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10 Attorneys for Plaintiff  
11 and the Plaintiff Class

Delivered By  
MAR 11 2021  
Maria A.

12 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
13 FOR THE COUNTY OF ORANGE

14 RAYMOND STODDARD and SANTIAGO  
15 MEDINA, etc.,

16 Plaintiffs,

17 vs.

18 EQUILON ENTERPRISES, LLC, et al.,

19 R&Ms.

Case No. 30-2010-00395208-CU-OE-CXC

Hon. James J. Di Cesare  
Department C 16

CLASS ACTION

**[PROPOSED] SECOND AMENDED  
PRELIMINARY APPROVAL ORDER**

Date: March 19, 2021

Time: 9:30 a.m.

Dept: C-16

Complaint Filed: August 2, 2010

Trial Date: None Set

20 WHEREAS, this action is pending before this Court as a Class Action;

21  
22 WHEREAS, Plaintiff Santiago Medina ("Medina") has previously filed an  
23 unopposed motion with this Court for an Order preliminarily approving the  
24 settlement of the Class Action entered into by and between R & M Pacific Rim,  
25 Inc., a California corporation, ("R&M") and Medina, individually and on behalf of  
26 Settlement Class Members as defined therein; and  
27

28 WHEREAS, this Court had previously preliminarily approved that

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8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
9 **FOR THE COUNTY OF ORANGE**

10  
11 RAYMOND STODDARD and SANTIAGO ) Case No. 30-2010-00395208-CU-OE-CXC  
MEDINA, etc., )  
12 ) Hon. James J. Di Cesare  
Plaintiffs, ) Department C 16  
13 )  
vs. ) CLASS ACTION  
14 )  
EQUILON ENTERPRISES, LLC, et al., ) **[PROPOSED] SECOND AMENDED**  
15 ) **PRELIMINARY APPROVAL ORDER**  
R&Ms. )  
16 ) Date: March 19, 2021  
17 ) Time: 9:30 a.m.  
18 ) Dept: C-16  
19 ) Complaint Filed: August 2, 2010  
20 ) Trial Date: None Set  
21 )

22 WHEREAS, this action is pending before this Court as a Class Action;  
23 WHEREAS, Plaintiff Santiago Medina ("Medina") has previously filed an  
24 unopposed motion with this Court for an Order preliminarily approving the  
25 settlement of the Class Action entered into by and between R & M Pacific Rim,  
26 Inc., a California corporation, ("R&M") and Medina, individually and on behalf of  
27 Settlement Class Members as defined therein; and  
28 WHEREAS, this Court had previously preliminarily approved that

1 settlement, in accordance with the parties' Second Amended and Restated  
2 Settlement Agreement;

3 WHEREAS, the parties now seek to have this Court reconsider it prior  
4 preliminary approval order in light of the parties' the Third Amended and  
5 Restated Settlement Agreement, which now sets forth the terms and conditions  
6 for a proposed partial settlement of the Class Action; and

7 WHEREAS, the Court having read and considered the Third Amended  
8 and Restated Settlement Agreement and the Exhibits attached thereto;

9 NOW, THEREFORE, IT IS HEREBY ORDERED:

10 1. This Preliminary Order incorporates by reference the definitions in  
11 the Third Amended and Restated Settlement Agreement, as filed with the  
12 Court, and all terms defined therein shall have the same meaning as set forth in  
13 the Third Amended and Restated Settlement Agreement.

14 2. The Court hereby reconsiders its prior preliminary approval order  
15 and finds the terms of the Third Amended and Restated Settlement Agreement  
16 to be within the range of reasonableness of a settlement that ultimately could be  
17 granted approval by the Court at a Final Approval Hearing.

18 3. The Court preliminarily approves the terms of the Third Amended  
19 and Restated Settlement Agreement and finds that they fall within the range of  
20 approval as fair, adequate, and reasonable. The Court hereby preliminarily finds  
21 that the Third Amended and Restated Settlement Agreement is the product of  
22 informal, non-collusive negotiations conducted at arms' length by the parties.  
23 The Court has considered the estimate of the Class Members' total recovery,  
24 R&M's potential liability, the allocation of settlement proceeds among Class  
25 Members, including the two subclasses, and the fact that a settlement  
26 represents a compromise of the parties' respective positions rather than the  
27 result of a finding of liability at trial. The assistance of an experienced mediator  
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1 in the settlement process supports the Court's conclusion that the Settlement is  
2 non-collusive and reasonable. The Settlement is presumptively valid.

3 4. For purposes of the Settlement only, the Court finds that the  
4 proposed Settlement Class is ascertainable and that there is a sufficiently well-  
5 defined community of interest among the members of the Settlement Class in  
6 questions of law and fact. Therefore, the Court preliminarily certifies as the  
7 Settlement Class, for settlement purposes only, all persons who were employed  
8 by R&M and who worked at a Shell branded station operated by R&M and  
9 owned by Equilon Enterprises, LLC at any time during the period from August  
10 2, 2006 to September 1, 2008. The Settlement Class consists of the Settlement  
11 Misclassification Subclass, consisting of all Settlement Class Members during  
12 any portion of the Class Period that they were declared by R&M as exempt  
13 employees and paid a salary. and the Settlement Break Subclass, consisting of  
14 all Settlement Class Members during any portion of the Class Period that they  
15 were non-exempt hourly wage employees. The Settlement Misclassification  
16 Subclass does not include any Settlement Class Member during any portion of  
17 the Class Period such Settlement Class Member was an Area Manager.

