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21 *Interim Co-Lead Counsel for Indirect Purchaser Plaintiffs*

22 **UNITED STATES DISTRICT COURT**
23 **NORTHERN DISTRICT OF CALIFORNIA**
24 **OAKLAND DIVISION**

25 **IN RE: LITHIUM ION BATTERIES**
26 **ANTITRUST LITIGATION**

Case No. 13-MD-02420 YGR (DMR)

MDL No. 2420

***CORRECTED* JOINT DECLARATION OF
STEVEN N. WILLIAMS, STEVE W.
BERMAN, AND ELIZABETH J.
CABRASER IN SUPPORT OF INDIRECT
PURCHASER PLAINTIFFS' MOTION
FOR AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES, AND
CLASS REPRESENTATIVE SERVICE
AWARDS**

27 **This Document Relates to:**
28 **ALL INDIRECT PURCHASER ACTIONS**

Date: August 1, 2017
Time: 2:00 p.m.
Judge: Hon. Yvonne Gonzalez Rogers
Location: Courtroom 1- 4th Floor

DATE ACTION FILED: Oct. 3, 2012

1 Steven N. Williams, Steve W. Berman, and Elizabeth J. Cabraser jointly declare as follows:

2 1. Steven N. Williams is an attorney duly licensed to practice law before this court.

3 He is a member of the California Bar, and is a partner at the law firm of Cotchett, Pitre, &

4 McCarthy, LLP (“CPM”).

5 2. Elizabeth J. Cabraser is an attorney duly licensed to practice law before this court.

6 She is a member of the California Bar, and is a partner at the law firm of Lieff Cabraser Heimann

7 & Bernstein, LLP (“LCHB”).

8 3. Steve W. Berman is an attorney duly licensed to practice law before this court. He

9 is a member of the Washington Bar, and has been admitted to this court *pro hac vice*. He is a

10 partner at the law firm of Hagens Berman Sobol and Shapiro LLP (“HBSS”).

11 4. These three attorneys and their firms have been named Interim Co-Lead Class
12 Counsel for the Indirect Purchaser Plaintiffs (“IPPs” or “Plaintiffs”) by the Court in this action.¹

13 See Order Appoint’g Interim Co-Lead Counsel & Liaison Counsel for Direct Purchaser Pls. &
14 Appoint’g Interim Co-Lead Counsel and Liaison Counsel for IPPs (“Order Appoint’g Co-Lead
15 Counsel”) (May 17, 2013), ECF No. 194.

16 5. Each of these attorneys declares that she or he has personal knowledge of the
17 matters set forth herein, and if called upon to testify thereto, could do so competently. Each makes
18 this declaration pursuant to 28 U.S.C. § 1746.

19 6. Class Counsel has prosecuted this litigation solely on a contingent-fee basis, and
20 have been at risk that they would not receive any compensation for prosecuting claims against the
21 defendants. These attorneys and their firms devoted their time and resources to this matter, and
22 have foregone other legal work for which they otherwise would have been compensated.

23 _____

24
25 ¹ Throughout this declaration, the term “Co-Lead Counsel” refers to the law firms of
26 Cotchett, Pitre & McCarthy, LLP, Hagens Berman Sobol Shapiro LLP, and Lieff Cabraser
27 Heimann & Bernstein, LLP. The term “Supporting Counsel” refers to the law firms that assisted
28 Co-Lead Counsel in litigating this case. The term “Class Counsel” refers to all the attorneys and
law firms that represented IPPs in this case, including Co-Lead Counsel and Supporting Counsel.

