

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23

IN THE CIRCUIT COURT OF THE STATE OF OREGON
FOR THE COUNTY OF MULTNOMAH

STATE OF OREGON, ex rel. Ellen
Rosenblum, Attorney General,

Plaintiff,

v.

LG ELECTRONICS, INC., a foreign
corporation; LG ELECTRONICS U.S.A, a
Delaware corporation; KONINKLIJKE
PHILIPS ELECTRONICS N.V., a/k/a
ROYAL PHILIPS ELECTRONICS N.V., a
foreign corporation; PHILIPS
ELECTRONICS NORTH AMERICA
CORPORATION, a Delaware corporation;
PHILIPS ELECTRONICS INDUSTRIES
(TAIWAN), LTD, a foreign corporation;
PHILIPS DA AMAZONIA INDUSTRIA
ELECTRONICA LTDA, a foreign
corporation; LP DISPLAYS
INTERNATIONAL, LTD. f/k/a/ LG PHILIPS
DISPLAYS, a foreign corporation; ORION
ELECTRIC COMPANY, a foreign
corporation; DAEWOO ELECTRONICS
COMPANY, LTD., a foreign corporation;
DAEWOO-ORION SOCIÉTÉ ANONYME, a
foreign corporation; PT TOSUMMIT
ELECTRONIC DEVICES, a foreign
corporation; SAMSUNG ELECTRONICS
CO., LTD., a foreign corporation; SAMSUNG
ELECTRONICS AMERICA, INC., a New
York Corporation; SAMSUNG SDI CO.,
LTD. f/k/a SAMSUNG DISPLAY DEVICE
CO., LTD., a foreign corporation; SAMSUNG
SDI AMERICA INC., a California
corporation; SAMSUNG SDI MEXICO S.A.
DE C.V., a foreign corporation; SAMSUNG

Case No.: 1208 10246

**OREGON’S SECOND MOTION
FOR APPROVAL OF
SETTLEMENTS, NOTICE AND
ENTRY OF LIMITED JUDGMENT
AS TO FIVE DEFENDANT
GROUPS**

(Oral Argument Requested)

1 SDI BRASIL LTDA., a foreign corporation;
2 SHENZHEN SAMSUNG SDI CO., LTD., a
foreign corporation; TIANJIN SAMSUNG
3 SDI CO., LTD., a foreign corporation;
SAMSUNG SDI (MALAYSIA) SDN. BHD.,
a foreign corporation; TOSHIBA
4 CORPORATION, a foreign corporation;
TOSHIBA AMERICA, INC., a Delaware
5 corporation; TOSHIBA AMERICA
ELECTRONIC COMPONENTS, INC., a
6 California corporation; TOSHIBA AMERICA
INFORMATION SYSTEMS, INC., a
7 California corporation; TOSHIBA DISPLAY
DEVICES (THAILAND) COMPANY, LTD.
8 ("TDDT"), a foreign corporation; MT
PICTURE DISPLAY CO. LTD., a foreign
9 corporation; PANASONIC CORPORATION,
a foreign corporation; PANASONIC
10 CORPORATION OF NORTH AMERICA, a
Delaware corporation; HITACHI, LTD., a
11 foreign corporation; HITACHI DISPLAYS,
LTD., a foreign corporation; HITACHI
12 ELECTRONIC DEVICES (USA), INC., a
Delaware corporation; HITACHI AMERICA,
13 LTD., a New York corporation, HITACHI
ASIA, LTD., a foreign corporation;

14
15 Defendants.

16 Oregon has reached settlements with all defendants comprising five of the six
17 defendant groups named in its First Amended Complaint.¹ Pursuant to ORS 646.775,

18
19 ¹ The individual defendants named in Oregon's Complaint which make up these five
settled defendant groups are: Hitachi Ltd., Hitachi Displays, Ltd. and Hitachi Electronic
20 Devices (USA), Inc., Hitachi America, Ltd., and Hitachi Asia, Ltd., ("Hitachi"); LG
Electronics, Inc. ("LG"); Panasonic Corporation, Panasonic Corporation of North
21 America and MT Picture Display Co. Ltd. ("Panasonic"); Philips Electronics North
America Corporation ("Philips"); and Toshiba Corporation, Toshiba America, Inc.,
22 Toshiba America Consumer Products, L.L.C., Toshiba America Information Systems,
Inc. and Toshiba America Electronic Components, Inc. ("Toshiba"). This motion will
refer to these five defendant groups as the "Settled Defendant groups" and will refer to
23 the defendants collectively as "Defendants." Oregon has settled in principle with the
seven defendants which make up the Samsung defendant group, and anticipates
concluding a Settlement Agreement with three Samsung defendants in the near future.