18 5. For purposes of the Settlement only, Medina is re-approved as the  
19 Class Representative.

20 6. For purposes of the Settlement only, Bleau Fox, a Professional Law  
21 Corporation, is re-appointed and approved as Class Counsel.

22 7. The Court hereby re-appoints and approves Phoenix Settlement  
23 Administrators as the Settlement Administrator.

24 8. After previously balancing the privacy interests of the Settlement  
25 Class as asserted by R&M, the Court continues to find that in order for the Class  
26 Notice to be mailed to the Settlement Class at their last known address based  
27 upon R&M's employment records, that the Settlement Administrator and Class  
28 Counsel have sufficient information to locate Settlement Class members and

1 that the Settlement Administrator and Class Counsel have sufficient  
2 information to prorate Individual Settlement payments for each subclass, it  
3 remains necessary and appropriate, without prior notice to the Settlement  
4 Class, that R&M be authorized and directed to provide to the Settlement  
5 Administrator and Class Counsel the Class Information to be used solely for the  
6 purposes of settlement of this Class Action.

7 9. A hearing ("Final Approval Hearing") shall be conducted before this  
8 Court on \_\_\_\_\_, 2021, at 9:30 a.m., in Department C-16, to  
9 determine whether the proposed settlement of the Class Action on the terms and  
10 conditions provided for in the Settlement Agreement is fair, reasonable and  
11 adequate, whether said settlement should be finally approved by the Court, and  
12 whether a Final Approval Order and Judgment should be entered herein.

13 10. The Court hereby approves, as to form and content, the Class Notice,  
14 Information Sheet and Request for Exclusion Form attached as Exhibit 1 to the  
15 Third Amended and Restated Settlement Agreement.

16 11. The Court approves the requirements for disputing the information  
17 upon which Settlement Class Members' share of the Settlement will be  
18 calculated. The Court approves the requirements for objecting to the Settlement  
19 and excluding Settlement Class Members who timely and properly request to be  
20 excluded from the Settlement Class, all as provided in the Third Amended and  
21 Restated Settlement Agreement. The Court finds that the procedures and  
22 requirements for submitting objections in connection with the Final Approval  
23 Hearing are intended to ensure the efficient administration of justice and the  
24 orderly presentation of any Settlement Class Member's objection to the  
25 Settlement, in accordance with the due process rights of all Settlement Class  
26 Members.

27 12. The Court finds that the mailing of the Class Notice substantially in  
28 the manner and form as set forth in the Third Amended and Restated

1 Settlement Agreement and this Preliminary Approval Order meets the  
2 requirements of *California Rules of Court* Rules 3.766(d) and 3.769(f), California  
3 Code of Civil Procedure section 382, California Civil Code section 1781, other  
4 applicable law, and due process, and is the best notice practicable under the  
5 circumstances, and shall constitute valid, due and sufficient notice to all  
6 Settlement Class Members.

7 13. The Court hereby authorizes and directs the Settlement  
8 Administrator to mail or cause to be mailed to Settlement Class Members the  
9 Class Notice, completed Information Sheet and the Request for Exclusion Form.  
10 Such documents shall be sent by First Class U.S. mail, postage prepaid. Mailing  
11 of the Class Notice shall occur on \_\_\_\_\_, 2021.

12 14. Thirty Five days prior to the Final Approval Hearing, Class Counsel  
13 shall serve and file its application for a Class Counsel Award and litigation costs  
14 and expenses as well as any application for a Service Award.

15 15. Five days prior to the Final Approval Hearing, Class Counsel shall  
16 serve and file the declaration of the Settlement Administrator containing the  
17 information required by the Third Amended and Restated Settlement  
18 Agreement.

19 16. The Court reserves the right to adjourn or continue the date of the  
20 Final Approval Hearing without further notice to Class Members, and retains  
21 jurisdiction to consider all further applications or motions arising out of or  
22 connected with the proposed settlement.

23 IT IS SO ORDERED.

24 Dated: March \_\_, 2021

\_\_\_\_\_  
25 James J. Di Cesare  
26 Judge of the Superior Court  
27  
28

1 APPROVED AS TO FORM AND CONTENT.

2 Dated: March 9, 2021

BLEAU FOX  
A Professional Law Corporation

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By:         /s/ Samuel T. Rees          
SAMUEL T. REES

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Attorneys for Plaintiff and the Plaintiff Class

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7 Dated: March 9, 2021

KRING & CHUNG LLP

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By:         /s/ Kerri N. Polizzi          
KERRI N. POLIZZI

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Attorneys for R&M PACIFIC RIM, INC.

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## PROOF OF SERVICE

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 580 West Empire Avenue, Burbank, California 91504.

On March 10, 2021, I served the foregoing document(s) described as **[PROPOSED] SECOND AMENDED PRELIMINARY APPROVAL ORDER** on the interested parties to this action who are listed on the attached Service List by electronically serving those persons at the electronic addresses noted therein.

**STATE:** I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

**FEDERAL:** I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct of my own personal knowledge, and that I am employed in the office of a member of the Bar of this Court at whose discretion this service was made.

Executed on March 10, 2021, at Burbank, California.

\_\_\_\_\_  
/s/ Nathan Childress

Nathan Childress



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**SERVICE LIST**

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