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DEC 21 2011
LOS ANGELES
SUPERIOR COURT

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES**

KATHERINE WEBSTER, as executor of the
Estate of Anthony J. Ferrantino (deceased) and
as trustee of the Anthony J. Ferrantino Living
Trust, on her behalf and on behalf of others
similarly situated,

Plaintiffs,

v.

LEGALZOOM.COM, INC., *et al.*,

Defendants.

) Case No. BC438637

) CLASS ACTION

) Assigned to: Hon. William F. Highberger

) ~~PROPOSED~~ ORDER CONDITIONALLY
) CERTIFYING SETTLEMENT CLASS AND
) DIRECTING DISSEMINATION OF CLASS
) NOTICE

In the above-captioned action (the "Action"), the parties have filed a Joint Motion for Preliminary Approval of Class Action Settlement and Plaintiff has filed a Motion for Certification of a Class for Settlement Purposes Only (collectively, the "Motions"). Objector Randall Whiting has filed Objections and Oppositions to the Motion for Preliminary Approval. The Court has reviewed and considered the Motions, Objections and Oppositions, and all Replies and Responses submitted by the parties and the Objector, and all exhibits in support of thereof. UPON GOOD CAUSE, IT IS HEREBY ORDERED THAT:

1 1. The Motions are granted to the extent detailed below. For purposes of this
2 Order, the Court adopts all the terms defined in the proposed Settlement Agreement, attached as
3 Exhibit 2 to the Declaration of Robert S. Arns filed June 30, 2011 in support of the Joint Motion
4 for Preliminary Approval of Class Action Settlement (the "Proposed Settlement").

5 2. The Court preliminarily certifies, for settlement purposes only, a nationwide
6 plaintiff class (the "Class"). The Class shall include all persons and entities who, from September
7 15, 2005 through June 16, 2011, purchased a legal document or legal document assistant service
8 from LegalZoom.com, Inc. ("LegalZoom").

9 3. Excluded from the Class are (a) individuals who submit a valid Request for
10 Exclusion in accordance with the procedures set forth in the Settlement; (b) LegalZoom and its
11 parents, affiliates, successors, predecessors, employees, officers, directors; and (c) any person
12 included on a government list of known or suspected terrorists or other individuals, entities, and
13 organizations of concern, including, but not limited to, persons appearing on the United States
14 Department of the Treasury, Office of Foreign Assets Control List of Specially Designated
15 Nationals and Blocked Persons (the "SDN Lists"). The Proposed Settlement also excludes the
16 specific claims alleged by members of the certified class in *Janson, et al. v. LegalZoom.com, Inc.*,
17 United States District Court for the Western District of Missouri case no. 10-04018-CV-C-NKL,
18 under Missouri Revised Statutes 484.010, 484.020 and 407.020 and for money had and received.

19 4. The Court appoints Katherine Webster as the Class Representative.

20 5. The Court appoints the attorneys of record for Plaintiff, *i.e.*, The Arns Law
21 Firm, 515 Folsom Street, 3d Floor, San Francisco, CA 94105, and Stebner and Associates, 870
22 Market Street, Suite 1212, San Francisco, CA 94102 as Class Counsel.

23 6. The Court makes the following preliminary findings:

24 a. The Class is so numerous that joinder of all members is
25 impracticable insofar as there are more than a million Potential Class Members;

26 b. The claims of the Class Representative are typical of the claims of
27 the Class. The Class Representative claims to have been harmed and seeks damages for those
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1 alleged wrongs, and the same alleged harm appears to apply to all Class Members. The Class
2 Members will benefit from the relief obtained in this Proposed Settlement, if it is finally approved;

3 c. The Class Representative has adequately represented the Class. The
4 Class Representative's interests do not appear to diverge from those of Class Members. Class
5 Counsel has substantial experience in prosecuting consumer class actions and has and will
6 adequately represent the interests of the Class;

7 d. Common questions of law and fact predominate for purposes of
8 settlement of this Action, including whether the Proposed Settlement provides fair, adequate and
9 reasonable benefits to Class Members; and

10 e. Certification of the Settlement Class is the superior method for
11 resolving the dispute between the Parties. Certification will allow a single court to resolve all
12 claims now pending nationwide and dispose of, in one proceeding, numerous claims arising out of
13 the same or similar circumstances.