**PAGE 2 - OREGON'S SECOND MOTION FOR
APPROVAL OF SETTLEMENTS, NOTICE AND
ENTRY OF LIMITED JUDGMENT AS TO FIVE
DEFENDANT GROUPS**

Haglund Kelley LLP
200 SW Market Street, Suite 1777
Portland, OR 97201
Tel: (503) 225-0777 / Fax: (503) 225-1257
PL196

1 Oregon requests that the court grant approval of (1) the five proposed settlements; (2) the
2 proposed form of notice to Oregon natural persons, which includes a proposed deadline
3 for electing exclusion from the action and these settlements; and (3) enter a limited
4 judgment of dismissal with prejudice as to the five settled groups.

5 The Attorney General has determined the settlements are reasonable, and the
6 settlements are the result of extensive arm's-length negotiations conducted by
7 experienced counsel following substantial litigation. This motion is based on: the
8 supporting Memorandum of Points and Authorities; the declarations of Michael G. Neff
9 ("Neff Decl.") and Tim D. Nord ("Nord Decl.") filed concurrently with this motion; and
10 the records in this case.

11 **MEMORANDUM OF POINTS AND AUTHORITIES**

12 **I. INTRODUCTION**

13 The State of Oregon submits this memorandum in support of its motion for an
14 order approving respective settlements with each of the five named defendant groups and
15 approving a plan for notice and opportunity to opt-out. A proposed order approving the
16 settlements and the notice plan has been reviewed by the Defendants and can be
17 submitted following request of the Court.

18 The Oregon Attorney General has entered into settlements² with the following
19 Settled Defendant groups, which require payments to Oregon in the amounts set out
20 below:

21 _____
22 Aside from the defendants that make up the five Settled Defendant Groups, the Samsung
defendants are the only other named defendants in the action.

23 ² The settlement agreements are attached as Exhibits A to E to the accompanying
Declaration of Michael G. Neff in Support of Motion for Approval of Settlements,
Notice, and Entry of Limited Judgments as to Five Defendant Groups.

Defendant	Payment to Oregon
Hitachi (Ex. A)	\$105,000
Panasonic (Ex. B)	\$650,000
LG (Ex. C)	\$990,000
Philips (Ex. D)	\$1,400,000
Toshiba (Ex. F)	\$500,000
Total Payment to Oregon	\$3,645,000

The settlements also require the Settled Defendant groups to cooperate by assisting the State in its ongoing litigation against the non-settled defendants.

Pursuant to the terms of the various settlement agreements, the Attorney General will release all claims asserted in the action against the Settled Defendant groups (or arising from facts alleged in Oregon's complaint or the sale of CRTs contained in various products), including but not limited to Oregon's *parens patriae* claims. Under Oregon's antitrust laws, the Attorney General's enforcement powers include authority to bring indirect purchaser claims on behalf of the State and natural persons.

The Court should grant approval pursuant to ORS 646.775 because the Attorney General has determined the Oregon settlements to be in the best interests of the State of Oregon, the settlements are well within the range of possible approval by the Court, and the settlements are the product of extensive litigation and negotiation. The facts establishing that the settlements are reasonable and appropriate for approval are set out in

1 more detail below and in the supporting declarations of Michael G. Neff and Tim D.
2 Nord.

3 As also set out in more detail below, Oregon proposes a notice and opt-out
4 procedure consistent with ORS 646.775(2). Oregon's proposed initial notice procedure
5 by publication is designed to provide notice to natural persons throughout the state of
6 both the pending action and these settlements. Any Oregon natural person on whose
7 behalf claims were brought will be provided an opportunity to be excluded from this
8 action. Additional substantial notice will occur during the claims process. As explained
9 in more detail below, the Attorney General proposes that distribution of settlement
10 proceeds not occur until settlements with all Defendants are finalized, final judgments as
11 to all Defendants have been entered, and the 30-day period for appeal has run.

12 The Attorney General anticipates winding up this case using a two-step process.
13 The first step will be to complete the approval process of the settlements and provide
14 notice of the right to be excluded. The next step would be to determine the amount of
15 reasonable fees and costs to be deducted from the settlement fund and how the settlement
16 fund will be administered.

17 For this first phase, the Court should approve the settlements under Oregon state
18 law and the Attorney General's proposed notice and opt-out plan. Once approval of the
19 initial five settlements is finalized the state will seek approval of a settlement agreement
20 with the Samsung group of defendants, but will not provide additional notice or right to
21 be excluded. The Oregon Attorney General requests the Court set a schedule that would
22 provide for: (1) notice; (2) an opportunity for natural persons to elect exclusion; (3)
23 submission of limited judgments of dismissal for each of the Defendants identified in the

1 respective settlement agreements; and (4) entry of a settlement agreement with the
2 Samsung group of defendants and submission of this agreement to the Court for approval.

3 For the second phase, the State will request the Court: (1) award appropriate
4 attorney fees and costs from the settlement proceeds; (2) approve the Attorney General's
5 proposed division of settlement proceeds between natural persons and the state general
6 fund; (3) approve the Attorney General's proposed plan of distribution to natural persons;
7 and (4) enter a final general judgment.

