

EXHIBIT 18

1 *Counsel for Indirect Purchaser Plaintiffs*

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UNITED STATES DISTRICT COURT

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NORTHERN DISTRICT OF CALIFORNIA

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OAKLAND DIVISION

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

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

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MDL NO. 2420

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**DECLARATION OF JUDD B.
GROSSMAN IN SUPPORT OF INDIRECT
PURCHASER PLAINTIFFS' MOTION
FOR AN AWARD OF ATTORNEYS'
FEES AND REIMBURSEMENT OF
EXPENSES ON BEHALF OF GROSSMAN
LLP**

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This Document Relates to:

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ALL INDIRECT PURCHASER ACTIONS

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1 I, Judd B. Grossman, declare:

2 1. I am the Founder and Managing Partner of Grossman LLP, Counsel for Indirect
3 Purchaser Plaintiffs (“IPPs” or “Plaintiffs”) in this action. I submit this declaration in support of
4 IPPs’ Motion for an Award of Attorneys’ Fees and Reimbursement of Expenses. I make this
5 declaration based on my personal knowledge and if called as a witness, I could and would
6 competently testify to the matters stated herein.

7 2. My firm has served as counsel to Plaintiff David Tolchin and as counsel for IPPs
8 throughout the course of this litigation. The background and experience of Grossman LLP and its
9 attorneys are summarized in the curriculum vitae attached hereto as **Exhibit A**.

10 3. Grossman LLP has prosecuted this litigation solely on a contingent-fee basis, and
11 has been at risk that it would not receive any compensation for prosecuting claims against the
12 defendants. While Grossman LLP devoted its time and resources to this matter, it has foregone
13 other legal work for which it would have been compensated.

14 4. During the pendency of the litigation, Grossman LLP performed the following
15 work: Preparation and defense of Plaintiff David Tolchin’s deposition testimony; coordinating,
16 drafting and completion of discovery responses, including interrogatories and document
17 production; communicating with Plaintiff regarding terms of proposed settlements; and review of
18 all proposed settlement agreements and communications with Plaintiff regarding duties to the
19 class in settlement approval.

20 5. Attached hereto as **Exhibit B** is a billing summary of Grossman LLP’s total hours
21 and lodestar, computed at current billing rates, from June 1, 2013 to February 28, 2017. Counsel
22 for Plaintiffs are not seeking attorneys’ fees for any time billed prior to the appointment of lead
23 counsel. *See* Order dated May 17, 2013 (ECF No. 194). The total number of hours spent by
24 Grossman LLP during this period of time was 27.6, with a corresponding lodestar based on current
25 rates of \$14,659.50. The lodestar amount reflected in Exhibit B is for work assigned by Lead
26 Counsel, and was performed by professional staff at my law firm. This summary was prepared
27 from contemporaneous, daily time records regularly prepared and maintained by Grossman LLP.

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DECLARATION OF JUDD B. GROSSMAN IN SUPPORT OF IPPS’ MOTION FOR AN
AWARD OF ATTORNEYS’ FEES AND REIMBURSEMENT OF EXPENSES ON BEHALF
OF GROSSMAN LLP; Case No. 13-md-02420-YGR (DMR)

1 6. Attached hereto as **Exhibit C** is a list of the various billing rates each attorney and
2 staff member at my firm has billed at in this case.

3 7. Attached hereto as **Exhibit D** is a compilation of my firm's detailed records at
4 historical billing rates. The entries in **Exhibit D** have been redacted per the Court's Order in ECF
5 No. 1803.

6 8. Attached hereto as **Exhibit E** is a summary of the expenses Grossman LLP has
7 incurred during the course of this litigation. Grossman LLP expended a total of \$1,075.30 in
8 unreimbursed costs and expenses in connection with the prosecution of this case. These expenses
9 were incurred on behalf of IPPs by Grossman LLP on a contingent basis and have not been
10 reimbursed. The expenses reflected in **Exhibit E** were prepared from expense vouchers, receipts,
11 and bank records, and thus represent an accurate recordation of the expenses incurred.

12 9. I have reviewed the time and expenses reported by Grossman LLP in this case
13 which are included in this declaration, and I affirm that they are true and accurate.

