identifies the individuals who worked on this matter, their titles (Partner, Of Counsel, Associate, Paralegal, Litigation Staff), the total number of hours they worked, their historic hourly billing rates, and their total lodestar. Additional detail concerning the work performed by each of these individuals is set forth below.

Attorney	Title	Hours	Rate(s)	Lodestar
Eric Blanco	Of Counsel	1,323.6	\$405	\$536,058

C. Staffing and Tasks Performed on This Matter

7. Radice Law Firm staffed this matter with attorneys and professionals who performed tasks based on their skills, expertise, and experience. The individuals who worked on this matter and the tasks they performed are described below:

Eric Blanco, Of Counsel: Document review and analysis.

8. Below is an itemization of time spent by the firm on various categories of work:

Attorney	Tasks	Hours	Lodestar
Eric Blanco	Document review and analysis	1,323.6	\$536,058

II. HOURLY RATES

9. The historical hourly rates submitted by Radice Law Firm in this matter are the firm's usual and customary rates that were charged by the firm in similar matters in which the firm is paid on a contingent basis, as well as the firm's noncontingent matters.

10. Recently, Radice Law Firm hourly rates, including the rates for each of these specific timekeepers that worked on this matter, were submitted to courts as a cross-check review for the award of percentage-of-the-fund fees in the following matters:

- *In re Intuniv Antitrust Litig.*, 16-cv-12653 (D. Mass.)
- *In re Zetia (Ezetimibe) Antitrust Litig.*, 18-md-2836 (E.D. Va.)

11. Radice Law Firm will not seek payment for work, lodestar, or expenses related to this litigation other than those set forth in this declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 2nd day of December 2024, at Princeton, NJ.

/s/ John Radice

John Radice

EXHIBIT F

1 Allan Steyer, Esq., (S.B.N. 100318)
2 STEYER LOWENTHAL BOODROOKAS
3 ALVAREZ & SMITH LLP
4 235 Pine Street, 15th Floor
5 San Francisco, California 94104
6 Telephone: (415) 421-3400
7 Facsimile: (415) 421-2234
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10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
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13 IN RE CALIFORNIA GASOLINE SPOT
14 MARKET ANTITRUST LITIGATION

CASE NO. 3:20-cv-03131-JSC

15 **DECLARATION OF ALLAN STEYER IN**
16 **SUPPORT OF CLASS COUNSEL'S**
17 **MOTION FOR ATTORNEYS' FEES,**
18 **EXPENSES, AND SERVICE AWARDS**
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1 I, Allan Steyer, hereby declare:

2 1. I am an attorney at Steyer Lowenthal Boodrookas Alvarez & Smith LLP, counsel for
3 Casler Johnston. This declaration is submitted in support of Class Counsel's Motion for Attorneys'
4 Fees, Expenses, and Service Awards. As the primary attorney at Steyer Lowenthal Boodrookas Alvarez
5 & Smith LLP who was responsible for the firm's work in this matter, I have personal knowledge of the
6 facts below and, if called upon to do so, could and would testify competently thereto.

7 2. Steyer Lowenthal Boodrookas Alvarez & Smith LLP is an experienced class action,
8 antitrust, and complex civil litigation firm. Attorneys have been co-lead, and members of the executive
9 committee on a litany of antitrust matters in various business sectors. A few of those notable actions
10 are: (1) *Ace Delivery & Moving, Inc. v. Horizon Lines, LLC et al.* – served as plaintiff's co-lead counsel
11 for direct purchasers in a horizontal price fixing conspiracy punitive class action in D. AK; (2) *In Re:*
12 *Visa/Mastercard Currency Conversion Litigation* – one of core firms that represented certified class of
13 plaintiffs in massive MDL antitrust/Truth In Lending Act action arising from imposition of foreign
14 currency conversion fees by Visa, Mastercard, and banks in SDNY; (3) *In Re: Municipal Derivatives*
15 *Antitrust Litigation* – member of executive committee which represented class of Purchasers of
16 municipal securities in a price fixing conspiracy in SDNY; (4) *In Re: TFT-LCD (Flat Panel) Antitrust*
17 *Litigation* - one of core firms that represented class of indirect purchasers in a price fixing conspiracy
18 against manufacturers of flat panels for televisions, computer monitors, and laptop computers in
19 NDCA. Additionally, Steyer Lowenthal Boodrookas Alvarez & Smith LLP is currently prosecuting
20 antitrust litigation and has leadership positions, for example, *In Re: Sidibe, et al. vs. Sutter Health et al.*
21 – one of five firms representing certified class of consumers of hospital/medical services in tying case
22 in NDCA. The case was tried in 2022. Class plaintiffs appealed; the Ninth Circuit reversed in 2024.
23 Trial is set for 2025.

