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In re:
CELLPHONE TERMINATION FEE CASES

This document relates to:
*White v. Cellco Partnership d/b/a Verizon
Wireless*, Case No. RG04-137699

JCCP No. 4332

Class Action

**PROPOSED PLAN OF ALLOCATION
OF SETTLEMENT PROCEEDS**

Trial Date: June 19, 2008
Dept.: 22
Hon. Bonnie Sabraw

1 This Plan of Allocation shall apply to the Settlement Fund established by Section ____ of
2 the Stipulation and Agreement of Settlement (hereafter, the "Agreement"). All terms capitalized
3 herein have the meanings defined in the Agreement.

4 1. **Use of Funds.** If and when the Settlement set forth in the Agreement becomes
5 Effective, the Settlement Fund, net of any expenses paid or incurred pursuant to Sections ____ of
6 the Agreement or any Taxes and Tax Expenses paid or incurred pursuant to Sections ____ of the
7 Agreement, shall be applied as follows:

8 (a) To pay all unpaid costs and expenses incurred in connection with providing
9 notice to the Settlement Class, locating Settlement Class Members, administering and distributing
10 the Settlement Fund or any portion thereof and processing Proofs of Claim;

11 (b) To pay Class Counsel's attorneys' fees, costs and expenses, including the fees of
12 expert witnesses and consultants, and interest, if, and to the extent, allowed by the Court; and

13 (c) To pay incentive awards to the Class Representatives if, and to the extent,
14 allowed by the Court.

15 2. **The Claimants' Fund.** The balance of the Settlement Fund, less any reserves
16 authorized by the Court (hereinafter, the "Claimants' Fund"), shall be distributed after the Effective
17 Date to Authorized Claimants (as defined in Paragraph 4, below) at such time or times and in such
18 manner as the Court shall order, in accordance with this Plan of Allocation and other applicable
19 orders which may be issued by the Court.

20 3. **Allocation of the Claimants' Fund.** The Claimants' Fund shall be allocated
21 among Authorized Claimants, *pro rata*, in the proportion that the Allowed Claim of such
22 Authorized Claimant bears to the total of the aggregate Total Allowed Claims of all Authorized
23 Claimants, as computed by the Claims Administrator pursuant to this Plan of Allocation.

24 4. **Definitions of "Claimant" and "Authorized Claimant."** "Claimant" shall be a
25 Member of the ETF Assessed Class who has submitted a Proof of Claim that the Claims
26 Administrator, in its sole discretion, determines to be timely and properly signed. An "Authorized
27

1 Claimant” shall be a Claimant whose Allowed Claim, computed pursuant to Paragraph 5 below, is
2 greater than zero.

3 **5. Calculation of “Allowed Claim.”**

4 **(a) “Allowed Claims” for Class Members Who Submit a Proof of Claim**
5 **Form Asserting That They Paid Flat Early Termination Fees**

6 (i) “Allowed Claims” Where Claimant Submits Adequate Proof or Verizon
7 Wireless Records Confirm Amount Paid. Where a Proof of Claim asserting that the Claimant paid
8 one or more Flat Early Termination Fees includes, or the Verizon Wireless records made available
9 in connection with the Settlement (the “Verizon Wireless Records”) to effectuate notice provide,
10 evidence deemed sufficient by the Claims Administrator to establish, by a preponderance of the
11 evidence, that the Claimant paid one or more such fees during the Class Period, whether to Verizon
12 Wireless or a collection agency, the Allowed Claim attributable thereto shall be the amounts which
13 the Claims Administrator determines, in its sole discretion, were so paid by the Claimant.

14 (ii) “Allowed Claims” Where Claim Form Does Not Include Adequate
15 Proof of Payment and Verizon Wireless Records Do Not Show Payment.

16 Where a Proof a Claim Form asserting that the Claimant paid one or more Flat Early
17 Termination Fees does not include, and the Verizon Wireless Records do not provide, evidence
18 deemed sufficient by the Claims Administrator to establish, by a preponderance of the evidence,
19 that the Claimant paid one or more Flat Early Termination Fees during the Class Period, whether to
20 Verizon Wireless or a collection agency, but the Claimant certifies under penalty of perjury in the
21 Proof of Claim form that he or she paid one or more such fees during the Class Period, whether to
22 Verizon Wireless or a collection agency, the Claimant shall receive an Allowed Claim of \$25.00.

23 **(b) “Allowed Claims” for Class Members Who Submit a Proof of Claim**
24 **Form Asserting That They Were Charged But Did Not Pay Flat Early Termination Fees**

25 Where a Proof of Claim asserting that the Claimant was charged, but did not pay, one or
26 more Flat Fee Early Termination Fees includes, or Verizon Wireless Records provide, evidence
27 deemed sufficient by the Claims Administrator to establish, by a preponderance of the evidence,
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1 that the Claimant was charged such a fee or fees during the Class Period, and the Claimant certifies
2 under penalty of perjury in the Proof of Claim Form that the charging of the fee caused him or her
3 identifiable, concrete economic harm, the Claimant shall receive an Allowed Claim in the amount
4 of \$25.00.

5 (c) **Limitations on Allowed Claims.** Claimants who receive an Allowed Claim
6 pursuant to Paragraph 5(a)(i) shall not be entitled to receive Allowed Claims under Paragraphs
7 5(a)(ii) or 5(b). Claimants who receive an Allowed Claim pursuant to Paragraph 5(a)(ii) shall not
8 be entitled to receive Allowed Claims under Paragraphs 5(a)(i) or 5(b). Claimants who receive an
9 Allowed Claim pursuant to Paragraph 5(b) shall not be entitled to receive Allowed Claims under
10 Paragraphs 5(a)(i) or 5(a)(ii).

11 6. The Claimants' Fund shall be allocated and distributed only to Authorized
12 Claimants.

13 7. Class Counsel shall present to the Court an application for leave to distribute the Net
14 Settlement Fund in accordance with this Plan of Allocation and other applicable Orders of the
15 Court, and for an order providing that the Court retains jurisdiction to allow or disallow the claim
16 of any person who does not submit a Proof of Claim form as required herein.

17 8. In any distribution of funds pursuant to this Plan of Allocation, no check shall be
18 issued in an amount of less than \$5.00.

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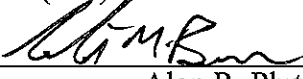
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2 9. Any amounts remaining in the Settlement Fund after distribution has been made to
3 Authorized Claimants and all expenses have been paid shall be conveyed to a charitable
4 organization proposed by plaintiffs and approved by the Court.
5

6 Dated: July 11, 2008

Respectfully submitted,

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