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

17 Executed on May 23, 2017 at New York, New York.

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/s/ Judd B. Grossman

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Judd B. Grossman

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EXHIBIT A

EXHIBIT A

GROSSMAN LLP

ATTORNEYS AT LAW

Grossman LLP is a litigation law firm representing individual and corporate clients in a wide range of matters, including consumer-fraud class actions, complex commercial disputes, securities and antitrust litigation.

Class Actions

Grossman LLP's attorneys have a broad range of experience in all phases of litigating complex class cases from trial to appeals, including before the United States Supreme Court. The Firm's attorneys' broad experience has included trials of complex corporate and securities matters, as well as appellate work in federal and state courts across the country, resulting in recoveries for clients aggregating well over \$1 billion.

The Firm's attorneys have taken on cutting edge issues resulting in landmark decisions. *See, e.g., Ross v. Bernhard*, 396 U.S. 531 (establishing the right to a jury trial in shareholder derivative actions); *EBC I, Inc. (eToys) v. Goldman, Sachs & Co.*, 5 N.Y.3d 11, 799 N.Y.S.2d 170 (2005) (holding for the first time that an Issuer may assert a cause of action for breach of fiduciary duty against an underwriter). And, acting as lead, or co-lead counsel, the Firm's lawyers have helped obtain substantial recoveries for shareholders. *See, e.g., Caiafa v. Converse Technology, Inc.*, 1:06-cv-01825 (E.D.N.Y.) (\$225 million); *in re Salomon Brothers Treasury Litigation*, 91 Civ. 5471 (S.D.N.Y. 1994) (recovering \$100 million for class of treasury note customers arising out of an alleged market squeeze); *in re First Executive Corporation Securities Litigation*, CV-89-7135 (C.D. Cal. 1994) (claims against Drexel and Michael Milken resulting in a \$100 million recovery).

Grossman LLP's Senior Counsel, Stanley Grossman, has been a leader in the plaintiff's class action bar for 40 years, and he was featured in the New York Law Journal article: "Top Litigators in Securities Field – A Who's Who of City's Leading Courtroom Combatants." In 2008, he argued before the United States Supreme Court in the landmark case *Stoneridge Inv. Partners, LLC v. Scientific-Atlanta, Inc.* 552 U.S. 148 (2008).

Civic Commitment

Grossman LLP's attorneys have demonstrated a firm commitment to civic responsibility and *pro bono* work. The Firm has provided free legal services in a variety of matters, from small cases, all the way to the United States Supreme Court.

Grossman LLP co-authored and filed an *amicus curiae* brief with the United States Supreme Court in *American Tradition Partnership, Inc. v. Bullock*, No. 11-1179, a significant case dealing with critical issues concerning campaign-finance laws in the wake of the Supreme Court's *Citizens United* ruling in 2010.

Stanley Grossman is recognized for his commitment to ethical practices and the enhanced quality of legal representation. He served for three years on the New York City Bar Association's Committee on Ethics, as well as on the Association's Judiciary Committee. He is also actively

involved in civic affairs, having served as a director of the Appleseed Foundation, a national public advocacy group, and the Lincoln Center Institute for the Arts In Education. In 1999, he was appointed by the Association of the Bar of the City of New York to chair a special Blue Ribbon Commission on the future of the City University of New York.

Judd Grossman previously assisted in researching and writing an *amicus curiae* brief on behalf of the prevailing party in *Utah v. Evans*, 536 U.S. 452 (2002). Mr. Grossman also has advised Holocaust survivors seeking reparations for work performed in ghettos, he has represented Hurricane Katrina victims in connection with their efforts to obtain FEMA benefits, and, acting as a Special Prosecutor, he obtained a unanimous affirmance of a criminal conviction in *People v. Smith*, 849 N.Y.S.2d 789 (2d Dep't 2008). Mr. Grossman currently serves on the board of directors of Urban Arts Partnership, a nonprofit organization in New York that advances the academic and social development of underserved public-school students through art-based curricula. And he is a member of Lincoln Center Education, whose mission is to enrich academics through arts-integrated education.

ATTORNEYS

Stanley Grossman

Stanley M. Grossman is Senior Counsel to Grossman LLP. He has litigated complex securities and antitrust actions for over 40 years, and is recognized as a leader in the bar. Mr. Grossman's broad experience has included trials of complex corporate and securities matters, as well as appellate work in federal and state courts across the country, resulting in recoveries for his clients aggregating well over \$1 billion.

