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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

**IN RE TRANSPACIFIC PASSENGER
AIR TRANSPORTATION ANTITRUST
LITIGATION**

Civil Action No. 3:07-CV-05634-CRB

MDL No: 1913

**[PROPOSED] ORDER GRANTING
PRELIMINARY APPROVAL OF
SETTLEMENTS WITH DEFENDANTS
PHILLIPPINE AIRLINES, INC., AIR
NEW ZEALAND LIMITED, AND CHINA
AIRLINES, LTD.**

This Document Relates To:

All Actions

1 Plaintiffs have moved the Court for Preliminary Approval of Class Action Settlements with
2 Settling Defendants Philippine Airlines, Inc. (“PAL”), Air New Zealand Limited (“ANZ”), and
3 China Airlines, Ltd. (“CAL”) (collectively, the “Settling Defendants”). The Court, having reviewed
4 the motion, the Settlement Agreements, the pleadings and other papers on file in this action, and the
5 statements of counsel and the parties, hereby finds that the motion should be GRANTED.

6 IT IS HEREBY ORDERED THAT:

7 1. The Proposed Settlements with the Settling Defendants are preliminarily approved,
8 subject to a final approval hearing of the Proposed Settlements (the “Fairness Hearing”). The Court
9 finds that the Proposed Settlements fall within the range of possible final approval. The Court
10 further finds that there is a sufficient basis for notifying Class members of the Proposed Settlements.

11 2. The following Settlement Classes are provisionally certified for settlement purposes
12 only, pursuant to Rule 23 of the Federal Rules of Civil Procedure:

13 PAL Settlement Class

14 All persons and entities that purchased passenger air transportation originating in the
15 United States that included at least one flight segment to Asia or Oceania, from
16 Defendants or their co-conspirators, or any predecessor, subsidiary, or affiliate
17 thereof, at any time between January 1, 2000 and December 1, 2016.

18 ANZ Settlement Class

19 All persons and entities that purchased passenger air transportation originating in the
20 United States that included at least one flight segment to Asia or Oceania, from
21 Defendants or their alleged co-conspirators, or any predecessor, subsidiary, or
22 affiliate thereof, at any time between January 1, 2000 and December 1, 2016.

23 CAL Settlement Class

24 All persons and entities that purchased passenger air transportation originating in the United
25 States that included at least one flight segment to Asia or Oceania, from Defendants, or any
26 predecessor, subsidiary, or affiliate thereof, at any time between January 1, 2000 and
27 December 1, 2016.
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1 Excluded from the Settlement Classes are governmental entities, Defendants, former
2 Defendants, any parent, subsidiary, or affiliate thereof, and Defendants' officers, directors,
3 employees, and immediate families.

4 3. The Court finds the prerequisites to a class action under Federal Rule of Civil
5 Procedure 23(a) have been satisfied for settlement purposes by each of the above-described Classes
6 in that:

- 7 a) there are hundreds of thousands of putative Class members, making joinder of all
8 members impracticable;
- 9 b) there are questions of fact and law that are common to all members of each Class;
- 10 c) the claims of the Class Representatives are typical of those of the absent members of
11 each Class;
- 12 d) Plaintiffs Meor Adlin, Franklin Ajaye, Andrew Barton, Rachel Diller, Scott Fredrick,
13 David Kuo, Dickson Leung, Brendan Maloof, Donald Wortman, Harley Oda, Roy
14 Onomura, Shinsuke Kobayashi, Patricia Lee, Nancy Kajiyama, Della Ewing Chow,
15 and James Kawaguchi have and will fairly and adequately protect the interests of the
16 absent members of each Class and have retained counsel experienced in complex
17 antitrust class action litigation who have and will continue to adequately advance the
18 interests of each Class.

19 4. The Court finds that this action may be maintained as a class action under Federal
20 Rule of Civil Procedure 23(b)(3) for settlement because: (i) questions of fact and law common to the
21 members of each Class predominate over any questions affecting only the claims of individual Class
22 members; and (ii) a class action is superior to other available methods for the fair and efficient
23 adjudication of this controversy.

24 5. The Court finds that the Settlement Agreements fall within the range of possible
25 approval. The Court further finds that there is a sufficient basis for notifying each Class of the
26 proposed settlements, and for enjoining Class members from proceeding in any other action pending
27 the conclusion of the Fairness Hearing.
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6. The Court hereby appoints the Interim Co-Lead Counsel, Cotchett, Pitre & McCarthy and Hausfeld LLP, to serve as Settlement Class Counsel.

7. The Court hereby appoints Plaintiffs Meor Adlin, Franklin Ajaye, Andrew Barton, Rachel Diller, Scott Fredrick, David Kuo, Dickson Leung, Brendan Maloof, Donald Wortman, Harley Oda, Roy Onomura, Shinsuke Kobayashi, Patricia Lee, Nancy Kajiyama, Della Ewing Chow, and James Kawaguchi to serve as Class Representatives on behalf of the Settlement Classes.

8. The Court will conduct a Fairness Hearing on a date to be set following notice to each Class, which will determine the following:

- a) Whether the proposed settlements are fair, reasonable, and adequate and should be granted final approval;
- b) Whether final judgment should be entered dismissing the claims of the class against Settling Defendants, with prejudice as required by the Settlement Agreements; and
- c) Such other matters as the Court may deem appropriate.

IT IS SO ORDERED.

Dated: _____, 2018

HON. CHARLES R. BREYER
United States District Judge