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10 *Class Counsel for the Direct Purchaser Class*

11  
 12 **UNITED STATES DISTRICT COURT**  
 13 **FOR THE SOUTHERN DISTRICT OF CALIFORNIA**

14 IN RE: PACKAGED SEAFOOD 15 PRODUCTS ANTITRUST 16 LITIGATION
17 18 19 20 This filing relates to the Direct 21 Purchaser Plaintiff Class Action 22 Track

Case No. 3:15-md-02670-DMS-MDD  
MDL No. 2670

23 **DECLARATION OF SAMANTHA**  
 24 **J. STEIN IN SUPPORT OF**  
 25 **DIRECT PURCHASER**  
 26 **PLAINTIFFS' MOTION FOR**  
 27 **ATTORNEYS' FEES AND COSTS**  
 28 **AND SERVICE AWARDS FOR**  
**THE CLASS**  
**REPRESENTATIVES IN**  
**CONJUNCTION WITH THE**  
**COSI/TUG SETTLEMENT**

DATE: June 17, 2022  
 TIME: 1:30 PM  
 JUDGE: Dana M. Sabraw  
 CTRM: 13A

1 I, Samantha J. Stein, declare as follows:

2 1. I am an attorney licensed to practice law in the State of California. I am a  
3 partner at Hausfeld LLP, 600 Montgomery St., Suite 3200, San Francisco, CA, 94111.  
4 I make this declaration in support of the Direct Purchaser Plaintiffs’ (the “DPPs”)  
5 Motion for Attorneys’ Fees and Costs and Service Awards for the Class  
6 Representatives in Conjunction with the DPPs’ Settlement with Chicken of the Sea  
7 (“COSI”) and Thai Union Group (“TUG”). I have personal knowledge of the facts set  
8 forth herein and, if called upon to do so, I could and would testify competently thereto.

9 2. Attached as **Exhibit A** is a true and correct copy of the Settlement  
10 Agreement between the DPPs and COSI and TUG, previously submitted as ECF No.  
11 2674-3.

12 3. Attached as **Exhibit B** is a true and correct copy of the arbitration award  
13 issued by former federal Judge Layn Phillips following the contested arbitration on  
14 fees and costs between the DPPs and COSI/TUG, previously submitted as ECF No.  
15 2674-5.

16 4. Class Counsel – led by Court-appointed lead counsel, Hausfeld LLP  
17 (“Hausfeld”) – have performed significant work and expended significant resources  
18 in this case for the benefit the DPPs and the settlement class. In addition to filing the  
19 first complaint alleging antitrust claims against the Defendants anywhere in the  
20 country, Hausfeld has played a leading role throughout the litigation.

21 5. Early on, Class Counsel performed significant preliminary work to  
22 advance the case, including coordinating Protective Orders, working out an ESI  
23 Protocol, and conducting additional case research. Class Counsel also pushed for the  
24 production of documents that Defendants had previously produced to the United States  
25 Department of Justice (“DOJ”) and headed the review of those over two million pages  
26 of documents prior to the filing of the amended complaints in this action. Hausfeld  
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1 coordinated with all of the other plaintiffs’ counsel from the other plaintiff-tracks to  
2 draft harmonized and more detailed complaints.

3 6. Furthermore, in addition to suing Bumble Bee, StarKist, and COSI, the  
4 DPP Class has also sued: (a) TUG, COSI’s parent; (b) the parent entities of Bumble  
5 Bee—Lion Capital LLP and Lion Capital (Americas), Inc. (“Lion Americas”), and  
6 Big Catch Cayman LP (“Big Catch”) (collectively, the “Lion Entities”); and (c)  
7 Dongwon Industries Co., Ltd. (“Dongwon”), the parent of StarKist. None of these  
8 entities were prosecuted by DOJ, and all have denied responsibility for the actions of  
9 their subsidiaries and affiliates. However, Class Counsel, having served and received  
10 discovery from the Lion Entities, uncovered significant new facts about these entities  
11 (as well as more about Bumble Bee CEO, Chris Lischewski (“Lischewski”)) and their  
12 participation in the conspiracy. Class Counsel immediately moved to add these new  
13 Defendants (*see* ECF No. 530, filed Oct. 16, 2017), and other plaintiff groups later  
14 followed Class Counsel’s lead, and added them as defendants (*see, e.g.*, ECF No. 724-  
15 14). The Court ultimately granted the request to add the Lion Entities as Defendants.<sup>1</sup>

16 7. Class Counsel hired and worked with three experts to support the DPPs’  
17 claims in this case: (1) Russell Mangum, Ph.D (“Mangum”) an economist, and his  
18 former economic consulting firm Nathan Associates, Inc.; (2) Marianne DeMario  
19 (“DeMario”), an accounting expert, and her firm Spectrum Consulting Partners LLC;  
20 and (3) Gary Hamilton, Ph.D (“Hamilton”), a sociologist with expertise in Asian  
21 corporate business structures.