8 **II. BACKGROUND**

9 **A. Oregon's Case**

10 Oregon filed its action in this Court in August 2012.³ This action was brought by
11 the Attorney General in a law enforcement capacity on behalf of the State, and in a
12 *parens patriae* capacity on behalf of natural persons, asserting state law claims for
13 antitrust damages, restitution, disgorgement, equitable relief and civil penalties.
14 Defendants dispute the allegations in Oregon's Complaint and have asserted defenses to
15 Oregon's claims.

16 After significant pre-complaint investigation, discovery, expert analysis and more
17 than four years of litigation, Oregon now has resolved its claims against all of the named
18 Defendant groups. The agreed-to terms of settlement are reasonable when evaluated
19 against the range of likely outcomes and risks associated with further litigation. The
20 Oregon Attorney General believes approval of the settlements is in the best interests of
21 the State and its citizens. Nord Dec. at ¶8.

22

23 ³ Prior to filing the action, the Attorney General entered into a settlement agreement with the Chunghwa Defendants in exchange for substantial cooperation and payment to Oregon's Protection and Education Account as provided for in ORS 180.095.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23

1. Discovery

Oregon’s prosecution of this action against Defendants involved substantial discovery efforts prior to reaching the proposed settlements.

a. Document Review, Fact Witness Depositions, and Motions to Compel.

Oregon has reviewed and evaluated a significant portion of the translated versions of documents produced by Defendants and their alleged co-conspirators. Neff Decl. ¶ 6. Oregon also has reviewed and analyzed numerous previously-taken MDL depositions. In total, Oregon reviewed transcripts and exhibits from dozens of depositions of CRT MDL witnesses. *Id.* at ¶ 7. The Court also may recall that Oregon briefed two separate Motions to Compel and both of these motions resulted in Defendants producing substantial amounts of materials from the CRT MDL matter which included expert reports and briefing filed as part of substantive motion practice. Oregon reviewed and analyzed nearly all of this additional production. *Id.*

b. Discovery Requests Served Upon Defendants, Alleged Co-Conspirators, and Third Parties.

Oregon served Defendants with two sets of requests for production of documents and two sets of requests for admission, and engaged in multiple conferrals with the Defendants concerning their responses. Neff Decl. at ¶ 7. In addition, Oregon reviewed and analyzed the responses to the scores of written discovery requests propounded and served on the Defendants in the CRT MDL. *Id.*

c. Responses to Written Discovery Propounded By Defendants on Oregon

Oregon’s production of documents and written responses to Defendants’ written discovery requests was a substantial undertaking. Oregon produced CRT product

1 purchase data from numerous Oregon state agencies. Neff Decl. at ¶ 8. Oregon located,
2 assembled, reviewed and provided Defendants available written and electronic data
3 detailing CRT product purchase records for Oregon's eight largest state agency
4 employers. *Id.* For these eight largest state agency employers, Oregon also located,
5 assembled, reviewed and provided to Defendants available e-mails from the relevant
6 period sent and received by several custodians of CRT product purchase documents. *Id.*
7 at ¶ 14

8 **d. Depositions of State Employees.**

9 Oregon prepared and produced a 39 C(6) witness, current State Procurement
10 Officer, Dianne Lancaster. Defendants were unable to complete the 39 C(6) deposition
11 in one day, so Ms. Lancaster was made available for another half day of questioning
12 under oath. Neff Decl. ¶ 13.

13 **2. Motion Practice**

14 During the period 2012-13, the parties briefed and this Court ruled upon motions
15 to dismiss Oregon's complaint. Neff Decl. ¶ 11. As previously mentioned, Oregon also
16 briefed two separate Motions to Compel. In addition, Oregon responded to motion
17 practice through which defendants sought to depose Oregon's expert witness. Neff Decl.
18 ¶ 15(a). Oregon also briefed and argued a motion asking the Court to find defendants
19 were collaterally estopped from challenging factual findings made by the European
20 Commission. *Id.* at ¶ 15. Oregon's response to the Samsung Defendants' Motion for
21 Summary Judgment and Motion to Limit Remedies will be discussed in subsection 5
22 below.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23

3. Expert Work

Oregon has expended considerable effort to review and analyze the dozens of expert reports prepared and filed in the CRT MDL. Neff Decl. ¶ 7. Oregon also has spent significant time working with its expert economists to quantify Defendants’ damage to Oregon natural persons and state agencies as a result of Defendants’ participation in the CRT price-fixing cartel.

4. Settlement Agreements

Oregon has negotiated with Defendants on an individual basis at arm's length and finalized settlements with each of the six Defendant groups. Neff Decl. ¶ 3. Matters addressed in these settlements include the following:

a. Monetary Payment

Payments of agreed-to settlement amounts already have been made or are expected to be paid by the Defendants during the next two to three months. Neff Decl. ¶ 12. No distributions of this money to natural persons or the general fund shall occur until judgments dismissing all defendants named in the Oregon complaint are entered by this Court and the Court enters a final judgment directing distribution of the settlement proceeds, subject to any additional Court orders.

b. Cooperation

Defendants, in their respective settlement agreements, agreed to varying cooperation terms to assist with Oregon’s ongoing litigation in this matter. These terms included: (a) producing all documents, including all translated documents, relating to the conspiracy as alleged by Oregon; (b) providing any additional transcripts of depositions

1 taken of company employees; and (c) making employees available for interviews,
2 depositions, or trial. Neff Decl. Exs. A-E.

