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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

RYAN RODRIGUEZ, REENA B.
FRAILICH, LOREDANA NESCI,
JENNIFER BRAZEAL and LISA
GINTZ, on behalf of themselves and all
others similarly situated,

Plaintiffs,

vs.

WEST PUBLISHING CORPORATION,
a Minnesota Corporation dba BAR/BRI
and KAPLAN, Inc., a Delaware
Corporation.

Defendants.

Case No. CV 05-3222 R(MCx)

The Honorable Manuel L. Real

**[PROPOSED] ORDER GRANTING
SETTLING CLASS PLAINTIFFS'
MOTION FOR DISTRIBUTION OF
NET SETTLEMENT FUND UPON
THE OCCURRENCE OF THE
EFFECTIVE DATE AND FOR
APPROVAL AND DISTRIBUTION
OF ATTORNEYS' FEES AND
EXPENSES**

Date: November 2, 2009
Time: 10:00 a.m.
Place: Courtroom 8

AND CONSOLIDATED ACTION

1 **WHEREAS**, on September 10, 2007, this Court finally approved the
2 parties' Stipulation and Settlement Agreement and entered (1) a Final Order and
3 Judgment Approving Settlement, and (2) an Order Granting Class Counsel
4 Attorneys' Fees and Reimbursement of Expenses ("Fee Award");

5 **WHEREAS**, all capitalized phrases herein shall have the same meaning as
6 those in the Stipulation and Settlement Agreement, dated February 2, 2007;

7 **WHEREAS**, on April 23, 2009, the Ninth Circuit Court of Appeals affirmed
8 this Court's approval of the Settlement, but remanded Class Counsel's award of
9 attorneys' fees "for consideration of the effect, if any" of certain incentive
10 agreements entered into by one of the three firms serving as Class Counsel and five
11 of the seven Class Representatives;

12 **WHEREAS**, the claims administration process, with respect to calculating
13 the method to distribute the Net Settlement Fund, has come to a close;

14 **WHEREAS**, this Court finds that the Claims Administrator followed the
15 procedures for identifying the Authorized Claimants;

16 **WHEREAS**, distribution of the Net Settlement Fund will therefore be
17 appropriate upon the Effective Date of the Settlement;

18 **WHEREAS**, this Court has also considered the effect of the incentive
19 agreements on the Fee Award;

20 **WHEREAS**, this Court reaffirms the Fee Award and approves an award of
21 attorneys' fees to Class Counsel in the amount of \$12,725,016;

22 **WHEREAS**, this Court approves an award of \$1,637,240 to Class Counsel
23 to reimburse them for the unreimbursed expenses they incurred in this Action;

24 **NOW, THEREFORE**, upon consideration of the Settling Class Plaintiffs'
25 Motion for Distribution of the Net Settlement Fund Upon the Occurrence of the
26 Effective Date and for Approval of Attorneys' Fees and Reimbursement of
27 Expenses, including the accompanying Memorandum of Points and Authorities,
28 the Declaration of Sidney K. Kanazawa and attached exhibits, the Declaration of

1 Eric J. Miller, the Requests by Claimants for Review of Claims Determinations,
2 and upon all prior proceedings herein and after due deliberation, it is hereby

3 **ORDERED**, that the administrative determinations of the Claims
4 Administrator accepting the claims submitted with and described in the Eric J.
5 Miller Declaration, including claims submitted after September 17, 2007, through
6 and including August 18, 2009, are hereby approved, and said claims are hereby
7 accepted; and it is further

8 **ORDERED**, that the determinations of the Claims Administrator rejecting
9 the claims as set forth in the Eric J. Miller Declaration and the Requests by
10 Claimants for Review of Claims Determination, are hereby approved, and said
11 claims are hereby rejected; and it is further

12 **ORDERED**, that the Net Settlement Fund shall, upon the Effective Date of
13 the Settlement, be distributed to the Authorized Claimants whose claims have been
14 accepted as set forth in the Miller Declaration in proportion to their respective
15 Recognized Claims; and it is further

16 **ORDERED**, that the payments to be distributed to the Authorized Claimants
17 shall bear the notations "CASH PROMPTLY, VOID AND SUBJECT TO RE-
18 DISTRIBUTION 180 DAYS AFTER ISSUE DATE;" and it is further

19 **ORDERED**, that all persons involved in the review, verification,
20 calculation, tabulation, or any other aspect of the processing of the Proofs of
21 Claims submitted herein, or otherwise involved in the administration or taxation of
22 the Settlement Fund or the Net Settlement Fund are released and discharged from
23 any and all claims arising out of such involvement, and all Class Members,
24 whether or not they are to receive payment from the Settlement Fund, are barred
25 from making any further claim against the Settlement Fund or the released persons
26 beyond the amount allocated to them pursuant to this Order; and it is further

27 **ORDERED**, that the Claims Administrator is hereby authorized to discard
28 paper or hard copies of the Proofs of Claims and supporting documents not less

1 than one year after the initial distribution of the Net Settlement Fund to the eligible
2 claimants and electronic or magnetic media data not less than three years after the
3 initial distribution of the Net Settlement Fund to the eligible claimants; and it is
4 further

5 **ORDERED**, that no claim submitted, and no deficient claim corrected, after
6 August 18, 2009 may be accepted for any reason whatsoever; and it is further

7 **ORDERED**, that Class Counsel are hereby granted an award of attorneys'
8 fees in the amount of \$12,725,016 to be paid from the Gross Settlement Fund; and
9 it is further

10 **ORDERED**, that Class Counsel are granted \$1,637,240 as reimbursement of
11 reasonable expenses incurred in connection with the Settlement, to be paid from
12 the Gross Settlement Fund; and it is further

13 **ORDERED**, that the objectors represented by John William Davis, are
14 granted \$8,125.00, and the objectors represented by C. Benjamin Nutley, are
15 granted \$8,125.00, for a total award of \$16,250.00, to be paid from the Gross
16 Settlement Fund; and it is further

17 **ORDERED**, that Rust Consulting, Inc. be paid the sum of \$252,236.64 from
18 the Gross Settlement Fund for the balance of its fees and expenses incurred and the
19 amounts estimated to be incurred in connection with the services performed and to
20 be performed in giving notice to the Class, preparing tax returns for the Settlement
21 Fund, processing the Proofs of Claim, and administering and distributing the
22 Settlement Fund; and it is further

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1 **ORDERED**, that this Court retains jurisdiction over any further application
2 or matter which may arise in connection with the Action.

3 **IT IS SO ORDERED.**

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5 Dated: _____

_____ The Honorable Manuel L. Real
United States District Judge

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Submitted by:

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Sidney K. Kanazawa (SBN 84068)

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