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

IN RE GOOGLE ADWORDS LITIGATION

Case No. 08-cv-3369-EJD

**[PROPOSED] ORDER GRANTING (1)  
PRELIMINARY APPROVAL OF CLASS  
ACTION SETTLEMENT, (2) APPROVAL  
OF CLASS NOTICE, AND (3)  
PROVISIONAL CERTIFICATION OF  
SETTLEMENT CLASS**

WHEREAS, the Court has reviewed and considered the Class Action Settlement Agreement (the "Settlement Agreement") entered into by and among plaintiffs Pulaski & Middleman, LLC; JIT Packaging, Inc.; RK West, Inc.; and Richard Oesterling (collectively, "Plaintiffs") and defendant Google Inc. ("Google"), together with all exhibits thereto, the record in this consolidated putative class action, and the submissions of counsel.

This matter coming before the Court upon Plaintiffs' motion for preliminary approval of the Settlement Agreement, and GOOD CAUSE being shown, IT IS HEREBY ORDERED, DECREED, AND ADJUDGED AS FOLLOWS:

1. Capitalized terms not defined herein shall have the meanings set forth in the Settlement Agreement.

2. The proposed settlement set forth in the Settlement Agreement is hereby preliminarily approved as being fair, reasonable, and adequate such that notice should be given to members of the Settlement Class (as defined below). This action is further provisionally certified as a class action, for settlement purposes only, pursuant to Federal Rule of Civil Procedure 23, which class is defined as: "all persons or entities located within the United States who, from July 11, 2004 through March 31, 2008, had an AdWords account with Google and were charged for clicks on advertisements appearing on parked domains and/or error pages."

1           3.       The Court’s preliminary determination to certify the Settlement Class shall be  
2 solely for settlement purposes and without prejudice to the parties in the event that the Settlement  
3 Agreement is not finally approved by the Court or otherwise does not take effect. Certification of  
4 the Settlement Class shall be vacated and shall have no effect in the event that the Settlement  
5 Agreement is not finally approved by the Court or otherwise does not take effect.

6           4.       Plaintiffs are each hereby found to be adequate representatives of the Settlement  
7 Class and are therefore appointed as Class Representatives.

8           5.       Robert C. Schubert and Noah M. Schubert of Schubert Jonckheer & Kolbe LLP are  
9 hereby found to be adequate representatives of the Settlement Class and are therefore appointed as  
10 Class Counsel. Robert C. Schubert and Noah M. Schubert’s law firm, Schubert Jonckheer & Kolbe  
11 LLP was previously appointed as interim lead counsel.

12          6.       The Court finds that the forms of notice to the Settlement Class and the methods of  
13 dissemination to Settlement Class Members (i.e., the “Notice Plan”) constitute the best notice  
14 practicable under the circumstances and constitute valid, due, and sufficient notice to all members  
15 of the Settlement Class, complying fully with the requirements of Federal Rule 23 and due process.

16          7.       The Website Notice, Email Notice, Postcard Notice, Press Release, Supplemental  
17 Digital Notice, Claim Forms, and Opt-Out Form—which are attached to the Settlement Agreement  
18 as Exhibits B-H, respectively—are hereby approved as to form. The parties may, by agreement,  
19 revise such notices and forms in ways that are not material or that are otherwise appropriate,  
20 including to update the documents for purposes of formatting for publication.

21          8.       The Court finds that the Website Notice, Email Notice, Postcard Notice, Press  
22 Release, and Supplemental Digital Notice are together reasonably calculated to, under the  
23 circumstances, fairly apprise the members of the Settlement Class of the pendency of the action,  
24 the terms of the Settlement Agreement, and the right to object to the settlement and to exclude  
25 themselves from the Settlement Class.

26          9.       The Court approves the parties request to appoint Analytics LLC (“Analytics”) as  
27 Settlement Administrator, which is hereby directed to carry out the duties and responsibilities of  
28 the Settlement Administrator as specified in the Settlement Agreement.

1 10. The "Notice Date" shall be 30 days following entry of this Order.

2 11. Analytics shall send via email the Email Notice to each Settlement Class Member at  
3 the address listed on the Settlement Class Member's AdWords account, using current contact  
4 information Google shall provide to the Settlement Administrator. Analytics shall disseminate such  
5 Email Notices by the Notice Date and shall send an additional Email Notice as appropriate.

6 12. Analytics shall mail the supplemental Postcard Notice to all Settlement Class  
7 Members to whom the Email Notice bounced, using the address listed in the Settlement Class  
8 Member's AdWords billing profile. Such Postcard Notices shall be mailed by the Notice Date.