22 8. Mangum prepared the first expert analysis on behalf of any direct  
23 purchaser in March of 2018, submitting his initial report in support of the DPPs’ class  
24 certification motion. Mangum also submitted a rebuttal report on class certification.

25 \_\_\_\_\_  
26 <sup>1</sup> Although the Court did not permit the DPPs to pursue claims against Lischewski, the  
27 DOJ filed a criminal action against him in May of 2018. *See United States v.*  
28 *Christopher Lischewski*, No. 3:18-cr-00203, ECF No. 1 (N.D. Cal., filed on May 16,  
2018). He was later found guilty of violating the antitrust laws following a jury trial.

1 The two reports, including exhibits, charts, and tables, totaled 395 pages. He presented  
2 his analysis in open court and was subject to cross-examination during the three-day  
3 hearing on class certification held between January 14-16, 2019, for which Class  
4 Counsel prepared extensively and in which they participated. Mangum also presented  
5 initial and rebuttal reports on the merits that DPPs utilized to oppose motions for  
6 summary judgment. Those reports, with appendices, charts, and tables, totaled 346  
7 pages. Defendants deposed Mangum three times.

8 9. Class Counsel’s work with their other experts similarly generated  
9 substantial benefits for Class Members. DeMario and Hamilton performed in-depth  
10 analyses of COSI and TUG and the relationships between these entities (as well as  
11 between StarKist and its parent entity, Dongwon) to better assess and support the  
12 DPPs’ claims about vicarious liability. These experts also opposed responses by  
13 Defendants’ experts—including two of COSI and TUG’s accounting and attorney  
14 experts. DeMario’s initial and reply reports, including tables and appendices, totaled  
15 97 pages. Hamilton’s initial and reply reports, including tables and appendices, totaled  
16 161 pages. These experts performed detailed examinations of the record and  
17 effectively summarized the mountain of evidence supporting the DPPs’ vicarious  
18 liability claims against the parent entities. Defendants also jointly deposed DeMario  
19 on two occasions and Hamilton once. These experts have played a pivotal role in the  
20 case, but their services are not free. Class Counsel have paid over \$3.8 million in  
21 expert costs.

22 10. Class Counsel were also responsible for responding to Defendants’  
23 experts—including *five* experts proffered by COSI. Class counsel deposed  
24 Defendants’ class certification expert, Dr. John Johnson (“Johnson”) and again cross-  
25 examined him at the class certification hearing. Then, in response to Mangum’s merits  
26 report, COSI offered the opinions of two economists: Dr. Randal Heeb (“Heeb”), and  
27 Dr. Michael Moore. Class Counsel deposed both of these experts as well and later  
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1 filed *Daubert* motions against both. ECF No. 1970. COSI and TUG also put forward  
2 two other experts, Arthur Laby (“Laby”) (an attorney) and Gary Kleinrichert (an  
3 accounting expert) to oppose DeMario and Hamilton’s reports. Class Counsel deposed  
4 both of these witnesses and filed a *Daubert* motion against Laby. *Id.* StarKist,  
5 Dongwon, Bumble Bee, and the Lion Entities also had their own experts, including  
6 three more economists and three more attorney/accounting experts to oppose DeMario  
7 and Hamilton. Class Counsel spent significant time and resources responding to all of  
8 these experts.

9 11. In addition to undertaking extensive factual investigations and researching  
10 and drafting numerous motions and other briefs, Class Counsel have often served as  
11 the coordinators for case management related issues as well as taking and preparing  
12 for approximately 60 depositions, including traveling to Thailand to depose TUG’s  
13 witnesses and Korea to depose Dongwon and StarKist’s witnesses.

14 12. Additionally, Class Counsel also engaged with COSI in its role as the  
15 leniency applicant. As the leniency applicant, COSI was required to cooperate with  
16 the Plaintiffs, which involved preparing for and attending multiple evidentiary  
17 proffers.

