

1 ARNOLD & PORTER KAYE SCHOLER LLP  
2 PAUL ALEXANDER (49997)  
3 Paul.Alexander@arnoldporter.com  
4 GEORGE LANGENDORF (255563)  
5 George.Langendorf@arnoldporter.com  
6 Three Embarcadero Center, 10th Floor  
7 San Francisco, CA 94111-4024  
8 Telephone: (415) 471-3122  
9 Facsimile: (415) 471-3400

10 Attorneys for Plaintiffs and the Class

11 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
12 CITY AND COUNTY OF SAN FRANCISCO

13 CALIFORNIA DENTAL ASSOCIATION, a  
14 California Corporation,  
15 RICHARD W. BARNES, D.D.S.;  
16 ROBERT E. REED, D.D.S.;  
17 DEAN SCHWEITZER, D.D.S.;  
18 GERALD MIDDLETON, D.D.S.;  
19 WHITNEY JOHNSON, D.D.S.;  
20 TERRENCE Y. LAU, D.D.S.; and  
21 BARBARA M. HAWTHONE, D.D.S.,  
individually and on behalf of all others  
similarly situated

Plaintiffs,

v.

DELTA DENTAL OF CALIFORNIA, a  
California Corporation,

Defendant.

Case No.: CGC-14-538849

**DECLARATION OF GEORGE  
LANGENDORF IN SUPPORT OF  
MOTION FOR ATTORNEYS' FEES AND  
INCENTIVE AWARDS TO CLASS  
REPRESENTATIVES**

Date: April 25, 2018

Time: 1:30 p.m.

Judge: Hon. Mary E. Wiss

Dept.: 305

I, George Langendorf, hereby declare as follows:

1. I am an attorney licensed and authorized to practice before this Court and am one of the counsel for the plaintiffs in this action. I have served as counsel for plaintiff California Dental Association ("CDA") as well as the individual plaintiffs during the pendency of this litigation. I was provisionally appointed Class Counsel in this case by the Court's Order of December 27, 2017. The matters set forth in this declaration are based on my personal knowledge as set forth with more particularity below.

1           2.       I have been a member of the California Bar since 2008, and have practiced law at  
2 Arnold & Porter for seven years. I took the place of the lead associate on this case, Emily Wood,  
3 after she left Arnold & Porter for a position with the California Court of Appeals in June, 2017.  
4 Since that time, my work on this case has included assisting with discovery related to the  
5 recalculation of the INAP impact, conferring with Class members regarding billing practices and  
6 the impact of the INAP, and drafting initial drafts of mediations statements and briefing related to  
7 the Proposed Amended Settlement Agreement and the approval of that Settlement by the Court.

8           3.       In connection with this Motion, I reviewed the billing records of Arnold & Porter  
9 attorneys in this matter, using Arnold & Porter's timekeeping system. In this way, I was able to  
10 review the total hours that were billed on this matter by each attorney and other timekeeper, and the  
11 rate that was charged by Arnold & Porter for that work. For each attorney and timekeeper, the rates  
12 charged varied over time due to the fact that the firm increased its billing rates from year-to-year.  
13 To facilitate comparisons with rates charged by other law firms in the Bay Area, I calculated the  
14 average rate charged for services performed by each attorney and timekeeper by dividing the total  
15 amounts billed by the total number of hours worked.

16           4.       In addition to hours billed by Arnold & Porter attorneys, significant expenditures  
17 were incurred during the prosecution of this case by consultants and expert witnesses. For these  
18 expenditures, I again divided the total amount charged by the amount of hours expended to  
19 calculate the average hourly rates.

20           5.       The chart below reflects the fees and average hourly rates of Arnold & Porter  
21 attorneys, other Arnold & Porter timekeepers, and certain experts and consultants, from the  
22 inception of this matter through February 1, 2018:

<b>Name</b>	<b>Position</b>	<b>Average Hourly Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Alexander	Sr. Counsel	\$814.39	2,394.60	\$1,950,137.83
Emily Wood	Associate	\$586.76	1,210.25	\$710,125.85
George Langendorf	Associate	\$618.45	261.00	\$161,416.02
Erica Connolly	Associate	\$440.26	344.60	\$151,713.60

1	Eric Trostad	Legal Assistant	\$307.67	1,678.30	\$516,362.68
2	Jerome Ferrer	Legal Assistant	\$309	119.50	\$36,928.54
3	Litinomics	Economic Expert Witness	\$372.23	476.6	\$177,407.00
4	Resolutions, LLC	Mediator	—	—	\$19,545.78
5	Milliman, Inc.	Actuarial Expert	\$332.67	175.5	\$58,382.50
6	Consulting Partners <sup>1</sup>	Partner	\$816	43.0	\$35,088.44
7	Support Personnel <sup>2</sup>	Various	\$306.61	140.1	\$42,956.43
8	<b>Total</b>			<b>6,843.45</b>	<b>\$3,860,064.67</b>

9

10           6.       The category described as “consulting partners” reflects the fact that additional

11 Arnold & Porter partners and counsel provided legal services during the course of the case, where

12 issues required specific expertise. The majority of this was the result of periodic consultation with

13 Arnold & Porter antitrust partners regarding the extent to which California dentists (or CDA) could

14 permissibly negotiate or discuss rates.

15           7.       The category described as “support personnel” reflects the fact that Messrs. Trostad

16 and Ferrer were unavailable from time to time, and that in those instances other staff attorneys,

17 paralegals, and library staff performed work on the matter. This work was in the nature of assisting

18 with discovery, doing research, assisting with filings, and performing other administrative tasks.

19           8.       All of the time records that I reviewed and that are summarized above were from the

20 time period between the inception of the matter in 2013 through February 1, 2018. Additional fees

21 have been incurred since February 1, 2018, such as those incurred in connection with the ongoing

22 work on the allocation and distribution plan, and in connection with the preparation of this Motion.

23 Further, additional fees will continue to be incurred in the future in connection with, for example,

24 the Motion for Final Approval, the Final Approval hearing, and the allocation and distribution of the

25 \_\_\_\_\_

26 <sup>1</sup> In addition to the listed individuals, Class Counsel conferred with other firm partners on issues

requiring specific expertise, such as antitrust concerns. Langendorf Decl. ¶ 6.

27 <sup>2</sup> In addition to Eric Trostad and Jerome Ferrer, Class Counsel relied on staff attorneys, paralegals,

28 and library staff to assist with discovery, research, filings, and other tasks. *Id.* ¶ 7.

1 settlement fund. Because the attorneys' fees requested by this Motion (\$2,350,000) are already well  
2 below the fees incurred prior to February 1, 2018 (\$3,801,682.17), I have not attempted to estimate  
3 the post-February 1, 2018 fees. However, the fact that they will be incurred means that the  
4 attorneys' fees sought by this Motion will ultimately be an even smaller percentage of the fees  
5 actually incurred.

6 9. Lastly, it is my understanding based on my own research that under California law,  
7 motions for attorneys' fees can be substantiated by attorney declaration, as opposed to by  
8 submission of voluminous time records to the Court. As a result, in the interest of brevity and to  
9 spare the Court the burden of reviewing these materials, and because the Motion is unopposed, the  
10 time records underlying the foregoing chart and calculations are not included with this declaration.  
11 Should the Court wish to review these time records, however, it is possible to provide them to the  
12 Court and Class Counsel will promptly do so at the Court's request.

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

15 Executed in San Francisco, California on February 16, 2018.

16  
17  
18   
George Langendorf