3 **c. Release**

4 The respective settlement agreements provide for the release of all claims that
5 were or could have been made against each Defendant under the facts as alleged in
6 Oregon's complaint. Neff Decl., Exs. A-E. The respective releases cover the State and
7 Oregon's natural persons (represented by the Attorney General in her *parens patriae*
8 capacity) who do not submit a request for exclusion as contemplated in the notice and
9 opt-out procedures set forth below. *Id.*

10 **5. Trial Preparation**

11 Settlements with five of the six Defendant groups were reached in principle prior
12 to Oregon responding to Defendants' dispositive motions filed in July 2016. Settlement
13 with the Samsung Defendants, however, was not reached in principle until one month
14 before the January 9, 2017 scheduled trial date. During the period July through
15 December 2016, Oregon's work to continue prosecution of the Samsung defendants and
16 to prepare for trial included:

17 (a) Responding to Samsung's Motions for Summary Judgment and
18 Motion to Limit Remedies, and participating in oral argument
19 before the Court on these motions;

20 (b) Preparing and filing numerous motions *in limine*, responding to
21 numerous motions *in limine* filed by defendants, and preparing for
22 and participating in oral argument on the motions *in limine*;

23

- 1 (c) Preparation of an amended Oregon complaint and drafting and
- 2 filing of a motion seeking leave to file the prepared amended
- 3 complaint;
- 4 (d) Designation of trial exhibits and witnesses, including video
- 5 depositions, to be used at trial;
- 6 (e) Numerous conferrals with defendants on stipulations involving
- 7 trial issues;
- 8 (f) Work regarding appropriate translation of designated trial exhibits;
- 9 (g) Preparation for and participation in a mock jury exercise in order
- 10 to further understand weaknesses and strengths of case;
- 11 (h) Travel of attorneys to Taipei to prepare cooperating witnesses who
- 12 were former or current employees of central conspirator Chunghwa
- 13 Picture Tubes;
- 14 (i) Conferral with other defendants regarding the identification of
- 15 witnesses who could authenticate exhibits produced by three other
- 16 defendants.

17 Neff Decl. ¶ 16(a)-(i)

18 **III. THE PROPOSED SETTLEMENTS ARE REASONABLE AND SHOULD**
19 **BE APPROVED**

20 **A. The Standard for Settlement Approval - Deference for Attorney**
21 **General Settlements of *Parens Patriae* Actions.**

22 The Oregon Attorney General is an elected public servant vested with the
23 authority to determine when it is appropriate to bring antitrust actions on behalf of the
State and antitrust actions *parens patriae* on behalf of its citizens. Oregon brought this
action for damages, disgorgement, equitable relief and civil penalties under ORS 646.705

1 through 646.805. ORS 646.775 governs settlement of *parens patriae* claims by the
2 Oregon Attorney General and provides that any settlements must be approved by the
3 Court. ORS 646.775(3) (“An action pursuant to subsection (1)(a) of this section shall not
4 be dismissed or compromised without approval of the court[.]”). No Oregon court has
5 interpreted this statute.⁴ Given that the Oregon legislature provided broad authority to
6 the Oregon Attorney General to bring antitrust claims, and given that during the relevant
7 period the Attorney General was the only one who could have brought these indirect
8 purchaser claims, it is appropriate for a reviewing court to give due consideration to the
9 Attorney General’s decision to settle these claims. The role of the Oregon Attorney
10 General as Oregon’s chief law enforcer and the breadth of claims brought further support
11 the concept that the settlements proposed are in the best interests of the State, its political
12 subdivisions, and its natural persons. *Anderson v. Barclays Capital Real Estate, Inc.*,
13 2010 WL 7366781, at *1 (N.D. Ohio 2010) (State Attorney General's decision as to how
14 best to enforce and apply state law of statewide interest and concern is a role his or her
15 office is authorized to play and deference to such decisions is appropriate).

16 Oregon’s suit is not a class action. The Oregon Attorney General's settlement of
17 this action, including the *parens patriae* claims, is not governed by ORCP 32 and should
18 be distinguished from settlement of class actions under this rule. The standard for courts
19 evaluating class action settlements under ORCP 32 is whether the settlement is
20 fundamentally fair, adequate and reasonable. *Froeber v. Liberty Mut. Ins. Co.*, 222 Or.
21 App. 266, 275 (2008). The *Froeber* court observed that this standard provides the court

22
23 ⁴ Judge Susan Illston of the United States District Court for the Northern District of California applied ORS 646.775(3) in providing preliminary and final approval to nine Oregon settlements. See In Re TFT-LCD 07-1827 at Dkt. 9486 and 9530.