14 7. In the event the Court does not grant final approval to the Proposed
15 Settlement for any reason, or the Proposed Settlement is otherwise terminated, nothing in this
16 Order constitutes a finding that any requirement for certification of a litigation class in this Action
17 has been met or precludes LegalZoom from contesting certification of a litigation class on any
18 available ground.

19 8. The Court has conducted a preliminary review of the Proposed Settlement to
20 determine whether there are any defects in the proposed notice or other formal or substantive
21 irregularities that warrant withholding notice of the Proposed Settlement from the Class. The
22 Court has also conducted a preliminary review of each of the objections filed or presented orally
23 by Randall Whiting and his counsel. The Court determines that such objections do not
24 demonstrate at this stage of the proceeding that the Settlement, taken as a whole, is unfair,
25 unreasonable, or inadequate such that notice should be withheld from the Class.

26 9. The Court finds that the Proposed Settlement may be put to the Class on the
27 terms proposed. The notice and objection process will provide the Class, as a whole, with a
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1 sufficient opportunity to express their views as to whether or not the Proposed Settlement is a
2 desirable alternative to further litigation.

3 10. The Court finds that the proposed forms of notice attached to the Proposed
4 Settlement as Exhibits A-D, specifically the proposed Long-Form Notice, Email Notice and
5 Publication Notice, are reasonable given the amounts at issue and the size of the class and fairly,
6 fully, accurately, and adequately advise Class Members of all relevant and material information
7 concerning the Proposed Settlement, their rights under California Code of Civil Procedure Section
8 382, California Code of Civil Procedure 1781, and California Rules of Court 3.766 and 3.769, and
9 related matters, and fully satisfy the requirements of due process and the foregoing Code
10 provisions and Rules. Accordingly, the Court approves the proposed forms of notice attached to
11 the Proposed Settlement as Exhibits A-D.

12 11. The Court finds that the proposed methods of disseminating the Email
13 Notice and the Publication Notice (“Notice Program”) set forth in the Proposed Settlement
14 constitute the best practicable notice under the circumstances and fully satisfy the requirements of
15 due process, California Code of Civil Procedure Section 382, California Code of Civil Procedure
16 1781, and California Rules of Court 3.766 and 3.769. Accordingly, the Court approves the Notice
17 Program and orders the parties to give notice to Class Members pursuant to the terms of the Notice
18 Program.

19 12. The Court approves the proposed Claim Forms submitted on November 2,
20 2011. To receive payment from the Proposed Settlement, Class Members must complete and
21 execute the Claim Form and return it to the Settlement Administrator on or before May 15, 2012¹
22 (or such other date that is 40 days after the date of the fairness hearing) (“Claim Deadline”). Only
23 those Claim Forms that are received on or before the Claim Deadline will be treated as valid.

24 13. Class Members may exclude themselves from the Class by mailing a written
25 Request for Exclusion to the Settlement Administrator and the Court at the addresses set forth in
26 the Long-Form Notice, Email Notice, Publication Notice, Toll-Free Automated Phone System, or

27 _____
28 ¹ This Proposed Order assumes that the order is entered by December 22, 2011.

1 Settlement Website. To be timely, all such Requests for Exclusion must be received by the
2 Settlement Administrator no later than forty-five (45) days after the Notice Date (the "Request for
3 Exclusion Deadline"). A Request for Exclusion must set forth the following information: (a) the
4 Class Member's full name; (b) the Class Member's current address; (c) the Class Member's
5 current email address; (d) the Class Member's email and mailing addresses used in connection
6 with their purchase of a legal document or legal document assistant service from LegalZoom; (e) a
7 specific statement of the Class Member's intention to exclude himself or herself from the Action in
8 substantially the same form as follows: "Please exclude me from the proposed class in the
9 *Webster v. LegalZoom.com, Inc.* litigation;" and (f) the Class Member's signature. The Settlement
10 Administrator shall promptly send all Requests for Exclusion by .pdf to counsel for LegalZoom
11 and Class Counsel.

12 14. If a Request for Exclusion is not submitted in accordance with Paragraph 14
13 herein, it shall not be a valid Request for Exclusion and the person filing an invalid Request for
14 Exclusion shall be a Class Member. All persons who properly submit valid Requests for
15 Exclusion from the Class shall not be Class Members and shall have no rights with respect to the
16 Proposed Settlement and no interest in the Proposed Settlement.

