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9 Attorneys for Defendants  
 10 INSPHERE INSURANCE SOLUTIONS, INC.,  
 CORNERSTONE AMERICA, UGA-ASSOCIATION  
 11 FIELD SERVICES (erroneously identified as UNITED  
 GROUP ASSOCIATION), THE MEGA LIFE AND  
 12 HEALTH INSURANCE COMPANY, AND  
 HEALTHMARKETS INSURANCE COMPANY

13 UNITED STATES DISTRICT COURT  
 14 NORTHERN DISTRICT OF CALIFORNIA

15 KENT BORGMAN, DEBORAH  
 16 O'CONNELL AND GREGORY  
 UMAMOTO,  
 17 Plaintiffs,  
 18 vs.  
 19 INSPHERE INSURANCE SOLUTIONS,  
 INC., a business, form unknown;  
 20 CORNERSTONE AMERICA, a business,  
 form unknown; UNITED GROUP  
 21 ASSOCIATION, a business, form unknown;  
 THE MEGA LIFE AND HEALTH  
 22 INSURANCE COMPANY, a business, form  
 unknown; HEALTHMARKETS  
 23 INSURANCE COMPANY, a business, form  
 unknown; DAVID MACK and Individual and  
 24 Managing Agent for Insphere Insurance  
 Solutions; KATHY FENNEY, an Individual  
 25 and Managing Agent for Insphere Insurance  
 Solutions; and DOES 1 TO 50, inclusive,  
 26 Defendants.

Case No. 3:11-CV-05638-CRB

[Hon. Charles R. Breyer]

~~PROPOSED~~ ORDER AWARDING  
 DEFENDANTS ATTORNEYS' FEES AND  
 COSTS AWARDED TO DEFENDANTS  
 PURSUANT TO COURT'S MARCH 16,  
 2012 ORDER [DKT. # 30]

[Declaration of Paulo B. McKeeby Filed  
 Concurrently Herewith]

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Pursuant to this Court’s Order of March 16, 2012 [Dkt. 30], Defendants have filed the Declaration of Paulo B. McKeeby and other evidence regarding the attorneys’ fees and costs Defendants have incurred in defending this action since the Court’s issuance of an OSC on January 4, 2012 [Dkt. #18]. At oral argument on March 16, 2012, on Plaintiffs’ Motion under Rule 60(b) to set aside the Court’s previous dismissal of Plaintiffs’ case with prejudice, the Court ruled that Plaintiffs’ Rule 60(b) motion should be granted on the condition that Plaintiffs’ counsel pay to Defendants (through their counsel of record) attorneys’ fees and costs incurred after the entry of the court’s OSC order. Based on the Court’s consideration of all papers submitted in support of and opposition to the award of attorneys’ fees and costs, and good cause appearing therefor,

**IT IS HEREBY ORDERED** that Plaintiff’s counsel, James Otto, shall pay Defendants (through their counsel of record) for their attorneys’ fees and costs in the total amount of \$ 29,245.09 within fourteen (14) calendar days of the entry of this Order.

**IT IS FURTHER ORDERED** that, within seven (7) calendar days after the deadline for Plaintiffs’ counsel to make complete and timely payment, Defendants shall notify the Court if Plaintiffs’ counsel has made such payment. Absent complete and timely payment to Defendants, Plaintiffs’ Motion to Set Aside the Dismissal and Judgment pursuant to Rule 60(b) of the Federal Rules of Civil Procedure will and hereby is deemed DENIED.

**IT IS SO ORDERED.**

Dated: May 1, 2012