1 administering a class action "wide latitude," and that review of a court's settlement
2 approval would be reviewed under the abuse of discretion standard. Id.

3 While reviewing courts acknowledge the considerable discretion vested in trial
4 courts' approvals of class action settlements under ORCP 32, court approved *parens*
5 *patriae* settlements entered into by the duly elected Oregon Attorney General are entitled
6 to even greater deference given that it is appropriate for the Court to pay deference to the
7 Attorney General's decision to consummate a settlement on specific terms. In the case at
8 hand, the Court is not, and need not be, the sole arbiter of whether the public's interest is
9 served by the settlements proposed. The Court can and should rely upon the Oregon
10 Attorney General's evaluation that the settlements are for and in the public interest. Such
11 an approach is consistent with the deference typically awarded to a state Attorney
12 General by Federal courts evaluating settlements of *parens patriae* claims in the context
13 of federal class actions. *See In re Lorazepam & Clorazepate Antitrust Litig.*, 205 F.R.D.
14 369, 380 (D.D.C. 2002) ("the Court may place greater weight on such opinion in
15 addressing a settlement negotiated by government attorneys committed to protecting the
16 public interest."); *In re Mid-Atlantic Toyota Antitrust Litig.* 564 F. Supp. 1379, 1384-
17 1386 (D.Md. 1983); *In re Toys 'R' Us Antitrust Litig.*, 191 F.R.D. 347, 351
18 (*E.D.N.Y.2000*) ("The participation of the State Attorneys General furnishes extra
19 assurance that consumers' interests are protected."); *accord New York v. Reebok Int'l.*
20 *Ltd.*, 96 F.3d 44, 48 (2d Cir. 1996) (attorneys general in *parens actions* are motivated by
21 concern for the public interest). *See also* Edward Brunet, *Improving Class Action*
22 *Efficiency by Expanded Use of Parens Patriae Suits and Intervention*, 74 Tul. L. Rev.

23

1 1919, 1931-38 (2000) (the Attorney General's office is in a better position to monitor the
2 counsel than class members would be).

3 The context in which the Attorney General obtained these proposed settlements
4 presents no issues of conflict of interest, unfairness, favoritism or an unreasonable failure
5 to investigate and prosecute. In these circumstances, where the Oregon Attorney General
6 recommends approval of settlements which are fair, adequate and reasonable on their
7 face, approval of the settlements clearly is appropriate given the facts and wide discretion
8 vested in this Court.

9 **B. Approval Ensures a Remedy for Oregon Consumers**

10 An additional important consideration for the Court in evaluating Oregon's
11 request for approval of the settlements and the forms of notice is that any natural person
12 who opts out likely would not possess any viable claim against the Defendants due to
13 claims being either time-barred or not available under the language of Oregon's antitrust
14 statutes. This fact has been accounted for in the Oregon Attorney General's decision to
15 request Court approval of the settlements and is the reason the proposed notices state that
16 opting out of this litigation does not necessarily imply any viable claims could be made.

17 **IV. THE PROPOSED NOTICE AND OPT-OUT PROCEDURES SHOULD BE**
18 **APPROVED**

19 Oregon seeks Court approval of the proposed notice and opt-out procedures for
20 the settlements discussed above. A draft notice is attached as Exhibit A to the Nord
21 Declaration.

22 The Oregon Antitrust Act provides the following regarding required notice to
23 natural persons and political subdivisions:

1 In any action pursuant to subsection (1)(a) of this section, the Attorney
2 General shall, at the times, and in the manner and with the content the
3 court directs, give notice by publication. If the court finds that notice
4 given solely by publication would deny due process of law to a natural
5 person or political subdivision, the court may direct further notice to the
6 natural person or political subdivision according to the circumstances of
7 the case.

8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
ORS 646.775(2)(a). This statute envisions notice at any stage of the litigation prior to
resolution and presumes that notice by publication is sufficient in most cases. As
explained in the Declaration of Tim Nord, the Attorney General is proposing to advise
Oregon natural persons of:

- (a) The deadline to elect exclusion;
- (b) The proposed settlements; and
- (c) In addition to the process for opting out of the settlements, initial
information to natural persons regarding the anticipated distribution of
settlement proceeds and the process for filing a claim.

Oregon law requires natural persons be provided an opportunity to exclude
themselves from the case. ORS 646.775(2)(b) (providing that a “natural person...on
whose behalf an action is brought pursuant to subsection (1)(a) of this section may elect
to exclude from adjudication the portion of the claim for monetary relief attributable to
the natural person ... by filing notice of the election with the court within the time
specified in the notice given pursuant to paragraph (a) of this subsection.”). Oregon law
does not provide a right to object to the Attorney General's settlements. In fact, the right
to be excluded does not arise from the settlements themselves, but from the potential
resolution of the indirect purchaser *parens patriae* claims on behalf of natural persons.