17 15. Any Class Member who does not timely and validly request exclusion from
18 the Class may submit comments in support of or in opposition to the certification of the Class, the
19 approval of the Proposed Settlement as fair, reasonable and adequate, the entry of a judgment as
20 provided in the Proposed Settlement that dismisses with prejudice and releases all Released Claims
21 (as that term is defined in the Proposed Settlement) of Plaintiff and all Class Members against
22 LegalZoom and other Released Parties, the award of a service award to the Class Representative
23 (to be payable, as may be awarded by the Court, by LegalZoom and not in any respect to diminish
24 the benefits to the Class of the Proposed Settlement), the allowance of reasonable fees and
25 expenses to Class Counsel (to be payable, as may be awarded by the Court, by LegalZoom and not
26 in any respect to diminish the benefits to the Class of the Proposed Settlement), or any other matter
27 referred to in the Long-Form Notice or regarding the Proposed Settlement. To comment, the Class
28 Member must mail a written comment, and supporting papers, if any, to the Settlement

1 Administrator and the Court at the addresses set forth in the Long-Form Notice, Email Notice,
2 Publication Notice, Toll-Free Automated Phone System, or Settlement Website. To be timely, all
3 such comments must be received by the Settlement Administrator no later than forty-five (45) days
4 after the Notice Date (the "Request for Exclusion Deadline"). The written comment must identify
5 the case name and number and set forth the following information: (a) the Class Member's full
6 name; (b) the Class Member's current address; (c) the Class Member's current email address; (d)
7 the Class Member's email and mailing addresses used in connection with their purchase of a legal
8 document or legal document assistant service from LegalZoom; (e) the specific reason(s) for the
9 comment; and (f) any and all evidence and supporting papers (including, without limitation, all
10 briefs, written evidence, and declarations) that the Class Member would like the Court to consider.
11 If a Class Member wishes to appear at the Fairness Hearing and present his or her objection to the
12 Court orally, the objector's written statement must include a statement of intent to appear at the
13 Fairness Hearing and identify all attorneys, if any, representing the Class Member who will appear
14 at the Fairness Hearing.

15 16. Any person who fails to object in the manner provided in Paragraph 16
16 herein shall be deemed to have waived his or her objections and shall forever be barred from
17 making any such objections in this Action or in any action or proceeding.

18 17. A hearing (the "Fairness Hearing") shall be held before the Court at 1:30
19 p.m. on April 5, 2012 (or such other date that is 80 days from the date that LegalZoom, through the
20 Settlement Administrator, completes the distribution of the Email Notice to all Class Members) in
21 Department 307 of the Superior Court for the County of Los Angeles, Los Angeles, California, in
22 order, among other things: (a) to determine whether the certification of the Class is appropriate; (b)
23 to determine whether the Proposed Settlement is fair, reasonable and adequate and should be
24 finally approved by the Court; (c) to determine whether a judgment as provided in the Proposed
25 Settlement should be entered; (d) to consider, if the Proposed Settlement is approved, an
26 application by the Class Representative for an award of an incentive payment; (e) to consider, if
27 the Proposed Settlement is approved, an application by Class Counsel for an award of reasonable
28 attorneys' fees and reimbursement of expenses; and (f) to consider such other matters as may

1 properly come before the Court in connection with the Fairness Hearing. The Court may postpone
2 or adjourn the Fairness Hearing without further notice to Class Members. The Court also reserves
3 the right to finally approve the Proposed Settlement without modification or with such
4 modifications as may be agreeable to Plaintiff and LegalZoom, without further notice to Class
5 Members.

