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

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

Plaintiffs,

v.

DELTA DENTAL OF CALIFORNIA, a
California Corporation,

Defendant.

No.: CGC-14-538849

**[PROPOSED] ORDER APPROVING
ATTORNEYS' FEES AND CLASS
REPRESENTATIVE AWARDS**

Plaintiffs California Dental Association, Richard W. Barnes, Robert E. Reed, Dean
Schweitzer, Gerald Middleton, Whitney Johnson, Terrence Y. Lau and Barbara M. Hawthorne
move the Court for approval of attorneys' fees and class representative awards in connection with
the settlement of the above-referenced matter with defendant Delta Dental of California ("Delta
Dental").

The Court has granted final approval of the Amended Settlement Agreement entered into
between the parties by separate written order ("Final Approval Order"). The Amended Settlement

1 Agreement creates a settlement fund of \$65,029,299 that will be allocated and distributed to the
2 Class members, and provides for certain changes to the basic contract between Delta Dental and the
3 Class members that inure to the benefit of the Class members.

4 The Amended Settlement Agreement also provides that Delta Dental will pay attorneys' fees
5 of \$2,350,000, over and above the \$65,029,299, subject to Court approval that this amount is fair
6 and reasonable. It further provides that Delta Dental will pay incentive awards of \$3,500 to each of
7 the individual class representatives, again over and above the \$65,029,299, and again subject to
8 Court approval that such awards are fair and reasonable.

9 Having fully considered Plaintiffs' Motion for attorneys' fees and class incentive awards,
10 the Court finds and orders as follows:

11 1. The Court approves as fair and reasonable the payment by Delta Dental of \$3,500
12 incentive awards to each of the individual class representatives: Richard W. Barnes, Robert E.
13 Reed, Dean Schweitzer, Gerald Middleton, Whitney Johnson, Terrence Y. Lau and Barbara M.
14 Hawthorne. The Court finds that these awards are reasonable and justified in light of these
15 Plaintiffs' respective contributions to the case and the risks taken by each of them in serving as
16 Class representative. These awards are separate from and in addition to any amount to which the
17 individual class representatives may be entitled to as Class members under the Amended Settlement
18 Agreement.

19 2. The Court approves as fair and reasonable the payment by Delta Dental of attorneys'
20 fees in the amount of \$2,350,000. The Court has considered the information contained in the
21 Motion and the declarations submitted in support thereof, and finds that these fees are fair and
22 reasonable, given the complex and novel legal issues presented by this litigation, the duration of the
23 case, and the nature of the activities in the case, which included arbitration, motions practice,
24 discovery, a mini-trial on the issue of associational standing, expert reports, and multiple
25 mediations. The Court finds that the rates charged by Class Counsel are reasonable and are similar
26 to or slightly below those charged by comparable law firms in the San Francisco Bay area.

27 3. The Court further finds that attorneys' fees of \$2,350,000 would be warranted under
28 either the lodestar or percentage-of-recovery method of analyzing the reasonableness of attorneys'

1 fees. Under the lodestar method, Class Counsel’s lodestar is approximately \$3.8 million, meaning
2 that the requested fee award is approximately 62% of that amount, equating to a negative multiplier.
3 Under the percentage-of-recovery method, the requested fee is approximately 3.6% of the recovery
4 obtained for the Class, which compares favorably to awards of 25% or 30% that are commonly
5 approved under this method. The Court also notes that the attorneys’ fees of \$2,350,000 will not
6 come from the settlement fund, but will be paid by Delta Dental in addition to the payment of
7 \$65,029,299 to the Class, and therefore will not reduce the recovery of the Class.

8 4. The Court also finds that the fact that there were no objections to the Amended
9 Settlement or the requested attorneys’ fee also indicates that the requested attorneys’ fees are fair
10 and reasonable.

11 5. Accordingly, the fees and incentive awards requested by Plaintiffs are fair and
12 reasonable. Attorneys’ fees in the amount of \$2,350,000 and incentive awards of \$3,500 for each
13 individual class representative shall be paid by Delta Dental pursuant to the Amended Settlement
14 Agreement and this Order.

15
16 SO ORDERED

17
18 Dated: _____, 2018

By: _____
Hon Mary E. Wiss
Judge of the Superior Court