

1 I. Benjamin Blady, Esq. - State Bar No. 162470  
bblady@abmlawyers.com  
2 APPLETON, BLADY & MAGNANIMO, LLP  
12301 Wilshire Boulevard, Suite 202  
3 Los Angeles, California 90025  
Telephone: (310) 474-7022  
4 Facsimile: (310) 474-7023

**FILED**  
LOS ANGELES SUPERIOR COURT

MAY 30 2008  
JOHN A. CLARKE, CLERK RECEIVED  
BY J. FLORES, DEPUTY MAY 11 2008  
Dept. 307

5 Attorneys for Plaintiff  
6 Juan Meyer, for himself, and  
on behalf of others similarly situated

7  
8 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
9 FOR THE COUNTY OF LOS ANGELES  
10 CENTRAL CIVIL WEST

11 JUAN MEYER, for himself, on behalf of  
12 others similarly situated and on behalf of the  
general public,

13 Plaintiff,

14 vs.

15 SMART & FINAL, INC., a Delaware  
16 Corporation, SMART & FINAL STORES  
CORPORATION, a California Corporation,  
17 and DOES 1 through 100, inclusive,

18 Defendants.

) CASE NO.: BC361174  
)  
) CASE FILED: 10/31/06  
)  
) ~~ENCLOSURE~~ ORDER GRANTING  
) FINAL APPROVAL OF CLASS ACTION  
) SETTLEMENT AND DISMISSAL OF  
) ACTION WITH PREJUDICE

) [Supplemental Brief for Final Approval;  
) Declaration of I. Benjamin Blady; and  
) Declaration of Peter Malishka filed  
) concurrently herewith]

) DATE: May 16, 2008  
) TIME: 9:00 a.m.  
) DEPT.: 307

) ASSIGNED FOR ALL PURPOSES TO THE  
) HON. JUDGE WILLIAM F. HIGHBERGER,  
) DEPT. 307

) [COMPLEX CASE/CLASS ACTION]

) DISCOVERY CUT-OFF: NONE  
) MSJ CUT-OFF: NONE  
) TRIAL DATE: NONE

25 Plaintiff/Class Representative Juan Meyer's Motion for Final Approval of Class Action  
26 Settlement with Defendants Smart & Final Stores LLC (formerly known as "Smart & Final Stores  
27 Corporation" ("SFS") and Smart & Final Inc. ("SFI") (hereinafter referred to collectively as

**Order Granting Final Approval of Class Action Settlement and  
Dismissal of Action with Prejudice**

and May 30, 2008

1 "Smart & Final" and/or "Defendants") came on hearing in Department 307 of the above-entitled  
2 Court on May 16, 2008, the Honorable William F. Highberger, Judge presiding.

3 I. Benjamin Blady of Appleton, Blady and Magnanimo, LLP appeared on behalf of  
4 Plaintiff/Class Representative Juan Meyer.

*William Kennon* or *Perkins Coie*  
5 ~~William Kennon~~ appeared on behalf of Defendants Smart & Final.

6 Having read and considered the motion and points and authorities filed by the parties, and  
7 having heard argument of counsel,

8 IT IS ORDERED AND DETERMINED THAT:

9 1. Pursuant to this Court's Preliminary Approval of Class Action Settlement, the  
10 Notice of Proposed Class Action Settlement ("Notice") and the Claim Form ("Claim Form") were  
11 sent to each Class Member by First Class Mail. The Notices informed Class Members of the terms  
12 of the Settlement, the process available to obtain monetary relief, the right to opt out and pursue  
13 their own remedies, the opportunity to file written objections and the right to appear in person or  
14 by counsel at the fairness hearing and be heard regarding the approval of the Settlement. Adequate  
15 periods of time were provided by each of these procedures. No Class Members objected and no  
16 one opted-out;

17 2. The Court finds and determines that these procedures afford adequate protections to  
18 Class Members and provide the basis for the Court to make an informed decision regarding  
19 approval of the Settlement based on the Class Members' responses thereto. The Court finds and  
20 determines that the notice provided in this case was the best notice practicable, which satisfied the  
21 requirements of California Civil Code section 1781(e), California Rules of Court, Rule 3.769, and  
22 due process;

23 3. The Court finds and determines that the terms of the Settlement Agreement are fair,  
24 reasonable, and adequate to the Class and to each Class Member; that the Class Members who  
25 have not opted out shall be bound by the Settlement Agreement; that the Settlement Agreement is  
26 ordered and finally approved; and that all terms of the Settlement Agreement should be and hereby  
27 are ordered to be consummated;

28

**Order Granting Final Approval of Class Action Settlement and  
Dismissal of Action with Prejudice**

1 4. The Court finds and determines that payments to be made to the Class Members, as  
2 provided for in the Settlement Agreement, are fair and reasonable, and gives final approval and  
3 orders those payments to be made in accordance with the terms of the Settlement Agreement;

4 5. The Court finds that given the absence of objections, and objections being a  
5 prerequisite to appeal, that the Court's order of final approval shall be considered final as of the  
6 date of notice of entry;

7 6. The Court orders that within 30 days from May <sup>30</sup>, 2008 (final approval),  
8 Defendant shall prepare settlement checks for each class claimant in the amounts set-forth by the  
9 Administrator less any required deductions, and provide such checks to the Administrator;