For numerous consecutive years he has been named by *Super Lawyers Magazine* as an outstanding attorney in the United States, and he was featured in an *New York Law Journal* article entitled "*Top Litigators in Securities Field — A Who's Who of City's Leading Courtroom Combatants*" (8/1/83). In 2008, he argued before the United States Supreme Court in the landmark case of *Stoneridge Investment Partners v. Scientific-Atlanta*.

Many courts have acknowledged on the record the high quality of the legal representation provided by Mr. Grossman to classes of investors. For example, in *Gartenberg v. Merrill Lynch Asset Management, Inc.*, 79 Civ. 3123 (S.D.N.Y.), where Mr. Grossman was lead trial counsel for plaintiff, Judge Pollack noted at the completion of the trial (Tr. 507):

[I] can fairly say, having remained abreast of the law on the factual and legal matters that have been presented, that I know of no case that has been better presented so as to give the Court an opportunity to reach a determination, for which the Court thanks you.

He has lectured to the profession on various occasions under the auspices of the Southern Federal Securities Institute, Columbia University School of Law, Duke University Law School, University of Arizona Law School, Brooklyn Law School, ALI-ABA, PLI, the New York State Bar Association, and the Association of the Bar of the City of New York. Mr. Grossman is the author of "Commentary: The Social Meaning of Shareholder Suits," 65 BROOKLYN LAW REV. (1999), among other articles.

Mr. Grossman has been active in numerous professional organizations. He is the former president of the National Association of Securities Attorneys (“NASCAT”) – an organization of attorneys specializing in securities class action litigation. During his tenure, he represented NASCAT in meetings with the Chairman of the Securities and Exchange Commission, members of Congress and of the Executive Branch in furnishing input and commentary on legislation which became the Private Securities Litigation Reform Act of 1995 (“PSLRA”). In the summer of 1998, at the invitation of Chairman of the Judiciary Committee Henry Hyde, Mr. Grossman testified before Congress on proposed legislation dealing with “federalization of state class actions.” Subsequent to the hearings, Mr. Grossman was requested to participate with Congressional counsel in drafting proposed legislation.

He has served as a member of the Judiciary Committee of the Association of the Bar of the City of New York, the Committee on Professional and Judicial Ethics; State Courts of Superior Jurisdiction; and Trade and Antitrust. He is also a member of the Litigation Bar dealing with class actions at the American Bar Association.

Mr. Grossman is actively involved in local and national civic affairs. He has served as a director of the Lincoln Center Institute for the Arts in Education, as well as a member of the Appleseed Foundation, a national public interest advocacy group. In June, 1990, he was appointed by the Association of the Bar of the City of New York to chair a special Blue Ribbon Commission on the future of the City University of New York. Upon the publication of the Commission’s Report, the President of the Association described it as “insightful, measured and persuasive . . . a striking example of the very best of what this Association can do.”

Stanley Grossman graduated from Brooklyn Law School (J.D. 1967) and from New York University and College of the City of New York (B.B.A. 1964). He is admitted to practice in the U.S. Supreme Court, the U.S. Courts of Appeals for the First and Second Circuits, the U.S. District Courts for the Southern and Eastern Districts of New York, and New York.

Judd B. Grossman

Judd Grossman is the Managing Partner of Grossman LLP. Mr. Grossman represents plaintiffs and defendants in a wide range of complex commercial cases, including consumer fraud, securities, insurance, antitrust, and art-related disputes in state and federal trial and appellate courts throughout the country. Prior to founding Grossman LLP, Mr. Grossman was a Counsel in the securities-litigation practice group of O’Melveny & Myers LLP, before joining the Dontzin Law Firm LLP, an international litigation boutique law firm. Mr. Grossman was named a New York Super Lawyers “Rising Star” for Litigation for each of the past three years.

Mr. Grossman graduated *cum laude* from the University of Pennsylvania, where he also received his law degree. Following law school, he served as a law clerk to the Hon. Jerome B. Simandle, currently the Chief Judge for the United States District Court for the District of New Jersey. He is admitted to practice in the U.S. Court of Appeals for the Second Circuit, the U.S. District Courts for the Southern and Eastern Districts of New York, New York and New Jersey.

