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8 SUPERIOR COURT OF THE STATE OF CALIFORNIA

9 CITY AND COUNTY OF SAN FRANCISCO

10 CALIFORNIA DENTAL ASSOCIATION, a
California Corporation;
11 RICHARD W. BARNES, D.D.S.;
ROBERT E. REED, D.D.S.;
12 DEAN SCHWEITZER, D.D.S.;
GERALD MIDDLETON, D.D.S.;
13 WHITNEY JOHNSON, D.D.S.;
TERRENCE Y. LAU, D.D.S.,
14 BARBARA M. HAWTHORNE, D.D.S.,
individually and on behalf of all others
15 similarly situated,

16 Plaintiffs,

17 vs.

18 DELTA DENTAL OF CALIFORNIA, a
California Corporation,

19 Defendant.
20

No.: CGC-14-538849

**DECLARATION OF PAUL ALEXANDER
IN SUPPORT OF MOTION FOR
SUPPLEMENTAL ATTORNEYS' FEES**

Hearing Date: November 16, 2018

Time: 11:30 a.m.

Judge: Hon. Mary E. Wiss

Dept.: 305

21 I, Paul Alexander, hereby declare as follows:

22 1. I am an attorney licensed and authorized to practice before this Court and am one of
23 the counsel for the plaintiffs in this action. My professional background and qualifications have
24 been set forth in a previous declaration filed with the Court on April 4, 2018 , and therefore will not
25 be repeated here. I have served as counsel for plaintiff California Dental Association ("CDA") and
26 the individual plaintiffs from the outset of and during the entire course of this litigation. I was
27 appointed Class Counsel in this case by the Court's Corrected Order Granting Plaintiffs' Motion
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1 For Final Approval of May 2, 2018. The matters set forth in this declaration are based on my
2 personal knowledge as set forth with more particularity below.

3 2. Since the Court's Corrected Final Approval Order, I have been responsible for
4 directing the implementation of the terms of the Amended Settlement Agreement, including in
5 particular the allocation and distribution of the Amended Settlement Amount pursuant to Appendix
6 3 and 4 of that agreement. As will be reflected in more detail in the forthcoming Compliance
7 Statement to be filed in connection with the hearing to be held on November 16, 2018, we have
8 successfully been able to determine the correct allocation of the Amended Settlement Amount to
9 more than 15,000 Class Members and send written notice to them, and the practice groups with
10 which they were associated during the class period. These notices inform them of the amount of the
11 allocation that has been determined for them and whether it arose during the time they were
12 affiliated with a group practice. The group practice receives essentially the same notice. The
13 development of these allocation determinations was significantly more complex and time
14 consuming than originally anticipated. As we reviewed the claims data underlying the allocations,
15 we learned that many Class members had been affiliated with multiple group practices at different
16 times. Indeed, at times some Class members had been affiliated with several group practices at the
17 same time. This required a detailed inquiry into the data in order to determine how much of each
18 allocation arose during the period that a Class member was associated with each particular group
19 practice. The level of attorney involvement in this process was substantial and far more substantial
20 than I have experienced in dealing with previous class actions in which the allocation calculations
21 were more straightforward because the allocations pertained not only to procedural Class members
22 but also to the multiple group practices with which they were affiliated. There is one Amended
23 Settlement Amount to distribute, and if a mistake were made as to any one allocation, it would
24 necessarily mean that every other allocation was also incorrect. Put differently, if our allocation
25 methodology attributed \$100 too much to a single Class member, that would mean that we had
26 allocated too little, even if only a few cents, to every other class member. This required multiple
27 tests and samplings to make the allocation methodology produced accurate results. We tested and
28 re-tested the calculations multiple times with our expert. Then, we provided the methodology and

1 its results to counsel for Delta Dental for their review and comment. Even though they were not
2 responsible for the calculations or the methodology, we sought their review as a further test to
3 ensure that the results produced were correct. During this process, it was necessary to address and
4 resolve issues pertaining to the identity of Class members and, on multiple occasions, to review the
5 underlying data on which the allocations were based. While this process was extraordinarily time-
6 consuming, it was in my opinion necessary and appropriate and in the best interests of the Class. In
7 my view, the value of this extensive work and multiple cross-checks is confirmed by the fact that, in
8 all of the inquiries from Class members described below, we have been able to confirm to Class
9 members that the allocation determination was correctly done. Once all of the testing and checking
10 of the allocations was completed, we approved written notices of the allocation amounts to all Class
11 members and their group practices to be sent by Rust Consulting beginning on July 16, 2018.