24 **I. OVERVIEW**

25 **A. Work Performed for the Benefit of the Settlement Class**

26 3. Steyer Lowenthal Boodrookas Alvarez & Smith LLP has participated in the prosecution
27 of this litigation on behalf of the Settlement Class. The work performed by the firm at the direction of
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Co-Lead Interim Class Counsel included third party discovery, research regarding personal jurisdiction, expert testimony regarding ultimate issues of law, work on opposition to 12(b)(2) motion to dismiss, appearance at 12(b)(2) hearings and discussions regarding litigation analysis and strategy.

B. Lodestar Summary

4. In accordance with this Court's direction (Dkt. 173) and Co-Lead Interim Class Counsel's September 22, 2020, letter concerning time and expense reporting, Steyer Lowenthal Boodrookas Alvarez & Smith LLP's attorneys and staff kept contemporaneous records of the time they spent on this litigation. A report that reflects the contemporaneous time entries for the work performed by Steyer Lowenthal Boodrookas Alvarez & Smith LLP was delivered to Co-Lead Interim Class Counsel for their review. Co-Lead Interim Class Counsel and my office have reviewed my firm's daily time records to ensure compliance with the rules set forth by Co-Lead Interim Class Counsel and exercised billing judgment to eliminate inefficiency and duplication. Co-Lead Interim Class Counsel are authorized to submit my firm's time records for *in camera* review if requested by the Court.

5. The total number of hours spent by Steyer Lowenthal Boodrookas Alvarez & Smith LLP prosecuting this litigation from August 7, 2020, through July 1, 2024, is 154.20, with a corresponding lodestar of \$105,968.00. The lodestar does not include any time spent prior to the appointment of class counsel, related to the appointment of class counsel, or after the filing of preliminary approval.

6. The following summary chart identifies the individuals who worked on this matter, their titles (Partner, Of Counsel, Associate, Paralegal, Litigation Staff), the total number of hours they worked, their historic hourly billing rates, and their total lodestar. Additional detail concerning the work performed by each of these individuals is set forth below.

Attorney	Title	Hours	Rate(s)	Lodestar
Allan Steyer (2020)	Partner	10.00	\$1,060.00	\$10,600.00
Allan Steyer (2021)	Partner	14.50	\$1,100.00	\$15,950.00
Allan Steyer (Jan-Jun 2022)	Partner	0.80	\$1,180.00	\$944.00

Allan Steyer (Jul-Dec 2022)	Partner	8.20	\$1,350.00	\$11,070.00
Allan Steyer (2023-2024)	Partner	2.80	\$1,350.00	\$3,780.00
Suneel Jain (2020)	Associate	12.50	\$440.00	\$5,500.00
Suneel Jain (2021)	Associate	28.20	\$480.00	\$13,536.00
Suneel Jain (Jan- Jun 2022)	Associate	4.70	\$540.00	\$2,538.00
Suneel Jain (Jul- Dec 2022)	Associate	72.50	\$580.00	\$42,050.00

C. Staffing and Tasks Performed on This Matter

7. Steyer Lowenthal Boodrookas Alvarez & Smith LLP staffed this matter with attorneys and professionals who performed tasks based on their skills, expertise, and experience. The individuals who worked on this matter and the tasks they performed are described below:

8. Allan Steyer, Partner: Court Appearance, Discovery, Pleadings and Litigation Strategy.
Suneel Jain, Associate: Discovery, Pleadings and Litigation Strategy.