6 18. In connection with the schedule set forth in the Proposed Settlement, the
7 Parties have agreed, and the Court further orders the following: (a) LegalZoom will provide the
8 names and last known email and contact addresses of each Class Member to the Settlement
9 Administrator by December 27, 2012 ; (b) LegalZoom, through the Settlement Administrator will
10 begin disseminating the Email Notice, under the procedures set forth in the Settlement, by January
11 6, 2012 , and complete the dissemination by January 16, 2012 (or such other date that is 10 days
12 after the date on which the distribution of the Email Notice shall commence); (c) LegalZoom,
13 through the Settlement Administrator, will make available the settlement website and toll-free
14 number by January 16, 2012 ; (d) LegalZoom, through the Settlement Administrator, will publish
15 the Publication Notice by January 31, 2012 (or such other date that is within 15 days after the date
16 that LegalZoom, through the Settlement Administrator, completes the distribution of the Email
17 Notice to all Class Members); (e) Class Members will have until March 1, 2012 (or such other date
18 that is 45 days after the date that LegalZoom, through the Settlement Administrator, completes the
19 distribution of the Email Notice to all Class Members), to submit and have received by the
20 Settlement Administrator requests for exclusion or objections to the terms of the proposed
21 Settlement; (f) the parties may submit responses to any objections to the proposed Settlement by
22 March 29, 2012 (or such other date that is 7 calendar days prior to the date on which the fairness
23 hearing is scheduled); (g) the Court will hold a Fairness Hearing on April 5, 2012 (or such other
24 date that is 80 days from the date that LegalZoom, through the Settlement Administrator,
25 completes the distribution of the Email Notice to all Class Members) at 1:30 p.m. in Department
26 307; and (h) in the event the Settlement is finally approved, Claim Forms must be received by the
27 Settlement Administrator on or before May 15, 2012 (or such other date that is 40 days after the
28 date of the Fairness Hearing).

1 19. In the event that the Proposed Settlement is not approved by the Court on
2 the terms and conditions provided therein (including any amendments thereto), or is approved by
3 the Court but such approval is reversed or materially modified on appeal, or in the event that for
4 any other reason the Proposed Settlement is not consummated (other than by the failure of any
5 party to perform such party's obligations thereunder), then the Proposed Settlement shall be
6 voidable and this Order and any other order and final judgment contemplated by the Proposed
7 Settlement shall be vacated and terminated upon appropriate application to the Court. In such
8 event, (a) the Proposed Settlement shall be terminated and become void and of no effect, except
9 for the obligation of LegalZoom to pay for any and all expenses incurred in connection with the
10 notice and administration of the Proposed Settlement on or before the date on which the Proposed
11 Settlement is terminated, (b) any actions taken or to be taken in connection with the Proposed
12 Settlement shall become null and void and of no effect, (c) the Proposed Settlement and any
13 hearings or proceedings thereunder shall not be referred to or used as evidence for or against any
14 party or Class Member in this or any other action or proceeding, and (d) all pretrial proceedings,
15 including discovery, shall resume 30 days thereafter as if the Proposed Settlement had not been
16 proposed for approval of the Court.

17 20. The Proposed Settlement and all negotiations, papers, statements and
18 proceedings in connection therewith, whether or not the Proposed Settlement is finally approved
19 and/or consummated, are not and shall not be offered as or construed to be an admission or
20 concession of any kind by any of the Parties or anyone else. In particular, but without limiting the
21 generality of the foregoing, nothing about the Proposed Settlement shall be offered or construed as
22 an admission of liability, wrongdoing, impropriety, responsibility or fault whatsoever on the part
23 of LegalZoom, and it shall not be deemed to be evidence of, or an admission or concession that the
24 Class Representative or any Class Member have suffered any damage. In addition, the Proposed
25 Settlement shall not be offered or be admissible in evidence against LegalZoom or cited or referred
26 to in any action or proceeding, except in any action or proceeding brought by or against the Class
27 Representative, the Class, Class Members or LegalZoom to enforce its terms, or by LegalZoom in
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1 defense to any claims brought by the Class Representative, the Class, Class Members or any
2 member of the general public.

3 21. All discovery and other pre-trial proceedings in this Action are stayed and
4 suspended until further order of this Court, except such actions as may be necessary to implement
5 the Proposed Settlement or this Order, or as otherwise permitted by the Court.

6
7 **IT IS SO ORDERED.**

8
9 DATED: 12/21, 2011

WILLIAM F. HIGHBERGER
HONORABLE WILLIAM F. HIGHBERGER
JUDGE OF THE SUPERIOR COURT

11 Jointly Submitted:

12 Dated: December 16, 2011

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15 By: Robert S. Arns
Attorneys for Plaintiff Katherine Webster
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17 Dated: December 16, 2011

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21 Dated: December 16, 2011

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Attorneys for Defendant
LegalZoom.com, Inc.