12 3. Starting shortly after July 16, 2018 we began to receive questions, inquires, and in
13 some cases objections from Class members and, in some instances, group practices, regarding the
14 allocations. Simple questions relating to dates, confirming amounts, asking when a check would be
15 forthcoming and the like were assigned to the Class Notice Administrator, Rust Consulting.
16 However, Rust Consulting could not respond to many of the inquiries because they involved
17 detailed questions about the allocation and the Amended Settlement Agreement, which could only
18 be answered by Class Counsel. In several instances, by way of example, a Class member whose
19 fees were not impacted by the INAP and who therefore did not receive an allocation of the
20 Amended Settlement Amount, called in or wrote inquiring as to the reason for this. This involved
21 an explanation of the Amended Settlement Agreement, which required a response from Class
22 Counsel. In other situations, a Class member either wrote or objected to the amount of his
23 allocation, generally with a view that he or she should have been entitled to a larger allocation.
24 Since this involved an application of the Amended Settlement Agreement and the allocation
25 methodology under Appendix 3 and 4 hereof, Rust Consulting did not feel it was appropriate for
26 their staff (who were not lawyers and not involved in the negotiation of the Settlement Agreement)
27 to respond. Rust Consulting therefore referred these inquiries to Class Counsel. As we performed
28 this work of responding to these inquiries, we determined that each Class member who called in

1 with such a question deserved a reasonable and considered response to his or her question. For each
2 of these inquiries, it was thus necessary to review the data underlying the claims of the Class
3 member to be able to explain to him or her why the INAP did not have an impact on their fees or
4 why that impact was limited and produced the allocation that resulted. Other Class members who
5 received allocations submitted inquiries as to whether all of their multiple offices, many of which
6 had been closed as their practice evolved, had been included in the allocation. These are
7 illustrative; there were other questions raised as well. On average, it required 45 minutes to an
8 hour, and at times more, to review the data and determine the facts that led to the allocation.
9 Generally it required 30 minutes of expert time for each of these situations in order to pull the data
10 from the Delta Dental records and present it on the Delta Dental server in a manner that allowed
11 Class Counsel to access and review it. It was then necessary to explain the data and the application
12 of the Amended Settlement Agreement to the Class member. On multiple occasions, follow-up by
13 one or more telephone calls was required. These calls and any follow up correspondence generally
14 required an additional 30-45 minutes each. On several occasions, multiple calls were required.

15 4. In order to be most efficient and avoid duplication, I divided the responsibility for
16 contacting Class members who had raised an objection or a question or had an inquiry between
17 Mr. Langendorf and me. Where I perceived that an issue was particularly complex or contentious I
18 took the responsibility for responding. Mr. Langendorf took responsibility for responding to a
19 larger number of the Class members. In my opinion, his experience and knowledge of the
20 settlement terms and allocation methodology put him in an excellent position to respond to the
21 questions of Class members and he has done so very effectively.

22 5. One illustration of a set of objections for which I took responsibility were the
23 objections of one large group practice with multiple offices in Southern California. In order to
24 observe confidentiality concerns, I will not put the specific name of that group practice or its
25 dentists in this declaration, but these can be supplied to the Court upon request. This large group
26 practice filed 476 objections to the class allocations for each of the dentists associated with its
27 group. At the outset, this group complained of what it felt were allocation inaccuracies. This made
28 it necessary to research the claims files of each of these 476 dentists and confirm the accuracy of the

1 allocations for each. This required multiple hours of expert time and then multiple hours of my
2 time to review and describe the data to the responsible representative of this group practice. By
3 way of example, this group practice complained that we had given the wrong allocation to one of its
4 members. This required further research on my part and further conversations with our expert,
5 during which I concluded that the group practice had inadvertently given us the wrong California
6 dental license number for this member. The license number given belonged to a dentist who had
7 the same name, but who our data indicated was not affiliated with this group. In order to establish
8 this, I had to locate this particular dentist in order to confirm that, although he had the same name as
9 the dentist identified by the group, he had never worked for this group. In the end, the group
10 practice conceded that it had inadvertently provided the wrong license number for this dentist. I
11 provide this example simply to illustrate how time consuming it has been in responding to Class
12 member inquiries. This group practice raised legitimate concerns and was acting in good faith and a
13 reasonable manner at all times. The issues, however, are complex and generally require a
14 substantial amount of time to resolve. Resolving the objections submitted on behalf of all 476
15 dentists in this this one group, required 25 hours of my time and, I estimate, 5-10 hours of expert
16 time.