1 2013), ECF No. 1. Interim Co-Lead Counsel participated in proceedings before the JPML, where
2 defendants and numerous plaintiffs in the tag-along actions argued that that the related actions
3 should be transferred and centralized in the Northern District of California. On February 6, 2013,
4 the JPML transferred all cases to this Court and found centralization appropriate under 28 U.S.C.
5 §1407. *Id.*

6 11. On May 17, 2013, this Court appointed Cotchett, Pitre & McCarthy, LLP, Hagens
7 Berman Sobol Shapiro LLP, and Lieff Cabraser Heimann & Bernstein, LLP as Interim Co-Lead
8 Counsel for the IPPs. *See Order Appoint'g Co-Lead Counsel.* Jennie Anderson of Andrus
9 Anderson LLP was appointed Liaison Counsel for the IPPs. *Id.*

10 12. Since our appointment as Interim Co-Lead Class Counsel for IPPs, our firms have
11 together supervised the activities of all counsel for the IPPs in prosecuting this litigation. This
12 litigation is unique in its size and complexity. From the outset, our firms have diligently worked to
13 advance the claims of members of the proposed IPP classes, and have performed the services
14 described below on behalf of the proposed IPP class.

15 **SUMMARY OF WORK PERFORMED**

16 13. As demonstrated by the more than 1,805 docket entries, every aspect of this case
17 has been vigorously contested by some of the most sophisticated defense counsel in the country.

18 14. Co-Lead Counsel supervised and directed the work performed by Supporting
19 Counsel in an effort to prevent duplicative effort and ensure that all work was performed
20 effectively and efficiently. Because this case was brought by Class Counsel who litigated prior
21 electronic component price-fixing cases, Class Counsel were able to apply that experience to
22 litigate this case with exceptional efficiency.

23 15. During the course of this hard-fought, nearly five-year litigation, Class Counsel
24 performed the work summarized below.

25 16. **Complaints:** Class Counsel researched and prepared four comprehensive
26 consolidated amended complaints detailing defendants' alleged violations of the antitrust laws.

27 17. **Class Representative Discovery:** Unlike in other component price-fixing cases,

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1 defendants spent the bulk of the first three years attacking individual Class Representatives by
2 disputing their standing. Class Counsel’s work related to Class Representatives included:

- 3 • Extended discovery disputes regarding “metadata” that accompanied Class
4 Representatives’ receipts and photographs of lithium-ion battery product purchases.
- 5 • Preparation of Class Representatives for and defending 32 lengthy and contentious
6 Class Representative depositions, lasting a total of more than 144 hours
7 (approximately 4.5 hours per deposition on average). This caused IPPs and Class
8 Counsel to devote significant time and incur enormous expense.
- 9 • Work with Class Representatives to respond to voluminous written discovery,
10 including three sets of interrogatories (22 individual interrogatories total); three sets
11 of document requests (37 individual requests total); and one set of admission to
12 each of the Class Representatives (four individual requests). For document
13 collection and production alone and document hosting in this case, IPPs spent
14 \$660,994.53, a significant portion of which was paid to iDiscovery Solutions and
15 Omega Discovery Solutions to collect and review Class Representative documents
16 for production.

17 18. **Plaintiffs’ Written Discovery:** Class Counsel has conducted an enormous amount
18 of written discovery. For efficiency purposes, much of this work was done in coordination with
19 Direct Purchaser Plaintiffs. This discovery included:

- 20 • Reviewing and analyzing 2,760,613 pages of documents (approximately 41 percent
21 of which were in a foreign language) produced from the files of over 250 negotiated
22 custodians. IPPs contracted with Catalyst, Omega Discovery Solutions, and
23 iDiscovery Solutions to retrieve, host, review, and synthesize these documents.
24 Class Counsel organized and retained a team of lawyers (including document
25 reviewers with foreign language abilities) that reviewed, searched, and extensively
26 coded and analyzed these foreign language documents. Of the \$660,994.53 spent
27 by IPPs for ESI efforts and document hosting, the majority for hosting these

1 documents and for the document review platform used by IPPs. IPPs spent over
2 58,304.10 hours reviewing and analyzing these documents;

- 3 • Translating nearly 1,400 documents produced by defendants; and
- 4 • Propounding 22 interrogatories, 78 document requests, and 1,482 requests for
5 admissions.²

6 19. **Plaintiffs' Depositions:** IPPs have aggressively prosecuted this case by taking 34
7 merits depositions of Defendants' witnesses, almost all of whom testified in Japanese or Korean,
8 requiring additional time and expense. To increase efficiency, IPPs and DPPs coordinated on
9 these depositions, alternating on who took the lead on each deposition. IPPs first-chaired 21 of the
10 merits depositions. In total, the merits depositions lasted more than 80 days and involved more
11 than 1,000 exhibits.

