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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

CLRB HANSON INDUSTRIES, LLC d/b/a
INDUSTRIAL PRINTING, and HOWARD
STERN, on behalf of themselves and all others
similarly situated,

Plaintiffs,

vs.

GOOGLE, INC.,

Defendant.

Case No. C 05-03649 JW PVT

**[PROPOSED] ORDER APPROVING
AWARD OF ATTORNEYS' FEES AND
EXPENSES, AND CLASS
REPRESENTATIVE INCENTIVE
COMPENSATION AWARD**

Hearing: Monday, September 14, 2009
Time: 9:00 am.
Dept.: Courtroom 8
Judge: Honorable James W. Ware

WHEREAS, the parties to the above-described class action (the "Action") entered into a Settlement Agreement and Release on March 17, 2009 (the "Settlement");

WHEREAS, on _____, the Court entered an Order approving the proposed Settlement;

WHEREAS, Representative Plaintiffs and Representative Plaintiffs' Counsel have applied to the Court for an award of attorneys' fees and reimbursement of expenses, and class representative incentive compensation awards; and

WHEREAS, pursuant to the Notice and Summary Notice, and upon notice to all parties, the

1 Settlement Hearing was held before this Court on September 14, 2009, to consider, among other
2 things, whether the application for attorneys' fees and expenses, and the class representative incentive
3 compensation awards should be approved by this Court;

4 WHEREAS, based upon the foregoing, and having considered all of the files, records and
5 proceedings in this Action, the Settlement, the risks, complexity, expense and probable duration of
6 further litigation, and the efforts of Representative Plaintiffs and Representative Plaintiffs' Counsel;

7 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

8 1. The Court, for purposes of this Order, adopts the definitions set forth in the Settlement;
9 2. Representative Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of
10 ___% of the Settlement Proceeds including interest thereon, and reimbursement of expenses in the
11 amount of \$_____. This Fee and Expense Award shall be paid by Google from the Settlement
12 Proceeds to Wolf Popper LLP within ten (10) business days after the Effective Date. Representative
13 Plaintiffs' Counsel shall, in their discretion, allocate and distribute said fee and expense amounts
14 amongst themselves and other counsel who have assisted in the prosecution of this litigation. Such
15 discretion is to be reasonably applied so as to reflect the contributions of such counsel to the Action
16 and the results obtained for the Class. Any dispute concerning said allocation shall be under the
17 jurisdiction of this Court.

18 3. Representative Plaintiffs CLRB Hanson Industries, LLC and Howard Stern, are each
19 awarded an incentive compensation award in the amount of \$_____. These awards shall be paid
20 by Google to Wolf Popper LLP from the Settlement Proceeds, together with the Fee and Expense
21 Award, within ten (10) business days after the Effective Date.

22 4. The Court finds in the exercise of its discretion that the Fee and Expense Award and
23 incentive compensation award to be fair and reasonable. The Court finds that Representative Plaintiffs
24 and Representative Plaintiffs' Counsel have amply demonstrated that: (i) the results obtained in light
25 of the relevant circumstances of this action support the fee award; (ii) the economics of the
26 prosecution of this action and the experience of Representative Plaintiffs' Counsel support the fee
27 award; (iii) the fee award is substantially similar to fees approved in similar cases; and (iv) the time
28

1 and labor required by Representative Plaintiffs and the Representative Plaintiffs' Counsel is consistent
2 with the fee award and incentive compensative awards.

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4 Dated: _____, 2009

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6 _____
7 JAMES WARE
8 United States District Judge
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