17 6. I have also dealt with other complex objections and issues in an effort to resolve
18 disputes. For example, one Class member worked for 33 different group practices during the class
19 period. He objected to the payment of any of the allocation that arose from his services to any of
20 these practice groups. As a result, I have been required to notify each of these group practices of his
21 objections and to negotiate with all of them concerning how these allocations will be paid. I
22 estimate I have spent over 12 hours dealing with this one Class member and his 33 group practices
23 to date, and the issues have not been resolved. This example is illustrative. While most Class
24 members did not work for as many as 33 group practices, Class members worked for several group
25 practices and each of these presents its own set of issues to resolve.

26 7. In addition to the foregoing, I have responded to another 20 – 25 dentists who have
27 raised questions about how the allocation was done or felt that their allocations were incorrect. In
28 many situations, a Class member talks to his or her colleagues and hears that they received a larger

1 allocation. As a result, on multiple occasions, Class members have called and continue to call to get
2 an explanation. This process generally requires two phone calls at a minimum plus a review of the
3 data in his or her claim file. Each call generally requires 20 – 30 and the review of the claims data
4 takes an additional 30 – 45 minutes. In several situations, follow-up calls are needed. In other
5 situations, a dentist has retired and moved to a home address and is concerned that his allocation
6 will not get to him if it is sent to his office address. These contacts with dentists all require
7 significant time to deal with and it is necessary for me or Mr. Langendorf to become acquainted
8 with the facts and then explain them to the Class member. All of the time recorded by me for the
9 period during which we have been responsible for determining and implementing the settlement
10 allocations has been spent first in working to develop the allocation methodology and test it to
11 ensure it correctly and accurately implemented the Amended Settlement Agreement and then in
12 responding to questions, objections, requests for information at the like from Class members and
13 related tasks. I understand that Mr. Langendorf has presented the actual number of hours in the
14 declaration that he has prepared to be filed with the Court. I have reviewed that declaration and the
15 hours he has presented there and hereby confirm that this time was required doing the tasks
16 described in this declaration and for the benefit of the Class.

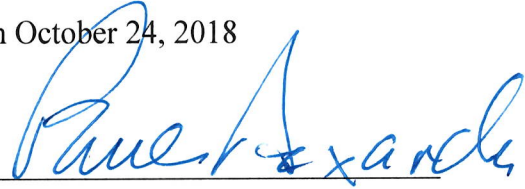
17 8. As of this date, many of the objections have been successfully resolved, but some
18 objections and issues remain. For example, I am currently in the process of attempting to resolve
19 objections and/or issues raised by at least 20 dentists and approximately 40 group practices. In
20 addition, we have over 40 situations in which a Class member passed away and a claim is made by
21 his or her surviving spouse for the amount of his or her allocation.

22 9. In sum, the amount of legal work and expert work that has been reasonable and
23 necessary, and in my view essential, to responding to objections, inquiries and requests for
24 information has been extraordinary and well beyond anything that could reasonably have been
25 anticipated at the time this process began. All of it has been done in direct response to questions
26 raised by Class members and entirely for the benefit of the individual Class members and the Class
27 as a whole. In the general, Class members have expressed a positive reaction to this process and the
28 manner in which we have been able to respond to their concerns. The fee requested in this motion

1 is only a part of the actual fees incurred. At a later time, when the work is fully completed, we
2 reserve the right to raise with the Court whether a further award of fees should be made out of the
3 additional interest that has accrued during the period this work has been performed.

4 I declare under penalty of perjury that the foregoing is true and correct to the best of my
5 knowledge, information and belief.

6 Executed in San Francisco, California on October 24, 2018

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