12 20. **Motions to Dismiss:** Plaintiffs defended against three rounds of motions to
13 dismiss. **First**, Defendants filed one joint and five individual motions to dismiss the CCAC. *See*
14 ECF Nos. 288 (Joint Motion); 284 (Hitachi and Maxell); 289 (Panasonic and Sanyo); 291 (LG
15 Chem America); 293 (Toshiba); 296 (Sony). Defendants argued: (1) IPPs failed to allege a
16 plausible "overarching" conspiracy involving each Defendant; (2) IPPs' claims were barred by the
17 statute of limitations; (3) Defendants' U.S.-based subsidiaries were not properly named as
18 Defendants; and (4) various state law claims should be dismissed. *Id.* In total, the first round of
19 motions to dismiss generated 278 pages of briefing. **Second**, Defendants filed a joint supplemental
20 motion to dismiss that challenged IPPs' antitrust standing and claims under various state laws.
21 Defs.' Joint Suppl. Mot. to Dismiss the IPPs' Consol. Am. Compl. (Phase II) (Mar. 7, 2014), ECF
22 No. 401. Briefing related to this motion totaled 284 pages. **Third**, on April 25, 2015, Defendants
23 filed another round of motions to dismiss, including one joint motion and seven individual

24 _____
25
26 ² Many of these requests for admissions involved requests for authentication.

1 motions. *See* ECF Nos. 428 (Joint Motion); 424 (GS Yuasa); 425 (LG Chem America); 427
 2 (Hitachi and Maxell); 426 (NEC); 429 (Panasonic and Sanyo); 431 (Sony); 430 (Toshiba). In
 3 total, the third round of motions to dismiss generated 227 pages of briefing.

4 21. **Toshiba’s Motion for Summary Judgment:** Class Counsel successfully defended
 5 against Toshiba’s summary judgment motion. Work on opposing this motion required extensive
 6 document review and analysis, depositions, and legal research and writing. To economize, Class
 7 Counsel coordinated efforts on this opposition with DPPs.

8 22. **Motions to Compel:** Plaintiffs brought and prevailed at least in part on 12 motions
 9 to compel as summarized in the chart below. As with depositions of defendant witnesses, IPPs
 10 coordinated briefing and argument with DPPs for efficiency purposes. Nevertheless, these
 11 motions necessitated large amounts of time for meet-and-confers, briefing, and hearing
 12 preparation.

Order on Motion to Compel	Date	Outcome
Order on Joint Disc. Letter Br. re LG Chem’s Interrog. Resp., ECF No. 805	Aug. 21, 2015	Granted
Order on Joint Disc. Letter, ECF No. 690	Mar. 17, 2015	Granted
Order on Joint Disc. Letter, ECF No. 710	Apr. 1, 2015	Granted
Minute Entry re Joint Disc. Letter Br. re LG Chem’s Interrog. Resp., ECF No. 781	Aug. 13, 2015	Granted
Order on Pls.’ Mot. to Continue Dep. Hiroshi Kubo, ECF No. 822	Aug. 31, 2015	Granted
Order re Pls.’ Mot. to Compel Dep. Seok Hwan Kwak, ECF No. 836	Sept. 15, 2015	Granted
Minute Entry re Joint Disc. Letter Br. re LG Chem’s Data Preservation and Docs. Used to Refresh Deponent’s Memory, ECF No 1066	Feb. 4, 2016	Granted
Order Grant’g Pls.’ Mot. to Compel Dep. Jae Jeong Joe, ECF No. 1177	Mar. 24, 2016	Granted
Minute Entry re Disc. Letter Br. re Compel’g Produc. of Walmart Data, ECF No. 1411	Aug. 25, 2016	Granted
Minute Entry re Disc. Letter Br. re Mot. to Compel Robert Bosch Tool Corp., ECF No. 1530	Oct. 13, 2016	Granted in part
Minute Entry re Disc. Letter Br. re Mot. to Compel Canon, ECF No. 1530	Oct. 13, 2016	Granted in part
Minute Entry re Disc. Letter Br. re Compel’g Sanyo to Produce Docs. of Hiroshi Shimokomaki, ECF No. 1547	Oct. 27, 2016	Granted in part