18 13. Outside of discovery, Class Counsel were primarily responsible for  
19 leading the opposition briefing on multiple summary judgment and *Daubert* motions.  
20 And recently, Class Counsel defended the class certification order on appeal to the  
21 Ninth Circuit and then to an *en banc* panel. The Court of Appeals’ *en banc* decision  
22 has not yet been issued.

23 14. The Settlement Agreement between the DPPs and COSI/TUG was the  
24 product of a multi-year negotiation with their counsel. It required two in-person  
25 mediations and numerous calls and other communications with the mediator, the  
26 Honorable Jan Adler (ret.), a former magistrate judge who sat on the bench in the  
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1 Southern District of California. The Settlement provides significant benefits to the  
2 settlement class, as outlined in the DPPs’ preliminary approval motion.

3 15. With respect to the attorneys’ fees and costs, a neutral arbitrator – former  
4 federal District Court Judge Layn Phillips – presided over the parties’ contested  
5 arbitration proceeding on fees and costs in June of 2021. Both sides presented full  
6 briefing and arguments to Judge Phillips. The DPPs submitted 600 pages worth of  
7 documentation to Judge Phillips—including an accounting of costs expended and  
8 sworn declarations by Class Counsel, including lead partners from every firm relating  
9 to their lodestar and work in this case. COSI and TUG submitted 60 pages worth of  
10 material contesting and disputing the DPPs’ claims for fees and costs.

11 16. While the DPPs have a substantial amount of lodestar (over \$20 million  
12 at the time of the arbitration), they primarily sought recovery of Class Counsel’s out-  
13 of-pocket costs, which after six years of litigation totaled over \$4.7 million. The vast  
14 majority of those costs—over \$3.8 million—consists of fees paid to experts. There  
15 have also been a host of other expenses, such as costs incurred by the use of electronic  
16 document hosting platforms; firms that specialize in gathering ESI and other materials  
17 for the purposes of discovery; translation services; deposition service providers;  
18 process servers and litigation services; mediators and arbitrators; and court reporters.  
19 Although Class Counsel have been working on contingency for years without  
20 payment, rather than seeking attorneys’ fees in the first instance, the DPPs requested  
21 that the remainder of the \$7 million amount be put in a “war chest” to defray future  
22 costs as this case moves forward to trial and as other potential discovery and expert  
23 costs arise in the future.

24 17. There were no side agreements or communications between the parties  
25 about the amounts that would be argued before Judge Phillips. Both sides approached  
26 the arbitration through a strict adversarial process.

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1 18. Ultimately, Judge Phillips issued the award the attached as Exhibit B on  
2 June 25, 2021.

3 19. The DPP class representatives in this case have spent a substantial amount  
4 of time and resources on this case over the last nearly seven years. These Plaintiffs  
5 have sat for depositions, produced documents, responded to written discovery, and  
6 fulfilled their duties throughout this entire long-running litigation. They have  
7 faithfully represented the Class during this time, participating whenever necessary and  
8 monitoring the progress of the case. Indeed, when Bumble Bee filed for bankruptcy,  
9 several class representatives were called upon to assist Class Counsel by participating  
10 in the meetings of creditors, and in particular, Olean Wholesale Grocery Cooperative  
11 sent a representative to spend an entire day at a creditor's committee meeting,  
12 traveling a significant distance to protect the Class's interests. The modest proposed  
13 service awards hardly reflect the contribution these Class Representatives have made.  
14 Neither Class Counsel nor COSI or TUG made any promises about requesting such  
15 awards.

16 I declare under penalty of perjury that the foregoing facts are true and correct  
17 and that this declaration was executed in San Francisco, California on March 24, 2022.

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By: s/ Samantha J. Stein  
Samantha J. Stein  
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*Class Counsel for the Direct  
Purchaser Class*

**FILER'S ATTESTATION**

I, Michael P. Lehmann, am the ECF User whose ID and password are being used to file this document. I hereby attest that the counsel listed above has concurred in this filing.

Dated: March 24, 2022

*s/ Michael P. Lehmann*  
Michael P. Lehmann  
HAUSFELD LLP  
mlehmann@hausfeld.com  
*Class Counsel for the Direct  
Purchaser Class*



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**CERTIFICATE OF SERVICE**

I certify that on March 24, 2022, I filed the foregoing document and supporting papers with the Clerk of the Court for the United States District Court, Southern District of California, by using the Court’s CM/ECF system. I also served counsel of record via this Court’s CM/ECF system.

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