Kate Lucas

Kate Lucas has experience in complex litigation and contract matters involving companies across a variety of industries, including entertainment, health care, insurance, and education. Prior to joining Grossman LLP, Ms. Lucas was an associate at Ropes & Gray LLP, where she focused on labor and employment law, including advising companies on compliance with state and federal employment laws, and assisting them with developing and implementing employment contracts and policies. Ms. Lucas has represented clients in arbitrations and in litigation before federal and state courts and agencies.

Ms. Lucas served as a judicial clerk to the Honorable J. Clifford Wallace of the United States Court of Appeals for the Ninth Circuit. She earned her law degree, *summa cum laude*, from George Washington University Law School, where she graduated in the top 2% of her class and was a two-year member of the George Washington University Law Review. Ms. Lucas graduated, *cum laude*, from Harvard University, where she earned her bachelor's degree in English and American Literature and Language.

Lindsay Hogan

Lindsay E. Hogan has experience in complex commercial litigation, representing corporate and individual clients in federal and state court and in arbitration proceedings. Prior to joining Grossman LLP, Lindsay was an associate in the Business and Commercial Litigation Department at Gibbons, P.C., where she represented hedge funds, banks, and broker-dealers in all aspects of litigation arising out of complex financial transactions, and before that she practiced at a prominent California law firm. Lindsay earned her law degree from Georgetown University Law Center, where she was a member of the Georgetown Journal of Legal Ethics and participated in the Institute for Public Representation. Lindsay earned her bachelor's degree from the University of California, Berkeley.

Amanda M.F. Bakale

Amanda M.F. Bakale has experience in complex commercial litigation, including intellectual-property matters, and she has represented clients from a variety of industries in federal and state courts. Prior to joining Grossman LLP, Amanda was an associate in the litigation department of Gibson, Dunn & Crutcher LLP, where she represented media and technology companies in all aspects of litigation. Amanda earned her law degree from New York University School of Law, where she served as a teaching assistant to President John Sexton and she was a founding member of the Intellectual Property and Entertainment Law Ledger. She also earned a master's degree in Law and Society from New York University. Amanda did her undergraduate studies at the University of Pittsburgh, where she was a member of Phi Beta Kappa and graduated magna cum laude with a bachelor's degree in physics, philosophy, and political science. Amanda serves on the Pro Bono Associate Advisory Board of Legal Services NYC, providing legal services to low-income New Yorkers.

EXHIBIT B

EXHIBIT B

**IN RE: LITHIUM ION BATTERIES INDIRECT
REPORTED HOURS AND LODESTAR AT CURRENT HOURLY RATES**

Firm Name: Grossman LLP

Reporting Period: June 1, 2013 through February 28, 2017

Categories:

- (1) Investigations, Factual Research
- (2) Drafting Discovery Requests
- (3) Drafting Discovery Answers/Responses
- (4) Deposition Taking
- (5) Deposition Defending
- (6) Discovery Meet & Confer
- (7) Document Review

- (8) Drafting Pleadings, Briefs & Pretrial Motions
- (9) Reading/Reviewing Pleadings, Briefs, Discovery, Transcripts, etc.
- (10) Class Certification/Experts
- (11) Litigation Strategy, Analysis & Case Management
- (12) Negotiating Settlements
- (13) Trial and Trial Preparation
- (14) Court Appearance and Prep

- (P) Partner
- (A) Associate
- (LC) Law Clerk
- (PL) Paralegal
- (L) Librarian

| ATTORNEYS | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | TOTAL HOURS | CURRENT HOURLY RATE | TOTAL LODESTAR |
|----------------------|-------------|-------------|-------------|-------------|--------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|--------------|---------------------|--------------------|
| Judd B. Grossman (P) | | | | | 9.50 | | | | | | | | | | 9.50 | \$600.00 | \$5,700.00 |
| Lindsay E. Hogan (A) | | | 6.30 | | 10.10 | | | | | | | 1.70 | | | 18.10 | \$495.00 | \$8,959.50 |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| SUB-TOTAL | 0.00 | 0.00 | 6.30 | 0.00 | 19.60 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 1.70 | 0.00 | 0.00 | 27.60 | | \$14,659.50 |
| NON-ATTORNEYS | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| | | | | | | | | | | | | | | | 0.00 | \$0.00 | \$0.00 |
| SUB-TOTAL | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | \$0.00 |
| GRAND TOTAL: | 0.00 | 0.00 | 6.30 | 0.00 | 19.60 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 1.70 | 0.00 | 0.00 | 27.60 | | \$14,659.50 |