9. Below is an itemization of time spent by the firm on various categories of work:

Attorney	Tasks	Hours	Lodestar
Allan Steyer	Court Appearance: 12b2 Hearings	1.40	\$1,540.00
Allan Steyer	Discovery: Third Party Subpoenas/Personal Jurisdiction/Federal Ruling/Expert Testimony regarding Ultimate Issues of Law	21.90	\$26,300.00
Allan Steyer	Litigation Strategy: Analysis Discussions with Lead Counsel	7.30	\$8,462.00
Allan Steyer	Pleadings: Opposition to 12b2 Motion to Dismiss	5.70	\$6,042.00

	Opposition to Defense Motion to Stay		
Suneel Jain	Discovery: Third Party Subpoenas/Research re Personal Jurisdiction/Federal Ruling/ Expert Testimony regarding Ultimate Issues of Law	108.10	\$59,312.00
Suneel Jain	Litigation Strategy Analysis Discussions with Allan Steyer	1.40	\$616.00
Suneel Jain	Pleadings: Opposition to 12b2 Motion to Dismiss	8.40	\$3,696.00

II. HOURLY RATES

10. The historical hourly rates submitted by Steyer Lowenthal Boodrookas Alvarez & Smith LLP in this matter are the firm's usual and customary rates that were charged by the firm in similar matters in which the firm is paid on a contingent basis.

11. Recently, Steyer Lowenthal Boodrookas Alvarez & Smith LLP hourly rates, including the rates for each of these specific timekeepers that worked on this matter, were submitted to the court as a fair and reasonable lodestar:

- Edelweiss Fund LLC (As Relator) v. JPMorgan Chase & Co et. al., State Court Chicago, IL, Quitam Action (2023)

III. LITIGATION EXPENSES

12. Below is an itemized list of the unreimbursed expenses Steyer Lowenthal Boodrookas Alvarez & Smith LLP incurred during the prosecution of this litigation while performing work assigned by Co-Lead Interim Class Counsel. Those expenses are reflected in

the firm's books and records that are regularly maintained in the ordinary course of the firm's business and are based on the receipts and data maintained by the firm.

Category	Amount Incurred
Federal Express Delivery Services	\$31.30
Pacer/WestLaw Research Expenses	\$948.79
Total:	\$980.09
Contributions to the Litigation Fund:	\$50,000.00

13. The firm also contributed \$50,000.00 to the litigation fund maintained by Co-Lead Interim Class Counsel.

14. The expenses listed above—including computer research—were incurred specifically for this case and do not include any costs for general firm overhead.

15. Steyer Lowenthal Boodrookas Alvarez & Smith LLP will not seek payment for work, lodestar, or expenses related to this litigation other than those set forth in this declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 2nd day of December 2024, at San Francisco, CA.

/s/ ALLAN STEYER
ALLAN STEYER, ESQ.

EXHIBIT G

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Judith A. Zahid (215418)
2 Qianwei Fu (242669)
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7 Attorneys for Plaintiffs
8
9
10
11

12 **UNITED STATES DISTRICT COURT**
13 **NORTHERN DISTRICT OF CALIFORNIA**

14 IN RE CALIFORNIA GASOLINE SPOT
15 MARKET ANTITRUST LITIGATION

CASE NO. 3:20-cv-03131-JSC

**DECLARATION OF ZELLE LLP IN
SUPPORT OF CLASS COUNSEL'S
MOTION FOR ATTORNEYS' FEES,
EXPENSES, AND SERVICE AWARDS**

1 I, Christopher T. Micheletti, hereby declare:

2 1. I am an attorney at Zelle LLP, counsel for Plaintiffs. This declaration is submitted in
3 support of Class Counsel's Motion for Attorneys' Fees, Expenses, and Service Awards. As the primary
4 attorney at Zelle LLP who was responsible for the firm's work in this matter, I have personal
5 knowledge of the facts below and, if called upon to do so, could and would testify competently thereto.