9 13. The Website Notice, together with the Settlement Agreement, Claim Forms, Opt-  
10 Out Form, and other relevant case documents relating to the settlement approval process (including  
11 Class Counsel's forthcoming fee and expense application and request for service awards), shall be  
12 posted and available for download on the Settlement Website, [AdWordsClassAction.com](http://AdWordsClassAction.com). The  
13 Settlement Website shall remain active for at least 90 days following the Effective Date of the  
14 settlement. The Settlement Administrator will, however, disable online submissions through the  
15 Claim Form and the Opt-Out Form following the Claims Deadline and Objection and Exclusion  
16 Deadline (discussed below).

17 14. Class Counsel shall issue the Press Release by the Notice Date.

18 15. Class Counsel shall file its motion for a Fee and Expense Award and Service  
19 Awards to the Class Representatives, including any supporting documents, on or by  
20 \_\_\_\_\_, 2017 (30 days after the Notice Date) and thereafter promptly make  
21 such documents available for viewing and download on the Settlement Website.

22 16. To be considered timely, Settlement Class Members must submit a completed  
23 Claim Form (Exhibit G to the Settlement Agreement) to the Settlement Administrator on or by the  
24 Claims Deadline: \_\_\_\_\_, 2017 (60 days after the Notice Date).

25 17. Any Settlement Class Member who seeks to be excluded from the Settlement Class  
26 must submit a completed Opt-Out Form (Exhibit H to the Settlement Agreement) to the Settlement  
27 Administrator on or by the Exclusion Deadline: \_\_\_\_\_, 2017 (60 days after the  
28 Notice Date).

1           18. Any Settlement Class Member who has not submitted a timely Opt-Out Form and  
2 who seeks to object to the Settlement Agreement or Class Counsel’s forthcoming motion for fees,  
3 costs, and service awards to the Class Representatives must submit such an objection in writing to  
4 the Settlement Administrator on or by the Objection Deadline: \_\_\_\_\_, 2017  
5 (60 days after the Notice Date). All such objections must include the information required under  
6 the Settlement Agreement, § 5.1.1., including: (a) relevant information pertaining to the Google  
7 AdWords account at issue; (b) the Settlement Class Member’s contact information; (c) a detailed  
8 explanation stating the specific reasons for the objection, including any legal and factual support  
9 and any evidence in support thereof; (d) the total number of times the objector or the objector’s  
10 counsel has objected to any class action settlement within the last 5 years (and provide a list of  
11 such objections); and (e) be verified by an accompanying declaration submitted under penalty of  
12 perjury or a sworn affidavit. Any objector wishing to appear at the Final Fairness Hearing  
13 (discussed below) must include a Notice of Intention to Appear in the body of their objection.

14           19. Class Counsel shall file its motion for final approval of the Settlement Agreement,  
15 including any supporting documents, on or by \_\_\_\_\_, 2017 (14 days before the  
16 Final Fairness Hearing).

17           20. The parties shall file responses to any submitted objections on or by  
18 \_\_\_\_\_, 2017 (14 days before the Final Fairness Hearing).

19           21. A Final Fairness Hearing shall be held by the Court on \_\_\_\_\_,  
20 2017 at \_\_\_\_\_ a.m. / p.m. PDT to consider and determine whether the proposed settlement on  
21 the terms set forth in the Settlement Agreement should be approved as fair, reasonable, adequate,  
22 and in the best interest of the Settlement Class Members; whether the requirements for certification  
23 of the Settlement Class have been met; whether Class Counsel’s motion for a Fee and Expense  
24 Award and Service Awards to the Class Representatives should be approved; and whether the  
25 Court should enter judgment approving the settlement and an order dismissing the action on the  
26 merits and with prejudice against the Class Representatives and all Settlement Class Members. The  
27 Final Fairness Hearing may, without further notice to the Settlement Class (except those who have  
28 filed timely and valid objections and requested to speak at the Final Fairness Hearing), be  
continued or adjourned by Order of the Court.

1           22. Pending final determination of whether the proposed settlement should be approved  
2 and the settlement approval process described herein, all further proceedings in this action are  
3 hereby stayed unless and until the Court otherwise so orders.

4           23. Pending final determination of whether the proposed settlement should be  
5 approved, no Settlement Class Member shall directly or in any other capacity commence any  
6 action against any of Releasees in any court or tribunal asserting any of the Released Claims.

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8 **IT IS SO ORDERED.**

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10 Dated: \_\_\_\_\_

\_\_\_\_\_  
Hon. Edward J. Davila  
U.S. District Court Judge

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