1 Opt-out notice to natural persons will be provided by print media and online
2 media. Nord Decl. at ¶¶ 10-11. Potential claimants shall have 45 days after publication
3 to elect to be excluded from these settlements and this action. *Id.* at Exhibit A.

4 **V. DISMISSAL, DISTRIBUTION AND ATTORNEYS' FEES AND COSTS**

5 **A. Dismissal**

6 The Attorney General proposes dismissing each of the defendants associated with
7 the five settled Defendant groups with prejudice following Court approval of the
8 respective settlements through entry of a limited judgment of dismissal. The result of
9 these dismissals with prejudice will be the release of claims pursuant to the terms of the
10 respective settlement agreements. The release language in the respective settlement
11 agreements may differ slightly from defendant-to-defendant, but generally the Attorney
12 General will release all of Oregon's claims that were asserted or could have been asserted
13 by Oregon in its action and any claims either arising out of the facts alleged in Oregon's
14 complaint or relating to the Settled Defendant groups' alleged anticompetitive conduct
15 and the sale of CRT panels or CRT products occurring on or before November 25, 2007.
16 Neff Decl. Exs. A-E. The releases do not affect contract, warranty or similar potential
17 claims as specified in the releases. Once the settlements are approved by the Court, there
18 will be no just reason for delay of entry of a limited judgment of dismissal with prejudice
19 as to the defendants which make up the Settled Defendant groups. ORCP 67B.

20 Oregon's proposed Order Granting Approval of Settlements, and Notice and
21 Entry of Limited Judgments as to five Defendant groups ("Proposed Order") has been
22 provided to each of the Defendants and Defendants have made no objection to the form
23 of the order. The proposed order can be provided to the Court upon request. Entry of the

1 Proposed Order will have the effect of: (1) approving each of the five proposed
2 settlement agreements presented by the Oregon Attorney General through the Motion for
3 Approval; (2) approving the form of initial notice and opt-out procedures which Oregon
4 has detailed to the Court; and (3) entry of limited judgments of dismissal as to the
5 defendants named in Oregon's First Amended Complaint who are members of the five
6 Settled Defendant groups identified in footnote one.

7 **B. Distribution and Award of Fees and Costs**

8 Distribution of settlement proceeds to natural person and the State will not occur
9 until final judgment of dismissal with prejudice has been entered as to all Defendants.
10 The Attorney General anticipates requesting this Court first provide for an award of
11 administrative costs and attorneys' fees and costs, and then allow the division of
12 remaining settlement funds into two separate portions based upon information derived
13 from Oregon's expert and provided to the Court. Nord Decl. at ¶ 12. The Oregon
14 Attorney General envisions Court approval of this division will result in the portion of
15 settlement proceeds allocated to the State for its purchases being directed to the Oregon
16 General Fund.⁵ *Id.*

17 The Attorney General will propose distribution of the natural persons' portion of
18 the settlement fund be made *pro rata* based upon actual products purchased. Nord Decl.
19 at ¶ 13. Natural persons will not be required to provide documentation for the first two
20 items claimed. *Id.* There will be a schedule of minimum and maximum payments for
21

22 ⁵ State agencies in Oregon do not have authority independent of the Attorney General to
23 bring antitrust claims. State agencies also purchased computers under uniform state
purchasing contracts, and agency budgets come out of this general fund. Returning the
funds for the state legislature to administer is the most efficient legal process for
administering these funds.

1 natural person claimants. Maximum payments will be based upon estimated overcharge
2 amounts as calculated by Oregon's damages expert. *Id.* The Attorney General also
3 anticipates requesting discretion regarding the process to maximize disbursement of
4 funds to natural persons with any residual amount distributed to the Oregon Department
5 of Justice Protection and Education Revolving Account. *See* ORS § 180.095. *Id.*

6 **C. Future Additional Notice to File Claims**

7 Following the period allowed for exclusion and following entry of final
8 judgment, further notice and outreach efforts will be made to encourage the filing of
9 claims by Oregon natural persons. In his declaration, Oregon Department of Justice's
10 Tim D. Nord describes how the notice plan will be implemented generally, the role of
11 Garden City as claim administrator, and the supplemental notice efforts that will be made
12 by the Attorney General at the conclusion of the case. While not required by statute,
13 additional notice could be provided following entry of final judgment by this Court. As
14 the settlement notice states, the Oregon Attorney General has developed and maintained a
15 website providing information on this action, which can be found at:
16 www.doj.state.or.us/consumer/pages/lcd_antitrust_litigation.aspx. This information can
17 also be found at www.OregonScreenSettlements.com, a website the Oregon Department
18 of Justice pays to maintain. Additional detail including anticipated costs will be
19 provided by Garden City as part of the State motion for approval of the distribution
20 process.

21 **VI. CONCLUSION**

22 For the reasons stated above, the Oregon Attorney General respectfully requests
23 the Court enter the Proposed Order immediately if no objection is timely lodged in this

1 Court. If objection to the form of the Proposed Order is lodged timely, Oregon requests
2 the Proposed Order be entered as soon as practicable following the hearing on this
3 motion.