6 2. Zelle LLP is an experienced class action, antitrust, and complex civil litigation firm.
7 Zelle LLP attorneys have been sole lead, co-lead, and members of the executive committee on a litany
8 of antitrust matters in various business sectors. A few of those notable actions are *In re Static Random*
9 *Access Memory (SRAM) Antitrust Litig.*, MDL No. 1819 (N.D. Cal.) (Lead Counsel for 25 certified
10 statewide damages classes of indirect purchasers alleging price-fixing of computer memory chips, with
11 settlements totaling \$41.3 million); *In re TFT-LCD (Flat Panel) Antitrust Litig.*, MDL No. 1827 (N.D.
12 Cal.) (Co-Lead Counsel for 23 certified statewide damages classes of indirect purchasers alleging price-
13 fixing of liquid crystal display panels, with settlements totaling nearly \$1.1 billion); *In re: Cathode Ray*
14 *Tube (CRT) Antitrust Litig.*, MDL No. 1917 (N.D. Cal.) (part of core team of counsel for 22 certified
15 statewide damages classes of indirect purchasers alleging price-fixing of cathode ray tubes, with
16 settlements totaling \$580.75 million); and *In re Dynamic Random Access Memory (DRAM) Antitrust*
17 *Litig.*, MDL No. 1486 (N.D. Cal.) (Liaison Counsel and Executive Committee Member for certified
18 settlement class of indirect purchasers alleging price-fixing of computer memory chips, with
19 settlements exceeding \$310 million). The firm currently serves as co-lead counsel in *WAIPU N. Am.*
20 *Division et al. v. Nat'l Hockey League et al.*, No. 1:24-cv-01066 (S.D.N.Y.), a class action on behalf of
21 Major Junior ice hockey players challenging their exploitation and the unlawful and anticompetitive
22 restraints imposed by the CHL, the Major Junior Hockey Leagues and Clubs, and the NHL; as co-lead
23 counsel in *In re: Hard Disk Drive Suspension Assemblies Antitrust Litig.*, MDL No. 2918 (N.D. Cal.),
24 an indirect-purchaser class action alleging price-fixing of a critical component in hard disk drives; and
25 on the Plaintiffs' Executive Committee for direct purchaser plaintiffs in *In re Eyewear Antitrust*
26 *Litigation*, Case No. 1:24-cv-04826-MKV (S.D.N.Y.).
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1 **I. OVERVIEW**

2 **A. Work Performed for the Benefit of the Settlement Class**

3 3. Zelle LLP has participated in the prosecution of this litigation on behalf of the
4 Settlement Class. The work performed by the firm at the direction of Co-Lead Interim Class Counsel
5 included work on the complaint, including drafting, analysis and related issues; work on pleading
6 motions; case strategy and management, including conferring with co-lead counsel regarding same;
7 communicating, monitoring and coordinating with the California Attorney General in joint prosecution
8 efforts; third party discovery work, including fact and legal research, work product preparation,
9 strategy, negotiations, preparation and filing of a motion to compel, and other tasks related to
10 conducting and pursuit of third party discovery; and assistance in expert work and analysis.

11 **B. Lodestar Summary**

12 4. In accordance with this Court's direction (Dkt. 173) and Co-Lead Interim Class
13 Counsel's September 22, 2020, letter concerning time and expense reporting, Zelle LLP's attorneys and
14 staff kept contemporaneous records of the time they spent on this litigation. A report that reflects the
15 contemporaneous time entries for the work performed by Zelle LLP was delivered to Co-Lead Interim
16 Class Counsel for their review. Co-Lead Interim Class Counsel and my office have reviewed my
17 firm's daily time records to ensure compliance with the rules set forth by Co-Lead Interim Class
18 Counsel and exercised billing judgment to eliminate inefficiency and duplication. Co-Lead Interim
19 Class Counsel are authorized to submit my firm's time records for *in camera* review if requested by the
20 Court.

21 5. The total number of hours spent by Zelle LLP prosecuting this litigation from August
22 10, 2020, through July 1, 2024, is 861.70, with a corresponding lodestar of \$603,451.50. The lodestar
23 does not include any time spent prior to the appointment of class counsel, related to the appointment of
24 class counsel, or after the filing of preliminary approval.

25 6. The following summary chart identifies the individuals who worked on this matter, their
26 titles (Partner, Of Counsel, Associate, Paralegal, Litigation Staff), the total number of hours they
27 worked, their historic hourly billing rates, and their total lodestar. Additional detail concerning the
28 work performed by each of these individuals is set forth below.