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1 23. **Third-Party Discovery:** In order to address economic issues, such as pass-
2 through, Class Counsel engaged in extensive third-party discovery, which included 140 subpoenas
3 to third-parties for data and four third-party depositions related to that data. This work resulted in
4 71 datasets recording the non-parties' purchases and sales of lithium-ion batteries and packs and
5 products containing lithium-ion batteries.

6 24. **Expert Work and Data Analysis:** Because this is a complex antitrust case,
7 litigating the case required extensive work with experts, including econometric analysis. Class
8 Counsel's work related to experts is summarized below. This work involved many hours of
9 discussion, research, and analysis. The work of Drs. Leamer and Abrantes-Metz informed all
10 aspects of IPPs' prosecution of this case, including their settlement negotiations. As a result of this
11 work, IPPs incurred a total of \$3,299,326.78 in expert expenses.

- 12 • Taking three depositions of defendants' experts;
- 13 • Retaining University of California Los Angeles Economics Professor Edward E.
14 Leamer to analyze the impact of the conspiracy and resulting damages using
15 statistical modeling;
- 16 • EconOne performed work at the direction of Dr. Leamer, which included analyzing
17 Defendants' and non-parties' transactional data. EconOne analyzed data from more
18 than seventy-one non-parties and from each Defendant. This analysis involved a
19 systematic analysis of more than 381 gigabytes of data;
- 20 • Engaging an industry expert and applEcon for additional data collection;
- 21 • Retaining Dr. Rosa Abrantes-Metz to analyze the available economic evidence and
22 whether it supports the existence and impact of the alleged conspiracy;
- 23 • Defending two experts at deposition. Drs. Leamer and Abrantes-Metz were
24 deposed by Defendants for a collective sixteen-and-a-half hours.

25 25. **Class Certification and *Daubert* Motions:** IPPs filed their motion for class
26 certification along with the expert reports of economists Dr. Edward Leamer and Dr. Rosa
27 Abrantes-Metz on January 22, 2016. Each of the expert reports filed by IPPs was based on

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1 extensive economic analyses of Defendants' and third-party documents, transactional data and
2 opposing expert reports, and took many hours to complete. Five expert depositions were taken in
3 relation to these motions.

4 26. **Settlements:** In order to negotiate and effectuate settlements with Sony, LG Chem,
5 Hitachi Maxell, and NEC, Class Counsel performed extensive document review and analysis, legal
6 research, and data analysis to prepare for settlement negotiations. Class Counsel performed
7 significant work drafting the settlement agreement and moving for approval of the settlement with
8 this Court. Class Counsel also spent time and resources developing a notice program to inform
9 Class Members of the pending settlements.

10 27. **Legal Research:** In addition to the work described above, Class Counsel
11 performed exhaustive legal research regarding the claims and the defenses, particularly with
12 respect to Defendants' multiple rounds of motions to dismiss, and Toshiba's motion for summary
13 judgment based on its alleged withdrawal from the conspiracy

14 28. As part of the discovery in this case, Class Counsel have invested a total of
15 69,616.75 hours and \$660,994.53 in out-of-pocket expenses since this case began in 2012. Class
16 Counsel has invested a total of 86,185.95 hours in this case and approximately \$4.4 million in
17 costs.

18 29. Throughout the litigation, Class Counsel have prosecuted this case on a contingent
19 basis, funding the case out-of-pocket, without the use of outside litigation funders.