4 Dated this 30th day of December, 2016.

5 **HAGLUND KELLEY LLP**

6 By: s/Michael G. Neff

7 Michael E. Haglund, OSB No. 772030
8 Haglund@hk-law.com

9 Michael K. Kelley, OSB 853782

10 Email: kelley@hk-law.com

11 Michael G. Neff, OSB 925360

12 Email: neff@hk-law.com

13 Telephone: (503) 225-0777

14 Facsimile: (503) 225-1257

15 Oregon Special Assistant Attorneys General for
16 Plaintiff

17 Tim D. Nord, OSB No. 882800

18 Special Counsel

19 Brian A. de Haan, OSB No. 155251

20 Assistant Attorney General

21 1162 Court Street, NE

22 Salem, OR 97301-4096

23 Telephone: (503) 943-4400

Facsimile: (503) 225-1257

Email: tim.d.nord@doj.state.or.us

Email: brian.a.dehaan@doj.state.or.us

Attorneys for Plaintiff State of Oregon

CERTIFICATE OF SERVICE

I hereby certify that on the 30th day of December, 2016, I served the foregoing

**OREGON'S SECOND MOTION FOR APPROVAL OF SETTLEMENTS,
NOTICE AND ENTRY OF LIMITED JUDGMENT AS TO FIVE DEFENDANT
GROUPS, on the following:**

<p>STOEL RIVES LLP TIMOTHY W. SNIDER 900 SW Fifth Avenue, Suite 2600 Portland, Oregon 97204 Email: twsnider@stoel.com Telephone: (503) 224-3380 Facsimile: (503) 220-2480</p> <p>WEIL, GOTSHAL & MANGES LLP DAVID L. YOHAI ADAM C. HEMLOCK DAVID YOLKUT KEVIN GOLDSTEIN 767 Fifth Avenue New York, New York 10153-0119 Email: david.yohai@weil.com Email: adam.hemlock@weil.com Email: david.yolkut@weil.com Email: kevin.goldstein@weil.com</p> <p>WINSTON & STRAWN LLP JEFFREY L. KESSLER EVA W. COLE MOLLY M. DONOVAN 200 Park Avenue New York, New York 10166 Email: jkessler@winston.com Email: ewcole@winston.com Email: mmdonovan@winston.com</p> <p><i>Attorneys for Defendants Panasonic Corporation; Panasonic Corporation of North America; and MT Picture Display Co., Ltd.</i></p>	<p><input type="checkbox"/> By hand delivery <input type="checkbox"/> By first-class mail* <input checked="" type="checkbox"/> By email <input type="checkbox"/> By overnight mail <input type="checkbox"/> By facsimile Fax # _____</p> <p><input type="checkbox"/> By hand delivery <input type="checkbox"/> By first-class mail* <input checked="" type="checkbox"/> By email <input type="checkbox"/> By overnight mail <input type="checkbox"/> By facsimile Fax # _____</p> <p><input type="checkbox"/> By hand delivery <input type="checkbox"/> By first-class mail* <input checked="" type="checkbox"/> By email <input type="checkbox"/> By overnight mail <input type="checkbox"/> By facsimile Fax # _____</p>
<p>ANGELI UNGAR LAW GROUP, LLC DAVID H. ANGELI KRISTEN L. TRANETZKI 121 SW Morrison Street, Ste. 400 Portland OR 97204 Email: david@angelilaw.com Email: Kristen@angelilaw.com</p>	<p><input type="checkbox"/> By hand delivery <input type="checkbox"/> By first-class mail* <input checked="" type="checkbox"/> By email <input type="checkbox"/> By overnight mail <input type="checkbox"/> By facsimile Fax # _____</p>

