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JAN 04 2007

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Co-Lead Class Counsel

11 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
12 **COUNTY OF SAN DIEGO**
13 **(UNLIMITED JURISDICTION)**

15 Coordination Proceeding
16 Special Title (Rule 1550(b)):

17 NATURAL GAS ANTI-TRUST CASES
18 I, II, III & IV

19 This Document Relates to:

20 ALL PRICE INDEXING CASES

J.C.C.P. Nos. 4221, 4224, 4226 & 4228

The Honorable Ronald S. Prager
Coordination Trial Judge

**[PROPOSED] ORDER AWARDING CLASS
COUNSEL INTERIM ATTORNEYS' FEES
AND COSTS**

Date: December 11, 2006
Time: 10:00 a.m.
Courtroom: Dept. 71

22 Before the Court is Class Counsel's Motion for an Award of Attorneys' Fees and
23 Costs for work performed in pursuit of four class action settlements, notice of which was given to
24 all Settlement Class members pursuant to the Court's September 1, 2006 Order granting
25 preliminary approval of the settlements. The Court heard argument regarding the fee application
26 upon duly noticed motion on December 11, 2006. Based upon the Court's observation and
27 assessment of the performance of Class Counsel throughout this coordination proceeding, its
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1 review of the pleadings and other papers filed with the Court, the amount recovered in settlement
2 of the claims of the Settlement Class, and the absence of any objections, good cause appearing
3 therefore,

4 **IT IS HEREBY ORDERED, ADJUDGED AND DECREED:**

5 1. Attorneys' fees in the amount of \$26,699,828 and reimbursement of costs
6 in the amount of \$930,172 are hereby awarded to Class Counsel, for a total of \$27,630,000, to be
7 paid as provided in the Settlement Agreements.

8 2. The award of attorneys' fees is based upon the percentage fee method for
9 determining a reasonable award of attorneys' fees. The fee award of \$26,699,828 is less than
10 29% of the common fund of \$92.1 million, which is well within the customary range of
11 percentage contingent fees freely-negotiated in the legal marketplace, as well as the customary
12 range of percentage fee awards in class action cases, and is reasonable and appropriate under the
13 circumstances of this case. The fee award also represents an effective multiplier of 2.36 on Class
14 Counsel's reported lodestar of \$11,746,913, which is well within the range of multipliers
15 customarily awarded in class action cases.

16 3. In determining an award of attorneys' fees, the Court has considered the
17 following factors: (a) the time and labor required; (b) the contingent nature of the case; (c) the
18 continuing obligations of plaintiffs' counsel; (d) the preclusion of other employment; (e) the
19 experience, reputation and ability of Class Counsel and the skill they displayed in the litigation;
20 and (f) the results achieved. See, e.g., Serrano v. Priest, 20 Cal. 3d 25, 49 (1977); Dunk v. Ford
21 Motor Co., 48 Cal. App. 4th 1794, 1810 n.21 (1996); Glendora Comm. Redev. Agency v.
22 Demeter, 155 Cal. App. 3d 465, 474 (1984).

23 4. Application of all these factors demonstrates that the award is appropriate
24 under both the percentage and lodestar-and-multiplier approaches to determining attorneys' fee
25 awards. The Court notes that Class Counsel have overcome numerous obstacles to recovery,
26 including obtaining remand of the coordinated cases from federal court; overcoming demurrers
27 on federal preemption, filed-rate doctrine, and other grounds; and forestalling a settlement of the
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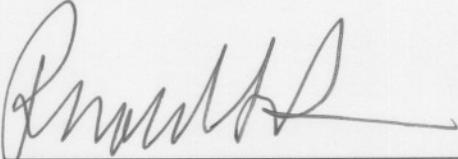
1 claims against two of the settling defendants for a fraction of the amount ultimately obtained by
2 Class Counsel for the benefit of the Settlement Class.

3 5. The litigation expenses incurred by Class Counsel are reasonable and
4 appropriate, and deserving of reimbursement.

5 6. The Court also approves the requested incentive awards to the named class
6 representatives in the amount of \$5,000 each for A.L. Gilbert Company, H & M Roses, Inc.,
7 Mark Benschmidt, and Dan L. Older, and \$2,500 each for David C. Brown, Lois the Pie Queen,
8 Celina Martinez, Oberti Wholesale Foods, Inc., Shanghai 1930 Restaurant Partners, L.P., Michael
9 and Haleema Silverman, Tom and Lynette Stevenson, Timothy Engeln, Inc., Laurence Uyeda,
10 and Vittice Corporation, for their willingness to represent the interests of the class and the general
11 public in these coordinated actions. The total incentive awards are \$45,000, to be paid out of the
12 \$92.1 million settlement fund.

13 IT IS SO ORDERED.

14 ~~Dated: December 4, 2006~~
15 JANUARY 4
16 01/04/07



RONALD S. PRAGER
Coordination Trial Judge
Superior Court of the State of California
County of San Diego

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