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

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

**Civil Case No. 3:07-cv-05634-CRB
MDL No. 1913**

**This Document Relates to:
All Actions**

**[proposed] ORDER GRANTING
PLAINTIFFS' MOTION FOR AN AWARD
OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND
CLASS REPRESENTATIVE INCENTIVE
AWARDS**

**Date: May 22, 2015
Time: 10:00 am
Courtroom: 6, 17th Floor**

1 The Court, having reviewed Plaintiffs' Notice of Motion, Motion for an Award of
2 Attorneys' Fees, Reimbursement of Expenses and Class Representative Incentive Awards and
3 Memorandum of Points and Authorities thereto ("Motion"), the pleadings and other papers on
4 file in this Action and the argument of counsel, hereby finds that:

5 1. The Motion requests an award of attorneys' fees in the amount of \$13,154,166 or
6 33.3% of the \$39,502,000 Settlement Fund plus interest. Further, Plaintiffs and Class Counsel
7 request reimbursement of out-of-pocket litigation costs and expenses in the amount of
8 \$2,807,699.73. This amount is calculated from the total of: (1) \$930,039.61 of expenses and
9 costs incurred by each firm, as reflected in the exhibits to each declaration; and (2)
10 \$1,877,660.12 in Litigation Fund expenses. In addition, Plaintiffs request incentive awards for
11 the Class Representatives in the amount of \$7,500 per Class Representative. Finally, Plaintiffs
12 request that the Court finally approve the establishment of a litigation expense fund in the
13 amount of \$3,000,000 for future litigation expenses provisionally approved by this Court on
14 October 14, 2014. ECF No. 951.

15 2. The Court finds Class Counsel's requested fee award of \$13,154,166—33.3% of
16 the Settlement Fund—is fair and reasonable under the percentage-of-the-recovery method
17 based upon the following factors: (1) the results obtained by Class Counsel in this case; (2) the
18 risks and complex issues involved in this case, which were significant and required a high level
19 of skill and high-quality work to overcome; (3) that the attorneys' fees requested were entirely
20 contingent upon success—Class Counsel risked time and effort and advanced costs with no
21 ultimate guarantee of compensation; (4) that the range of awards made in similar cases justifies
22 an award of 33.3% here; and (5) that the Class Members have been notified of the requested
23 fees and had an opportunity inform the Court of any concerns they have with the request. These
24 factors justify an upward adjustment of the Ninth Circuit's 25% benchmark. As such, the Court
25 finds that the requested fee award comports with the applicable law and is justified by the
26 circumstances of this case.

27 3. The Court has confirmed the reasonableness of Plaintiffs' fee request by
28 conducting a lodestar cross-check. The Court finds that Class Counsel's reasonable lodestar

1 was \$38,685,058.25 based on historic hourly rates for the period from the appointment of lead
2 counsel until February 20, 2015 for Supporting Counsel and February 28, 2015 for Co-Lead
3 Class Counsel. Class Counsel's requested fee award represents less than 35% of their
4 reasonable lodestar. This further supports the reasonableness of Class Counsel's fee request
5 here.

6 4. The Court finds that Class Counsel incurred a total of \$2,807,699.73 in litigation
7 costs and expenses in prosecuting this litigation as of February 28, 2015. The Court finds that
8 these costs and expenses were reasonably incurred in the ordinary course of prosecuting this
9 case and were necessary given the complex nature and nationwide scope of the case.

10 5. Pursuant to *Radcliffe v. Experion Information Solutions*, 715 F.3d 1157 (9th Cir.
11 2013), the Court has carefully considered the requested incentive awards. The Court deems the
12 application for incentive awards reasonable and justified given: (1) the risks—reputational,
13 financial, and otherwise—faced by Class Representatives in bringing this lawsuit; and (2) the
14 work performed and the active participation in the litigation and settlement processes by the
15 Class Representatives on behalf of members of the Class.

16 6. In sum, upon consideration of the Motion and accompanying Declarations, and
17 based upon all matters of record including the pleadings and papers filed in this action, the
18 Court hereby finds that the fee requested is reasonable and proper; the costs and expenses
19 incurred by Class Counsel were necessary, reasonable, and proper; and that incentive awards
20 are appropriate given the time and effort expended by the Class Representatives in the
21 prosecution of this case.

22 Accordingly, it is hereby ORDERED and DECREED that:

23 7. Class Counsel are awarded attorneys' fees of \$13,154,166 (33.3% of the
24 \$39,502,000 Settlement Fund), together with a proportional share of interest earned on the
25 Settlement Fund for the same time period and at the same rate as that earned on the Settlement
26 Fund until dispersed to Class Counsel.

27 8. Class Counsel are awarded reimbursement of their litigation costs and expenses
28 in the amount of \$2,807,699.73.

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9. The \$3,000,000 for additional, future expenses provisionally approved on October 14, 2014 is hereby finally approved.

10. The Class Representatives shall each receive an incentive award in the amount of \$7,500.

11. The attorneys' fees awarded, reimbursement of litigation costs and expenses, and incentive awards shall be paid from the Settlement Fund and the interest earned thereon.

12. The fees and expenses shall be allocated among Class Counsel by Co-Lead Class Counsel in a manner that, in the Co-Lead Class Counsel's good-faith judgment, reflects each firm's contribution to the institution, prosecution, and resolution of the litigation.

13. This order shall be entered of this date pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Court finding that there is no just reason for delay.

IT IS SO ORDERED.

Dated: _____

HON. CHARLES R. BREYER
UNITED STATES DISTRICT JUDGE