Attorney/Year	Title	Hours	Rates	Lodestar
Behti, Anjalee (2020)	Associate	43.30	\$465.00	\$20,134.50
Behti, Anjalee (2021)	Associate	19.70	\$485.00	\$9,554.50
Dugan, James S. (2021)	Associate	43.10	\$485.00	\$20,903.50
Fu, Qianwei (2020)	Partner	11.00	\$680.00	\$7,480.00
Fu, Qianwei (2021-2023)	Partner	228.10	\$695.00	\$158,529.50
Micheletti, Christopher T. (2020)	Partner	7.90	\$905.00	\$7,149.50
Micheletti, Christopher T. (2021-2023)	Partner	248.00	\$925.00	\$229,400.00
Micheletti, Christopher T. (2023)	Partner	1.00	\$975.00	\$975.00
Micheletti, Christopher T. (2024)	Partner	1.40	\$1,025.00	\$1,435.00
Newman, Robert L. (2020)	Paralegal	4.60	\$310.00	\$1,426.00
Newman, Robert L. (2021-2023)	Paralegal	51.60	\$320.00	\$16,512.00
Newman, Robert L. (2024)	Paralegal	0.20	\$360.00	\$72.00
Wang, Bryan (2021-2022)	Associate	127.00	\$505.00	\$64,135.00
Zahid, Judith A. (2020)	Partner	63.00	\$875.00	\$55,125.00
Zahid, Judith A. (2021)	Partner	11.80	\$900.00	\$10,620.00
GRAND TOTAL		861.70		\$603,451.50

C. Staffing and Tasks Performed on This Matter

7. Zelle LLP staffed this matter with attorneys and professionals who performed tasks based on their skills, expertise, and experience. The individuals who worked on this matter and the tasks they performed are described below:

- Anjalee Behti, Associate: Monitor and coordination with California Attorney General case; work on pleading motions.

- James S. Dugan, Associate: Research, work product preparation and other tasks related to third party discovery.
- Qianwei Fu, Partner: Research, work product preparation, strategy, negotiations, motion to compel and other tasks related to third party discovery; work on pleading motions; case strategy and management.
- Christopher T. Micheletti, Partner: Work on complaint; research, work product preparation, strategy, negotiations, motion to compel and other tasks related to third party discovery; work on pleading motions; case strategy and management; expert work plan; coordination with California Attorney General counsel.
- Robert L. Newman, Paralegal: Research, work product preparation and filings related to third party discovery; assist in preparation of motions to compel; monitor and report on California Attorney General case.
- Bryan Wang, Associate: Research, work product preparation, negotiations, and other tasks related to third party discovery.
- Judith A. Zahid, Partner: Work on complaint; work on pleading motions; case strategy and management; expert work plan; coordination with California Attorney General counsel.

8. Below is an itemization of time spent by the firm on various categories of work:

Attorney/Paralegal	Tasks	Hours	Lodestar
Anjalee Behti	Pleading and other motions	26.20	\$12,367.00
	Case strategy and management	32.30	\$15,185.50
	Coordination with California Attorney General	2.70	\$1,263.50
	Third party discovery	0.80	\$388.00
	Attend hearings	1.00	\$485.00
James S. Dugan	Pleading and other motions	20.40	\$9,894.00
	Case strategy and management	2.10	\$1,018.50
	Third party discovery	20.60	\$9,991.00

Attorney/Paralegal	Tasks	Hours	Lodestar
Qianwei Fu	Pleading and other motions	19.90	\$13,683.50
	Case strategy and management	4.90	\$3,387.50
	Coordination with California Attorney General	0.20	\$139.00
	Third party discovery	213.30	\$148,243.50
	Expert work	0.20	\$139.00
	Attend hearings	0.60	\$417.00
Christopher T. Micheletti	Complaint drafting and analysis	4.7	\$4,253.50
	Pleading and other motions	1.60	\$1,462.00
	Case strategy and management	23.90	\$22,257.50
	Coordination with California Attorney General	14.90	\$13,776.50
	Third party discovery	208.60	\$192,955.00
	Expert work	0.30	\$277.50
	Attend hearings	4.30	\$3,977.50
Robert L. Newman	Pleading and other motions	0.90	\$288.00
	Case strategy and management	14.30	\$4,565.00
	Coordination with California Attorney General	2.70	\$837.00
	Third party discovery	38.50	\$12,320.00
Bryan Wang	Third party discovery	127.00	\$64,135.00
Judith A. Zahid	Complaint drafting and analysis	0.70	\$612.50
	Pleading and other motions	12.90	\$11,287.50
	Case strategy and management	9.70	\$8,567.50
	Coordination with California Attorney General	44.40	\$38,940.00
	Third party discovery	2.40	\$2,160.00
	Expert work	0.30	\$270.00
	Attend hearings	4.40	\$3,907.50

II. HOURLY RATES

9. The historical hourly rates submitted by Zelle LLP in this matter are the firm's usual and customary rates that were charged by the firm in similar matters in which the firm is paid on a contingent basis. Zelle LLP has also charged these rates on noncontingent antitrust matters.

