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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

IN RE OPTICAL DISK DRIVE  
ANTITRUST LITIGATION

Case No. 3:10-md-02143 RS

MDL No. 2143

This Document Relates to:  
ALL DIRECT PURCHASER ACTIONS

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

Date: May 14, 2015  
Time: 1:30 p.m.  
Judge: Honorable Richard Seeborg  
Courtroom: 3, 17th Floor

1           The Court, having reviewed Direct Purchaser Plaintiffs’ Motion for an Award of Attorneys’  
2 Fees, Reimbursement of Expenses, and Class Representative Incentive Awards (March 16, 2015)  
3 (“Motion”), the pleadings and other papers on file in this action, [the responses of class members],  
4 and the statements of counsel and the parties, hereby finds that:

5           1.       The Motion requests an award of attorneys’ fees in the amount of \$11,370,000 or  
6 30% of the \$37,900,000 Settlement Fund.<sup>1</sup> Further, Direct Purchaser Plaintiffs (“DPPs”) and their  
7 counsel (“Class Counsel”) request reimbursement of out-of-pocket litigation costs and expenses in  
8 the amount of \$1,687,905.17. In addition, DPPs request that the Court approve the \$1,593,268.18  
9 in expenses paid with settlement funds. Lastly, DPPs request incentive awards for the Class  
10 Representatives as follows: \$5,000 for each of the three class plaintiffs named only in the Second  
11 Consolidated Amended Complaint,<sup>2</sup> and \$10,000 for each of the six class plaintiffs named in the  
12 Third Consolidated Amended Complaint,<sup>3</sup> for a total of \$75,000.

13           2.       The Court finds that DPPs’ requested fee award of \$11,370,000—30% of the  
14 Settlement Fund—is fair and reasonable under the percentage-of-the-recovery method based upon  
15 the following factors: (1) the results obtained by Class Counsel in this case; (2) the risks and  
16 complex issues involved in this case, which were significant and required a high level of skill and  
17 high-quality work to overcome; (3) that the attorneys’ fees requested were entirely contingent upon  
18 success—Class Counsel risked time and effort and advanced costs with no ultimate guarantee of  
19 compensation; (4) that the range of awards made in similar cases justifies an award of 30% here;  
20 and (5) that the class members have been notified of the requested fees and had an opportunity  
21 inform the Court of any concerns they have with the request. These factors justify an upward  
22 adjustment of the Ninth Circuit’s 25% benchmark. As such, the Court finds that the requested fee  
23 award comports with the applicable law and is justified by the circumstances of this case.

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25 \_\_\_\_\_  
26 <sup>1</sup> The “Settlement Fund” consists of the total proceeds of the following settlements: \$26,000,000  
(HLDS), \$5,750,000 (Panasonic), and \$6,150,000 (NEC).

27 <sup>2</sup> Univision-Crimson Holding, Inc.; Warren S. Herman; and The Stereo Shop.

28 <sup>3</sup> JLK Systems Group, Inc. and Jeff Kozik; Meijer, Inc. and Meijer Distribution, Inc.; Paul Nordine; Seneca Data Distributors, Inc.; Gregory Starrett; and Ashely Tremblay.

1           3.       The Court has confirmed the reasonableness of DPPs' fee request by conducting a  
2 lodestar cross-check. The Court finds that Class Counsel's reasonable lodestar was \$24,811,762.75  
3 based on historic hourly rates for the period from the appointment of lead counsel until December  
4 31, 2014. Class Counsel's requested fee award represents less than 50% of their reasonable  
5 lodestar. This further supports the reasonableness of Class Counsel's fee request here.

6           4.       The Court finds that Class Counsel incurred a total of \$3,281,173.35 in litigation  
7 costs and expenses in prosecuting this litigation as of December 31, 2014. The Court finds that  
8 these costs and expenses were reasonably incurred in the ordinary course of prosecuting this case  
9 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 work  
14 performed and the active participation in the litigation and settlement processes by the class  
15 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 Court  
18 hereby finds that the fee requested is reasonable and proper; the costs and expenses incurred by  
19 Class Counsel were necessary, reasonable, and proper; and that incentive awards are appropriate  
20 given the time and effort expended by the Class Representatives in the prosecution of this case.

21               Accordingly, it is hereby ORDERED and DECREED that:

22          7.       Class Counsel are awarded attorneys' fees of \$11,370,000 (30% of the \$37,900,000  
23 Settlement Fund), together with a proportional share of interest earned on the Settlement Fund for  
24 the same time period and at the same rate as that earned on the Settlement Fund until dispersed to  
25 Class Counsel.

26          8.       Class Counsel are awarded reimbursement of their litigation costs and expenses in  
27 the amount of \$1,687,905.17.

1           9.       The \$1,593,268.18 in costs and expenses paid directly from the Court-ordered  
2 settlement funds are approved.

3           10.       The SCAC Class Representatives—Univision-Crimson Holding, Inc.; Warren S.  
4 Herman; and The Stereo Shop—shall each receive an incentive award in the amount of \$5,000.

5           11.       The TCAC Class Representatives—JLK Systems Group, Inc. and Jeff Kozik;  
6 Meijer, Inc. and Meijer Distribution, Inc.; Paul Nordine; Seneca Data Distributors, Inc.; Gregory  
7 Starrett; and Ashely Tremblay—shall each receive an incentive award in the amount of \$10,000.

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

10          13.       The fees and expenses shall be allocated among Class Counsel by the Chairman of  
11 the Executive Committee in a manner that, in the Chairman’s good-faith judgment, reflects each  
12 firm’s contribution to the institution, prosecution, and resolution of the litigation.

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

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16 **IT IS SO ORDERED.**

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18 Dated: \_\_\_\_\_

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21 HON. RICHARD SEEBORG  
22 UNITED STATES DISTRICT JUDGE  
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