20 **SETTLEMENT PROCESS**

21 30. IPPs have settled with half of the defendant families in this case, securing a
22 Settlement Fund totaling \$44,950,000 (\$64,450,000 including the Sony settlement) in cash for the
23 IPP Class.

24 31. Class Counsel have also secured cooperation from the four settling Defendants in
25 the ongoing action against non-settling defendants, two of whom (Samsung and Sanyo) are the
26 biggest worldwide manufacturers of lithium-ion batteries.

27 32. IPPs entered into the four settlements only after extensive discovery, analysis of

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1 liability and damages evidence.

2 33. The amount of each settlement, and the percentage share of single damages
3 attributable to that Defendant that each settlement represents is provided below:

Defendant Family	Damages Attributed to Defendant Family By IPPs	Percent Share of Total Damages	Contribution to Settlement Fund	Percent Recovery for IPPs (of Damages Attributed to Defendant Family by IPPs)
Hitachi Maxell	\$3,187,687	0.3%	\$3,450,000	108.2%
NEC	\$967,035	0.1%	\$2,500,000	258.5%
LG Chem	\$123,312,217	12.8%	\$39,000,000	31.6%
Sony	\$239,725,760	24.8%	\$19,500,000	8.1% ³
TOTAL	\$367,192,699	38%	\$64,450,000	17.55%

11
12 34. The terms of these settlements are detailed in IPPs' various motions for preliminary
13 and final approval. *See* IPPs' Mot. for Preliminary Approval of the Sony Settlement at 5-9 (Apr.
14 8, 2016), ECF No. 1209; IPPs' Mot. for Final Approval of the Sony Settlement at 6-9 (Oct. 4,
15 2016), ECF No. 1504; IPPs' Mot. for Preliminary Approval of the LG Chem Settlement at 3-5
16 (Dec. 6, 2016), ECF No. 1652; IPPs' Mot. for Preliminary Approval of the Hitachi & NEC
17 Settlements at 3-6 (Jan. 24, 2017), ECF No. 1672.

BILLING SUMMARIES

18
19 35. Class Counsel request \$11.24 million in attorneys' fees, which amounts to less than
20 33% of their lodestar of \$34,452,208.50. This amount represents a .32.62 multiplier.

21
22
23
24 ³ The Sony settlement included all types of lithium-ion batteries (prismatic, polymer, and
25 cylindrical), making the percent recovery somewhat different than the model proposed by IPPs in
26 support of the motion for class certification. To make a meaningful comparison across settlements,
27 IPPs provided the estimated recovery for the Sony settlement against the current damage model.

1 36. Class Counsel believes that this amount is reasonable, in light of the thus-
2 uncompensated time and effort thus far invested in the case, the work performed on behalf of the
3 class, and the risks faced by Class Counsel.

4 37. Throughout this case, Class Counsel have been mindful of the efficiency guidelines
5 set forth in Exhibit A of this Court's Modified Pretrial Order No. 1 (May 24, 2013), ECF No. 202.

6 38. Of the hours spent on this case, 68.68% represent hours by Co-Lead Counsel. The
7 law firms of Straus & Boies, Kirby McInerney, and Susman Godfrey represent 15.10% of the total
8 hours due to their respective roles of handling translations and translation objections, handling
9 high level foreign language document analysis and deposition check interpreting, and defending
10 Class Representative depositions. The bulk of the time spent by other firms involved document
11 review and analysis and handling issues related to their respective client Class Representatives.

12 39. Class Counsel audited the time records prior to their submission here and
13 eliminated time entries that did not comply with this Court's order or were otherwise inefficient or
14 duplicative. The time records have also been redacted based on attorney-client privilege and the
15 work product doctrine.

16 40. Class Counsel capped document reviewer rates at \$450 per hour for foreign
17 language reviewers and \$350 for English language reviewers.

18 41. We have reviewed the time and expenses reported by Class Counsel in this case
19 which are included in this declaration, and affirm that they are true and accurate.