10 7. The court finds that all late claims received prior to the date of final approval (10  
11 claims) are considered to be ~~timely~~ ~~[untimely]~~, and such claims shall ~~not~~ be paid;

12 8. The Court orders that within 10 business days following the Administrator's receipt  
13 of the settlement checks, the Administrator shall mail the checks to each eligible Class Member;

14 9. The Court orders and determines that \$1,050,000 in attorneys' fees, including all  
15 claims for costs, shall be paid to Class Counsel for all work done and to be done until the  
16 completion of this matter, and gives final approval to the Administrator for payment of said  
17 amount be made to Class Counsel, "Appleton, Blady & Magnanimo, LLP" within <sup>30</sup>~~10~~ business  
18 days from May <sup>30</sup>, 2008 (final approval);

19 10. The Court orders and determines that the \$5,000 enhancement award to  
20 Plaintiff/Class Representative Juan Meyer is appropriate for his risk, service and incentive. The  
21 Court finds that the award to Plaintiff is fair and reasonable, and gives final approval and orders  
22 that the \$5,000 payment shall be made to Plaintiff by the Administrator within <sup>30</sup>~~10~~ business days  
23 from May <sup>30</sup>, 2008 (final approval);

24 11. The Court orders and determines that up to \$30,000 be paid to the Administrator for  
25 all of its agreed work done and to be done until the completion of this matter and is appropriate;

26 12. The Court orders that a check for \$18,112.50 be issued by the Administrator to the  
27 "State of California" for any claimed potential penalties under the California Labor Code Private  
28

1 Attorney General Act of 2004 ("PAGA") and delivered to Class Counsel within ~~10~~ business days  
2 from May 30, 2008;

3 13. The Court retains jurisdiction of all matters relating to the interpretation,  
4 administration, implementation and effectuation of this Order and the Settlement Agreement;

5 14. Upon satisfaction of all payment and obligations under the Settlement Agreement  
6 and under this Order, all settlement Class Members who did not opt out are permanently barred  
7 from prosecuting against Smart & Final or its present or former officers, directors, shareholders,  
8 employees, agents, principals, heirs, representatives, accountants, auditors, consultants, insurers,  
9 and their respective successors and predecessors in interest, subsidiaries, affiliates, parents and  
10 attorneys, any individual or class claims released in the Settlement Agreement.

11 15. This Action is hereby dismissed with prejudice as to all Class Members who did  
12 not opt out.

13 16. The Court orders that this matter shall be set for a further hearing at 11:00 am  
14 July 18, 2008 for a status report as to whether the Settlement payments ordered hereunder  
15 were made.

16 IT IS SO ORDERED.

17  
18 Dated: 5/30/08

W. F. Higberger  
19 Judge of the Superior Court

20 Approved as to Form:  
21 I. Benjamin Brady  
22 I. BENJAMIN BRADY

**WILLIAM D. HIGBERGER**

23 William Kamm  
24 William Kamm

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**PROOF OF SERVICE**  
**STATE OF CALIFORNIA, COUNTY OF LOS ANGELES**

**Juan Meyer v. Smart & Final, Inc., et al.**  
**L.A.S.C. Case No. BC 360 744**

*I declare as follows:*

I am employed in the County of Los Angeles, California. I am over the age of 18 years, and not a party to the within action; my business address is 12301 Wilshire Boulevard, Suite 202, Los Angeles, California 90025. I am readily familiar with my employer's business practice for collection and processing of correspondence for mailing with the United States Postal Service. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing affidavit.

On May 9, 2008, I served a true and correct copy, with all exhibits, of the following documents described as: **[PROPOSED] ORDER GRANTING FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND DISMISSAL OF ACTION WITH PREJUDICE**

**By United States Mail.** On the party or parties named below, by following ordinary business practice, placing a true copy thereof enclosed in a sealed envelope, for collection and mailing with the United States Postal Service, where it would be deposited for first class delivery, postage fully prepaid, in the United States Postal Service, that same day in the ordinary course of business, addressed as set forth below. (Regular office deposit)

**By personal service.** I personally delivered the documents on the date shown below to the persons at the addresses listed below. (1) For a party represented by an attorney, delivery was made to the attorney or at the attorney's office by leaving the documents in an envelope or package clearly labeled to identify the attorney being served with a receptionist or an individual in charge of the office. (2) For a party delivery was made to the party or by leaving the documents at the party's residence between the hours of eight in the morning and six in the evening with some person not less than 18 years of age.

**By overnight delivery.** I enclosed the documents on the date shown below in an envelope or package provided by an overnight delivery carrier and addressed to the person listed below. I placed the envelope or package for collection and overnight delivery at an office or regularly utilized drop box of the overnight delivery carrier with delivery fees paid by sender's account. (Code of Civil Procedure §1013(c).

**By messenger service.** I served the documents on the date shown below by placing them in an envelope or package addressed to the person on the addresses listed below, and providing them to a professional messenger service for service. (A declaration by the messenger must accompany this proof of service or be contained in the Declaration of Messenger below.)

**By fax transmission.** I faxed the documents on the date shown below to the fax numbers of the persons listed below. No error was reported by the fax machine that I used.