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11 *Class Counsel*

12 [Additional Counsel Listed on Signature Page]

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

16 MATTHEW EDWARDS, et al., individually  
17 and on behalf of all others similarly situated,  
18 Plaintiffs,

19 v.

20 NATIONAL MILK PRODUCERS  
21 FEDERATION, aka COOPERATIVES  
22 WORKING TOGETHER; DAIRY FARMERS  
OF AMERICA, INC.; LAND O'LAKES, INC.;  
23 DAIRYLEA COOPERATIVE INC.; and  
AGRI-MARK, INC.,  
24 Defendants.

Case No. 11-CV-04766-JSW

[consolidated with 11-CV-04791-JSW  
and 11-CV-05253-JSW]

CLASS ACTION

**[PROPOSED] ORDER GRANTING  
PLAINTIFFS' MOTION FOR  
ATTORNEYS' FEES, COSTS, AND  
INCENTIVE AWARDS**

Date: December 16, 2016  
Time: 9:00 a.m.  
Dept: Courtroom 5  
Judge: Hon. Jeffrey S. White

**[PROPOSED] ORDER**

1  
2 Now before the Court is Plaintiffs' Motion for Attorneys' Fees, Costs, and Service Awards.  
3 The Court has considered the papers, relevant legal authority, and the record in this case, and the  
4 Court hereby GRANTS the motion.

5 Over a five year period that continued past the close of merits discovery and through the  
6 completion of summary judgment briefing, counsel have dedicated more than six million in attorney  
7 time and advanced over two million in expenses, without any guarantee of reimbursement. Counsel  
8 is awarded 33<sup>1/3</sup>% of the \$52 million fund they created in fees, or \$17,333,333, for the excellent  
9 results they achieved on behalf of the classes to settle this prolonged and perilous litigation.

10 Lead counsel Hagens Berman provided for a clear division of labor among itself and the four  
11 co-counsel firms involved to avoid duplication of efforts. As detailed in their declaration, these  
12 firms then engaged in the vigorous prosecution of this litigation on behalf of the classes over the past  
13 five years, including case investigation and filing, defeating motions to dismiss, pre-certification  
14 discovery, defeating a *Daubert* motion, obtaining class certification, overcoming a petition for  
15 review to the Ninth Circuit, aggressively pursuing discovery in preparation for trial, exchanging  
16 twelve expert reports on the merits, responding to multiple motions to decertify and additional  
17 *Daubert* motions, fully briefing cross motions for summary judgment, and finally settling the case  
18 for \$52 million in cash. This extraordinary effort took more than 12,000 hours of attorney and  
19 paralegal time.

20 The fee award is reasonable as a percentage of the fund. The \$52 million in cash settlement  
21 is an exceptional result by any measure. The lack of controlling precedent on the antitrust immunity  
22 at issue and the complex econometrics involved in establishing impact and pass-through are among  
23 the substantial risks counsel faced. The skill with which counsel confronted these and other  
24 challenges, and the contingency nature of their work, also support the reasonableness of the  
25 percentage. And it is consistent with awards made in other cases.

26 Moreover, a cross check against the lodestar also establishes the reasonableness of the fee  
27 award. In their declarations, counsel detail the work underlying their combined lodestar of  
28 \$6,470,731. The expert declaration of Richard Pearl, market surveys, and case law establish that  
their rates are within the typical range. And the imputed multiplier of 2.7 is within the range awarded  
by the courts.

Further, counsel are awarded \$2,273,839.51 in unreimbursed out-of-pocket expenses, which  
the Courts finds reasonable and necessary to the litigation effort.

1 Finally, as detailed in the eighteen declarations of the class representatives, awards in the  
2 amount of \$5,000 each are well within the usual norms of modest compensation paid to class  
3 representatives to compensate them for their services.

4 NOW, THEREFORE, IT IS HEREBY ORDERED that counsel be awarded the  
5 following from the common fund that they created on behalf of the certified classes:

- 6 1) attorneys' fees in the total amount of \$17,333,333 to plaintiffs' counsel (equal to  
7 33<sup>1/3</sup>% of the common fund established by the settlement between the parties);
- 8 2) reimbursement of expenses incurred in the total amount of \$2,273,839.51; and
- 9 3) service awards in the amount of \$5,000 for each of the eighteen class representatives.

10 IT IS SO ORDERED.

11 DATED: \_\_\_\_\_

12 \_\_\_\_\_  
13 HONORABLE JEFFREY S. WHITE  
14 UNITED STATES DISTRICT COURT JUDGE  
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1 Submitted by,

2 DATED: October 14, 2016

3 HAGENS BERMAN SOBOL SHAPIRO LLP

4 By       /s/ Steve W. Berman        
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