10. Recently, Zelle LLP hourly rates, including the rates for numerous of these specific timekeepers that worked on this matter, were submitted to, and approved by courts as a cross-check review for the award of percentage-of-the-fund fees in the following matters:

- *In Re: Packaged Seafood Products Litigation*, No. 15-MD-2670 (S.D. Cal.).
- *In re Local TV Advertising Antitrust Litig.*, MDL No. 2867 (N.D. Ill.).
- *In Re: Cathode Ray Tube (CRT) Antitrust Litigation*, Master File No. 4:07-cv-05944-JST (N.D. Cal.).

III. LITIGATION EXPENSES

11. Below is an itemized list of the unreimbursed expenses Zelle LLP incurred during the prosecution of this litigation while performing work assigned by Co-Lead Interim Class Counsel. Those expenses are reflected in the firm's books and records that are regularly maintained in the ordinary course of the firm's business and are based on the receipts and data maintained by the firm.

Category	Amount Incurred
Court Fees	\$727.95
Delivery Service/Messenger	\$128.29
Process/Service Fees	\$3,773.40
Research	\$2,235.24
Telephone	\$11.95
Total:	\$6,876.83
Contributions to the Litigation Fund:	\$100,000.00

12. The firm also contributed \$100,000.00 to the litigation fund maintained by Co-Lead Interim Class Counsel.

13. The expenses listed above—including computer research—were incurred specifically for this case and do not include any costs for general firm overhead.

14. Zelle LLP will not seek payment for work, lodestar, or expenses related to this litigation other than those set forth in this declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 5th day of December 2024, at Palm Springs, California.

/s/ Christopher T. Micheletti
Christopher T. Micheletti

EXHIBIT 4

Michael P. Lehmann (SBN 77152)
Christopher L. Lebsack (SBN 184546)
Kyle G. Bates (SBN 299114)
Samantha Derksen (*pro hac vice*)
Tae Kim (SBN 331362)

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Co-Lead Class Counsel (Federal Action)

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO
DEPARTMENT 613

THE PEOPLE OF THE STATE OF
CALIFORNIA,

Plaintiffs,

v.

VITOL INC.; SK ENERGY AMERICAS,
INC.; SK TRADING INTERNATIONAL
CO., LTD.,

Defendants.

Case No. CGC-20-584456

**[PROPOSED] ORDER GRANTING
FEDERAL CLASS COUNSEL'S MOTION
FOR AWARD OF ATTORNEYS' FEES**

1 Upon consideration of Federal Class Counsel’s Motion for Award of Attorneys’ Fees,
2 **IT IS HEREBY ORDERED** that the Motion is Granted, and Federal Class Counsel is
3 awarded \$3,000,000 in attorneys’ fees from the \$37,500,000 Cartwright Act Settlement Fund entered
4 into between Defendants in this matter and the California Attorney General. The Court finds that
5 Federal Class Counsel materially contributed to the Cartwright Act settlement (as recognized by both
6 the California Attorney General and Defendants) and is entitled to an award of 8% of that settlement
7 fund. The collective attorneys’ fees awards in this matter do not exceed one-third of the Cartwright
8 Act Settlement Fund, which is a reasonable total fee award for the prosecution of this litigation.

9 Federal Class Counsel and the California Attorney General shall meet and confer regarding
10 the timing the payment of the attorneys’ fees award.

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12 Dated: February __, 2025.

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ANDREW Y.S. CHENG
Judge of the Superior Court

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Christopher L. Lebsack (SBN 184546)
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Co-Lead Class Counsel (Federal Action)

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO
DEPARTMENT 613

THE PEOPLE OF THE STATE OF
CALIFORNIA,

Plaintiffs,

v.

VITOL INC.; SK ENERGY AMERICAS,
INC.; SK TRADING INTERNATIONAL
CO., LTD.,

Defendants.

Case No. CGC-20-584456

**[PROPOSED] ORDER GRANTING
UNOPPOSED MOTION FOR LEAVE TO
INTERVENE**

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PROOF OF SERVICE

I hereby certify that on December 6, 2024, I electronically served the following documents by using the File & ServeXpress system and transmitting a true copy via electronic mail in accordance with California Code of Civil Procedure Section 1010.6 and California Rules of Court 2.251.

/s/ Dena C. Sharp
Dena C. Sharp