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13 **UNITED STATES DISTRICT COURT**  
 14 **NORTHERN DISTRICT OF CALIFORNIA**  
 15 **SAN FRANCISCO DIVISION**

16 **IN RE TRANSPACIFIC PASSENGER**  
 17 **AIR TRANSPORTATION ANTITRUST**  
 18 **LITIGATION**

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

MDL No: 1913

19 **AMENDED ORDER GRANTING**  
 20 **PLAINTIFFS' MOTION FOR**  
 21 **APPROVAL OF NOTICE**  
 22 **PROGRAM, NOTICE FORMS, AND**  
 23 **PLAN OF ALLOCATION**

**This Document Relates To:**

**All Actions**

1 Plaintiffs have moved the Court for approval of their proposed notice program and forms  
2 (“Notice Program”) and the Plan of Allocation (“Plan of Allocation”). The Court, having reviewed  
3 the motion, the accompanying declarations, the pleadings and other papers on file in this action,  
4 and the statements of counsel and the parties, hereby finds that the motion should be GRANTED.

5 IT IS HEREBY ORDERED THAT:

6 1. The Court approves the proposed Notice Program, including the Long Form Notice,  
7 the Short Form Notice, attached to the Declaration of Dr. Shannon R. Wheatman in support of  
8 Plaintiffs’ Motion for Approval of Notice Program, Notice Forms, and Plan of Allocation. The  
9 Court further approves the claim form attached to the Declaration of Christopher L. Lebsock in  
10 support of Plaintiffs’ Motion for Approval of Notice Program, Notice Forms, and Plan of  
11 Allocation. The Court also preliminarily approves the proposed Plan of Allocation described in  
12 Plaintiffs’ Motion for Approval of Notice Program, Notice Forms, and Plan of Allocation. The  
13 Court finds that the manner of notice proposed constitutes the best practicable notice under the  
14 circumstances as well as valid, due and sufficient notice to all persons entitled thereto and  
15 complies fully with the requirements of the Federal Rule of Civil Procedure 23 and the due process  
16 requirements of the United States Constitution. The Court further finds that the Plan of Allocation  
17 is fair, reasonable, and adequate under the circumstances and fairly compensates class members  
18 based upon the scope of the releases provided by Settling Defendants.

19 2. On or before March 29, 2015 Settlement Class Counsel shall cause the notice, in  
20 substantially the same form as Exhibits referenced above, to be published in the manner and in and  
21 through the media outlets and other mediums enumerated in the Notice Program and publication  
22 schedules attached as Exhibits to the Declaration of Dr. Shannon R. Wheatman. Settlement Class  
23 Counsel shall also provide a copy of the notice to all persons who request it and shall post a copy  
24 of the notice on the Internet at the address identified in the notice. Settlement Class Counsel shall  
25 notify Settling Defendants of all class members who elect to opt out of the settlements or object to  
the settlements within five business days of the deadline for the same.

26 3. At least ten (10) days before the date fixed by this Court for the Final Fairness  
27 Hearing, Settlement Class Counsel shall cause to be filed with the Clerk of this Court a declaration  
28 by the person under whose general direction the publication of notice was made, showing that

1 publication was made in accordance with this Order.

2 4. A hearing (the “Final Fairness Hearing”) shall be held by this Court on Friday, May  
3 22, 2015 at 10:00 a.m. before the Honorable Charles R. Breyer at the United States District Court  
4 for the Northern District of California, 450 Golden Gate Ave., Courtroom 6, 17th Floor, San  
5 Francisco, California, 94102 to make a final determination as to whether the proposed settlements  
6 are fair, adequate, and reasonable to the settlement classes and should be approved by the Court,  
7 and whether Settling Defendants should be released from claims as provided in the settlement  
8 agreements. The Court may adjourn this Final Fairness Hearing without further notice to members  
9 of the settlement classes.

10 5. Any member of a settlement class may request to be excluded from the settlement  
11 class; such request of exclusion must be made no later than thirty-five days before the date of the  
12 Final Fairness Hearing, and must otherwise comply with the requirements set forth in the long  
13 form notice provided on the website established by Kinsella Media (“Settlement Website”). Any  
14 member of a settlement class who does not timely seek exclusion from said class and who wishes  
15 to object to the terms of the relevant proposed settlement must do so in writing, must mail or  
16 deliver copies of such objection to Counsel for the Settling Parties and the Clerk of the Court no  
17 later than thirty-five days before the Final Fairness Hearing, and must otherwise comply with the  
18 requirements set forth in the long form notice provided on the Settlement Website.

19 6. In the event that one or more of the proposed settlements are approved by the Court  
20 after the Final Fairness Hearing, the deadline for class members to submit claims will be the later  
21 of one hundred twenty (120) days after the Effective Date of each of the respective settlements (as  
22 that term is defined in each of the Settlement Agreements) or the date upon which entry of  
23 judgment against each respective Settling Defendant is entered by the Court.

24 7. Settlement Class Counsel shall file with the Court their motion for final approval of  
25 the proposed settlement agreements at least fourteen (14) days prior to the date of the Final  
26 Fairness Hearing. Settlement Class Counsel shall post a copy of any motion and supporting papers  
27 on the Settlement Website at least ten (10) days prior to the Final Fairness Hearing.

28 8. Settlement Class Counsel shall file any motion concerning the payment of and/or  
distribution of attorneys’ fees, costs, and/or incentive awards forty-five (45) days prior to the Final

1 Fairness Hearing. Settlement Class Counsel shall post a copy of any motion for attorneys' fees and  
2 supporting papers on the website within twenty-four hours after it is filed with the Court.

3 Comments and/or objections to any motion must be made in writing and comply with the  
4 requirements set forth in the long form notice posted on the Settlement Website, and must be  
5 received by Settlement Class Counsel, and filed with the Court, at least thirty-five (35) days prior  
6 to the Final Fairness Hearing.

7 9. Settlement Class Counsel are authorized to pay out of the Settlement Fund sums  
8 actually invoiced by Kinsella Media/Rust for notice and administration.

9 **IT IS SO ORDERED.**

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11 Dated: December 15, 2014



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12 HON. CHARLES R. BREYER  
13 United States District Judge  
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