20 42. Attached to the Joint Declaration of Steven N. Williams, Steve W. Berman, and
21 Elizabeth J. Cabraser (ECF No. 1813) as **Exhibit 1** is the 2016 National Law Journal Billing
22 Survey. Class Counsel's hourly rates are in accordance with reasonable prevailing rates as shown
23 in Exhibit 1.

24 43. Attached to the Joint Declaration of Steven N. Williams, Steve W. Berman, and
25 Elizabeth J. Cabraser (ECF No. 1813) as **Exhibit 2** is a billing summary of the total hours and
26 lodestar for Class Counsel, computed at historical rates, from June 1, 2013 to February 28, 2017.

1 Class Counsel is not seeking to include in the lodestar cross-check any time billed prior to the
2 appointment of Co-Lead Counsel.

3 44. Each firm (whether Co-Lead Counsel or Supporting Counsel) has provided a
4 separate declaration which provides both detailed time records and information about the amounts
5 spent in the case. The declarations of the non-Co-Lead firms are attached as **Exhibits 3 to 42** to
6 the Joint Declaration of Steven N. Williams, Steve W. Berman, and Elizabeth J. Cabraser (ECF
7 No. 1813). The declaration of Steven Williams on behalf of Cotchett, Pitre & McCarthy, LLP, the
8 declaration of Steve Berman on behalf of Hagens Berman Sobol Shapiro LLP, and the declaration
9 of Brendan Glackin on behalf of Lief Cabraser Heimann & Bernstein, LLP are filed separately
10 herewith.

11 **EXPENSE SUMMARIES**

12 45. Class Counsel also request reimbursement of litigation costs and expenses they
13 incurred on behalf of the IPP Class in the amount of \$4,159,515.28. These consist predominantly
14 of expert, translation, and ESI-related expenses paid for by the common litigation fund. The
15 expenses for which reimbursement is sought in this motion are discussed in more detail in the
16 Declaration of Brendan P. Glackin filed herewith. That declaration also includes invoices for the
17 expenses for which reimbursement is sought.

18 46. Class Counsel believe that this request for expenses is reasonable in light of the
19 length of this case and the fact that Class Counsel may continue to litigate this case for years
20 before its conclusion.

21 47. Throughout the litigation, Class Counsel have prosecuted this case on a contingent
22 basis, funding the case out-of-pocket, without the use of outside litigation funders.

CLASS REPRESENTATIVE SERVICE AWARDS

48. The 23 Class Representatives⁴ in this litigation have remained actively involved throughout the litigation of this case.

49. Each Class Representative has responded to voluminous discovery, devoted significant time to diligently prepare for his or her deposition with Class Counsel, and been deposed at length by defendants.

50. Class Counsel request service awards in the amount of \$1,500 for each Class Representative (for a total amount of \$34,500 from the Settlement Fund) to compensate each for his or her service, diligence, and effort on behalf of the entire IPP Class.

51. The Class Representative declarations are attached as Exhibits 43 to 65 to the Joint Declaration of Steven N. Williams, Steve W. Berman, and Elizabeth J. Cabraser (ECF No. 1813).

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

Executed on this 29th day of May, 2017 at Burlingame, California.

/s/ Steven N. Williams
Steven N. Williams

/s/ Steve W. Berman
Steve W. Berman

/s/ Elizabeth J. Cabraser
Elizabeth J. Cabraser

⁴ The Class Representatives for whom Class Counsel seek service awards are those named in the LG Chem, Hitachi Maxell, and NEC settlements: Christopher Hunt, Piya Robert Rojanasathit, Steven Bugge, Tom Pham, Bradley Seldin, Patrick McGuinness, Jason Ames, William Cabral, Joseph O’Daniel, David Tolchin, Matt Bryant, Sheri Harmon, Christopher Bessette, Linda Lincoln, Bradley Van Patten, the City of Palo Alto, the City of Richmond, John Kopp, Drew Fennelly, Donna Shawn, Cindy Booze, Matthew Ence, and Caleb Batey.