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2 UNITED STATES DISTRICT COURT  
3 NORTHERN DISTRICT OF CALIFORNIA  
4 SAN JOSE DIVISION

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6 **IN RE GOOGLE ADWORDS  
LITIGATION**

Case No. 08-cv-3369-EJD

7 **[PROPOSED] ORDER GRANTING  
8 PLAINTIFFS' MOTION FOR (1) AWARD  
9 OF ATTORNEYS' FEES, (2)  
10 REIMBURSEMENT OF COSTS AND  
11 EXPENSES, AND (3) SERVICE AWARDS**

12 WHEREAS, the Court has reviewed and considered Plaintiffs' Motion for (1) Award of  
13 Attorneys' Fees, (2) Reimbursement of Costs and Expenses, and (3) Service Awards in connection  
14 with final approval of the Class Action Settlement Agreement (the "Settlement Agreement")<sup>1</sup>  
15 entered into by and among plaintiffs Pulaski & Middleman, LLC; JIT Packaging, Inc.; RK West,  
16 Inc.; and Richard Oesterling (collectively, "Plaintiffs") and defendant Google Inc. ("Google"),  
17 together with all exhibits thereto, the record in this consolidated putative class action, and the  
18 submissions of counsel.

19 This matter coming before the Court upon Plaintiffs' motion, and GOOD CAUSE being  
20 shown, IT IS HEREBY ORDERED:

21 1. In this complex class action, the Court finds that the requested award of attorneys'  
22 fees in the amount of \$6,500,000, constituting less than Class Counsel and supporting counsel's  
23 reported lodestar incurred in this matter, and representing approximately 28.9% of the \$22,500,000  
24 Settlement Fund, is fair, reasonable, appropriate, and justified under the circumstances. Here, Class  
25 Counsel seeks an award representing an approximate 0.93 fractional multiplier of its total lodestar.

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28 <sup>1</sup> Capitalized terms not defined herein shall have the meanings set forth in the Settlement Agreement.

1 The Court finds that Class Counsel have established that the award is reasonable in light of their  
2 lodestar, which the Court finds to be the product of reasonable hourly rates prevailing in the  
3 community for attorneys of like experience and qualifications working on similar complex or class  
4 action matters. The Court further finds that the time billed was reasonable, given the nature of the  
5 tasks undertaken and the work performed.

6 2. Additionally, the Court finds that the percentage-of-the-fund “cross check” affirms  
7 the reasonableness of the fee request under California law and Ninth Circuit precedent. The  
8 approximate 28.9% fee award is consistent with, or less than, percentages of the fund awarded in  
9 other class action settlements that posed similar risks and challenges. Additional factors further  
10 support the requested attorneys’ fee award, including the contingent nature of the litigation, the  
11 results obtained by Class Counsel through the Settlement, the risks undertaken, the complexity of  
12 the case, the skill and expertise demonstrated by Class Counsel, the preclusion of other  
13 employment, and the benefits to the public Class Counsel achieved. Although not requested, the  
14 factors described above would otherwise support a multiplier of Class Counsel’s lodestar.

15 3. The Court accordingly awards the requested \$6,500,000 in attorneys’ fees to Class  
16 Counsel. The attorneys’ fees awarded shall be payable from the Settlement Fund within 30 days  
17 after entry of this Order, notwithstanding the existence of any appeals of the Settlement or this  
18 Order, and shall be made in accordance with the terms of the Settlement Agreement.

19 4. The Court also finds that Class Counsel’s request for reimbursement of litigation  
20 expenses and costs of \$700,000 is appropriate, fair, and reasonable. The expenses for which  
21 reimbursement is sought are categorized in the declarations submitted by Class Counsel and  
22 supporting counsel. These out-of-pocket expenses were reasonable and necessary in prosecuting  
23 this action and are the type of expenses that would be billed to a paying client. That Class  
24 Counsel’s actual expenses exceed the amount requested further confirms the reasonableness of the  
25 amount sought.

26 5. The Court further approves the \$5,000 service awards sought by Class  
27 Representatives JIT Packaging, Inc.; RK West, Inc.; and Richard Oesterling as appropriate, fair,  
28 reasonable, and justified under the circumstances. In approving these awards, the Court finds that

1 the efforts of these Class Representatives, reflected in the Class Representatives' declarations,  
2 advanced the interests of the Class. The amounts sought are "presumptively reasonable" in this  
3 District and commensurate with amounts approved in similar class action settlements.

4 6. The Court has considered each timely objection to the instant motion and hereby  
5 overrules each such objection. For the reasons set forth in this Order, the Court finds that the fees,  
6 expenses, and service awards sought are fair and reasonable.

7 7. Unless approved by the Court after a hearing, no payment or other consideration  
8 may be provided to an objector or an objector's counsel in connection with forgoing or  
9 withdrawing an objection or forgoing, dismissing, or abandoning an appeal from a judgment  
10 approving the Settlement or this Order.

11 8. In accordance with the Settlement Agreement, Class Counsel shall have sole  
12 responsibility and discretion to distribute fees and expenses awarded pursuant to this Order to any  
13 other attorney or law firm that may claim they are owed attorneys' fees, costs, or expenses under  
14 the terms of the Settlement.

15 9. Without affecting the finality of this Order in any way, the Court hereby retains  
16 continuing and exclusive jurisdiction over any dispute that may arise regarding the payment,  
17 allocation, or disposition of any attorneys' fees, expenses, or service awards awarded in connection  
18 with this Order.

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20 **IT IS SO ORDERED.**

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22 Dated: \_\_\_\_\_

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

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