<p>1 KIRKLAND & ELLIS PC 2 JAMES MUTCHNIK 3 KATE WHEATON 4 300 North LaSalle 5 Chicago, IL 60654 6 james.mutchnik@kirkland.com; 7 kate.wheaton@kirkland.com</p> <p>8 KIRKLAND & ELLIS LLP 9 Eliot Adelson 10 555 California Street 11 San Francisco, CA 94104 12 Email: eliot.adelson@kirkland.com</p> <p>13 <i>Attorneys for Defendants Hitachi, Ltd., Hitachi 14 Asia, Ltd., Hitachi Displays, Ltd., Hitachi 15 Electronic Devices (USA), Inc.</i></p>	<p>___ By hand delivery ___ By first-class mail* <input checked="" type="checkbox"/> By email ___ By overnight mail ___ By facsimile Fax # _____</p> <p>___ By hand delivery ___ By first-class mail* <input checked="" type="checkbox"/> By email ___ By overnight mail ___ By facsimile Fax # _____</p>
<p>16 BAKER BOTTS, LLP 17 JOHN M. TALADAY 18 ERIK KOONS 19 TIFFANY GELOTT 20 The Warner 21 1299 Pennsylvania Ave., NW 22 Washington DC 20004-2400 23 E-mail: john.taladay@bakerbotts.com E-mail: erik.koons@bakerbotts.com Email: tiffany.gelott@bakerbotts.com</p> <p>24 CASE & DUSTERHOFF, LLP 25 JAMES D. CASE 26 The 9800 Professional Building 27 9800 SW Beaverton-Hillsdale Hwy., Suite 200 28 Beaverton, OR 97007 29 E-mail: jcase@case-dusterhoff.com 30 Telephone: (503) 641-7222 31 Facsimile: (503) 643-6522</p> <p>32 <i>Attorneys for Philips Electronics North America 33 Corp. (PENAC)</i></p>	<p>___ By hand delivery ___ By first-class mail* <input checked="" type="checkbox"/> By email ___ By overnight mail ___ By facsimile Fax # _____</p> <p>___ By hand delivery ___ By first-class mail* <input checked="" type="checkbox"/> By email ___ By overnight mail ___ By facsimile Fax # _____</p>
<p>34 STOEL RIVES LLP 35 TIMOTHY W. SNIDER 36 900 SW Fifth Avenue, Suite 2600 37 Portland, Oregon 97204 38 Email: twsnider@stoel.com 39 Telephone: (503) 224-3380 40 Facsimile: (503) 220-2480</p> <p>41 WEIL, GOTSHAL & MANGES LLP 42 DAVID L. YOHAI 43 ADAM C. HEMLOCK</p>	<p>___ By hand delivery ___ By first-class mail* <input checked="" type="checkbox"/> By email ___ By overnight mail ___ By facsimile Fax # _____</p> <p>___ By hand delivery ___ By first-class mail*</p>

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23

DAVID YOLKUT
KEVIN GOLDSTEIN
767 Fifth Avenue
New York, New York 10153-0119
Email: david.yohai@weil.com
Email: adam.hemlock@weil.com
Email: david.yolkut@weil.com
Email: kevin.goldstein@weil.com

WINSTON & STRAWN LLP
JEFFREY L. KESSLER
EVA W. COLE
MOLLY M. DONOVAN
200 Park Avenue
New York, New York 10166
Email: jkessler@winston.com
Email: ewcole@winston.com
Email: mmdonovan@winston.com

*Attorneys for Defendants Panasonic Corporation;
Panasonic Corporation of North America; and MT
Picture Display Co., Ltd.*

By email
 By overnight mail
 By facsimile
Fax # _____

By hand delivery
 By first-class mail*
 By email
 By overnight mail
 By facsimile
Fax # _____

ANGELI UNGAR LAW GROUP, LLC
DAVID H. ANGELI
KRISTEN L. TRANETZKI
121 SW Morrison Street, Ste. 400
Portland OR 97204
Email: david@angelilaw.com
Email: Kristen@angelilaw.com

KIRKLAND & ELLIS PC
JAMES MUTCHNIK
KATE WHEATON
300 North LaSalle
Chicago, IL 60654
james.mutchnik@kirkland.com;
kate.wheaton@kirkland.com;

KIRKLAND & ELLIS LLP
Eliot Adelson
555 California Street
San Francisco, CA 94104
Email: eliot.adelson@kirkland.com

*Attorneys for Defendants Hitachi, Ltd., Hitachi
Asia, Ltd., Hitachi Displays, Ltd., Hitachi
Electronic Devices (USA), Inc.*

By hand delivery
 By first-class mail*
 By email
 By overnight mail
 By facsimile
Fax # _____

By hand delivery
 By first-class mail*
 By email
 By overnight mail
 By facsimile
Fax # _____

By hand delivery
 By first-class mail*
 By email
 By overnight mail
 By facsimile
Fax # _____

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23

<p>BAKER BOTTS, LLP JOHN M. TALADAY ERIK KOONS TIFFANY GELOTT The Warner 1299 Pennsylvania Ave., NW Washington DC 20004-2400 E-mail: john.taladay@bakerbotts.com E-mail: erik.koons@bakerbotts.com Email: tiffany.gelott@bakerbotts.com</p> <p>CASE & DUSTERHOFF, LLP JAMES D. CASE The 9800 Professional Building 9800 SW Beaverton-Hillsdale Hwy., Suite 200 Beaverton, OR 97007 E-mail: jcase@case-dusterhoff.com Telephone: (503) 641-7222 Facsimile: (503) 643-6522</p> <p><i>Attorneys for Philips Electronics North America Corp. (PENAC)</i></p>	<p>___ By hand delivery ___ By first-class mail* <input checked="" type="checkbox"/> By email ___ By overnight mail ___ By facsimile Fax # _____</p> <p>___ By hand delivery ___ By first-class mail* <input checked="" type="checkbox"/> By email ___ By overnight mail ___ By facsimile Fax # _____</p>
--	---

*With first-class postage prepaid and deposited in Portland, Oregon.

s/Michael G. Neff
 Michael E. Haglund, OSB No. 772030
 Michael K. Kelley, OSB 853782
 Michael G. Neff, OSB 925360
 Attorneys for Plaintiff