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

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11 RAYMOND STODDARD and SANTIAGO) Case No. 30-2010-00395208-CU-OE-CXC
MEDINA, etc.,)
12) Hon. William Claster
Plaintiffs,) Department CX 102
13)
vs.) CLASS ACTION
14)
EQUILON ENTERPRISES, LLC, et al.,) **[PROPOSED] AMENDED PRELIMINARY**
15) **APPROVAL ORDER**
R&Ms.)
16) Date: September 4, 2020
17) Time: 9:00 a.m.
18) Dept: CX 104
19) Complaint Filed: August 2, 2010
Trial Date: None Set
20) **Reservation No. 73219881**

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

1 Exhibits attached to the Second Amended and Restated Settlement Agreement,
2 sets forth the terms and conditions for a proposed partial settlement of the Class
3 Action; and the Court having read and considered the Second Amended and
4 Restated Settlement Agreement and the Exhibits attached thereto;

5 NOW, THEREFORE, IT IS HEREBY ORDERED:

6 1. This Preliminary Order incorporates by reference the definitions in
7 the Second Amended and Restated Settlement Agreement, as filed with the
8 Court, and all terms defined therein shall have the same meaning as set forth in
9 the Second Amended and Restated Settlement Agreement.

10 2. Effective September 4, 2020, the Court hereby grants Medina's
11 Motion for Preliminary Approval of Class Action Settlement and finds the terms
12 of the Second Amended and Restated Settlement Agreement to be within the
13 range of reasonableness of a settlement that ultimately could be granted
14 approval by the Court at a Final Approval Hearing.

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

27 4. For purposes of the Settlement only, the Court finds that the
28 proposed Settlement Class is ascertainable and that there is a sufficiently well-

1 defined community of interest among the members of the Settlement Class in
2 questions of law and fact. Therefore, the Court preliminarily certifies as the
3 Settlement Class, for settlement purposes only, all persons who were employed
4 by R&M and who worked at a Shell branded station operated by R&M and
5 owned by Equilon Enterprises, LLC at any time during the period from August
6 2, 2006 to September 1, 2008. The Settlement Class consists of the Settlement
7 Misclassification Subclass, consisting of all Settlement Class Members during
8 any portion of the Class Period that they were declared by R&M as exempt
9 employees and paid a salary. and the Settlement Break Subclass, consisting of
10 all Settlement Class Members during any portion of the Class Period that they
11 were non-exempt hourly wage employees.

12 5. For purposes of the Settlement only, Medina is approved as the
13 Class Representative.

14 6. For purposes of the Settlement only, Bleau Fox, a Professional Law
15 Corporation, is appointed and approved as Class Counsel.

16 7. The Court hereby appoints and approves Phoenix Settlement
17 Administrators as the Settlement Administrator.

18 8. After balancing the privacy interests of the Settlement Class as
19 asserted by R&M, the Court finds that in order for the Class Notice to be mailed
20 to the Settlement Class at their last known address based upon R&M's
21 employment records, that the Settlement Administrator and Class Counsel have
22 sufficient information to locate Settlement Class members and that the
23 Settlement Administrator and Class Counsel have sufficient information to
24 prorate Individual Settlement payments for each subclass, it is necessary and
25 appropriate, without prior notice to the Settlement Class, that R&M be
26 authorized and directed to provide to the Settlement Administrator and Class
27 Counsel the Class Information to be used solely for the purposes of settlement of
28 this Class Action. Having so determined, the Court hereby orders R&M to so

1 provide to the Settlement Administrator and Class Counsel the Class
2 Information to be so used on or before October 4, 2020.

3 9. A hearing ("Final Approval Hearing") shall be conducted before this
4 Court on February 19, 2021 at 9:00 a.m., in Department CX104, to determine
5 whether the proposed settlement of the Class Action on the terms and conditions
6 provided for in the Settlement Agreement is fair, reasonable and adequate,
7 whether said settlement should be finally approved by the Court, and whether a
8 Final Approval Order and Judgment should be entered herein.

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

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

23 12. The Court finds that the mailing of the Class Notice substantially in
24 the manner and form as set forth in the Second Amended and Restated
25 Settlement Agreement and this Preliminary Approval Order meets the
26 requirements of *California Rules of Court* Rules 3.766(d) and 3.769(f), California
27 Code of Civil Procedure section 382, California Civil Code section 1781, other
28 applicable law, and due process, and is the best notice practicable under the

1 circumstances, and shall constitute valid, due and sufficient notice to all
2 Settlement Class Members.

3 13. The Court hereby authorizes and directs the Settlement
4 Administrator to mail or cause to be mailed to Settlement Class Members the
5 Class Notice, completed Information Sheet and the Request for Exclusion Form.
6 Such documents shall be sent by First Class U.S. mail, postage prepaid. Mailing
7 of the Class Notice shall occur on November 3, 2020.

8 14. On or before January 19, 2021, Class Counsel shall serve and file its
9 application for a Class Counsel Award and litigation costs and expenses as well
10 as any application for a Service Award.

11 15. Five days prior to the Final Approval Hearing, Class Counsel shall
12 serve and file the declaration of the Settlement Administrator containing the
13 information required by the Second Amended and Restated Settlement
14 Agreement.

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

19 IT IS SO ORDERED.

20 Dated: September __, 2020

21 William D. Claster
22 Judge of the Superior Court
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1 APPROVED AS TO FORM AND CONTENT.

2 Dated: September 22, 2020

BLEAU FOX
A Professional Law Corporation

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

6 Attorneys for Plaintiff and the Plaintiff Class

7 Dated: September 22, 2020

KRING & CHUNG LLP

8 By: /s/ Allyson K. Thompson
9 ALLYSON K. THOMPSON

10 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 September 22, 2020, I served the foregoing document(s) described as **[PROPOSED] 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 September 22, 2020, at Burbank, California.

/s/ Nathan Childress

Nathan Childress

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SERVICE LIST

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