EXHIBIT C

EXHIBIT C

In re Lithium Ion Batteries Antitrust Litigation

GROSSMAN LLP

| <u>ATTORNEYS</u> | <u>DATE RANGE</u> | <u>HOURLY RATE</u> |
|-------------------------|-----------------------------------|---------------------------|
| Judd B. Grossman | June 1, 2013 to February 28, 2017 | \$600 |
| Lindsay E. Hogan | June 1, 2013 to February 28, 2017 | \$495 |

EXHIBIT D

(REDACTED)

EXHIBIT D

In re Lithium Ion Batteries Antitrust Litigation

GROSSMAN LLP

Detailed Billing Records

June 1, 2013 through February 28, 2017

DETAILED TIME REPORT (REDACTED)

| Date | Name | Historical Billing Rate | Task Code | Description | Hours |
|-------------|-------------------------|--|----------------------|--|--------------|
| 1/7/2016 | Lindsay E. Hogan (A) | \$495 | 5 | [REDACTED] (0.4) and preparation concerning same (3.7). | 4.1 |
| 1/13/2016 | Lindsay E. Hogan (A) | \$495 | 5 | [REDACTED] | 6.0 |
| 1/14/2016 | Judd B. Grossman (P) | \$600 | 5 | Attend and defend deposition of [REDACTED] | 9.5 |
| 2/1/2016 | Lindsay E. Hogan (A) | \$495 | 3 | Review updated verification and interrogatories. | 0.4 |
| 3/2/2016 | Lindsay E. Hogan (A) | \$495 | 3 | [REDACTED] on outstanding discovery to be produced and tax issues. | 0.8 |
| 3/10/2016 | Lindsay E. Hogan (A) | \$495 | 3 | Correspond with [REDACTED] [REDACTED] regarding supplemental interrogatory responses and verification. | 0.4 |
| 3/15/2016 | Lindsay E. Hogan (A) | \$495 | 3 | Discussion with [REDACTED] [REDACTED] regarding discovery materials and responses produced and necessary productions (1.9); and send follow up emails to [REDACTED] [REDACTED] regarding discovery (0.2). | 2.1 |

| Date | Name | Historical Billing Rate | Task Code | Description | Hours |
|--------------|-------------------------|--------------------------------|------------------|--|--------------|
| 3/21/2016 | Lindsay E. Hogan (A) | \$495 | 3 | Call with Co-Lead counsel and ██████████ regarding necessary discovery. | 1.2 |
| 3/28/2016 | Lindsay E. Hogan (A) | \$495 | 3 | Update and communicate with ██████████ concerning verification of interrogatories. | 0.3 |
| 4/20/2016 | Lindsay E. Hogan (A) | \$495 | 3 | Review and edit new interrogatory responses. | 1.1 |
| 11/20/2016 | Lindsay E. Hogan (A) | \$495 | 12 | ██████████ | 0.4 |
| 11/28/2016 | Lindsay E. Hogan (A) | \$495 | 12 | ██████████ (0.2). | 1.1 |
| 1/5/2017 | Lindsay E. Hogan (A) | \$495 | 12 | ██████████ | 0.2 |
| Total | | | | | 27.6 |

(P) Partner
(OC) Of Counsel
(A) Associate
(PL) Paralegal
(LC) Law Clerk

EXHIBIT E

EXHIBIT E

In re Lithium Ion Batteries Antitrust Litigation

GROSSMAN LLP

Reported Expenses Incurred on Behalf of IPPs

EXPENSE REPORT

| CATEGORY | AMOUNT INCURRED |
|--|----------------------------|
| Attorney Service | |
| Litigation Assessment | |
| Court Fees (Filing, etc.) | |
| Document Production | |
| Experts/Consultants | |
| Federal Express | |
| Transcripts (Hearing, Deposition, etc.) | \$1,075.30 |
| Investigation | |
| Lexis/Westlaw | |
| Messenger/Delivery | |
| Photocopies – In House (capped at \$0.20 per copy) | |
| Photocopies – Outside | |
| Postage | |
| Service of Process | |
| Supplies | |
| Telephone/Telecopier | |
| Travel | |
| Miscellaneous | |
| TOTAL: | \$1,075.30 |
| | |