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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

RAMON MORENO and ERNESTO
MORAILA, individually and on behalf
of others similarly situated,

Plaintiffs,

v.

GUERRERO MEXICAN FOOD
PRODUCTS, INC., a division of
GRUMA CORPORATION; and
GRUMA CORPORATION, a Nevada
Corporation,

Defendant.

Case No. CV05-7737 DSF (PLAx)

**ORDER OF APPROVAL OF CLASS
ACTION SETTLEMENT, FINAL
JUDGMENT AND ORDER OF
DISMISSAL (“FINAL ORDER AND
JUDGMENT”)**

1 The parties in this case executed a proposed class action settlement on March
2 19, 2008 (“the Settlement”). Because this is a certified class action, judicial
3 approval is required before any settlement is effective. Fed. R. Civ. P. 23(e).
4 Plaintiffs filed a joint motion for preliminary approval of the Settlement on April
5 11, 2008 (Docket No. 551), which motion the Court granted on April 21, 2008
6 (Docket No. 555).

7 Plaintiffs now seek an Order and Final Judgment granting final approval of
8 the Settlement. This motion came on for hearing on October 20, 2008. The issues
9 having been duly heard and a decision having been duly reached,

10 **IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:**

11 1. By Order entered March 20, 2007 (Docket No. 235), this action has
12 been certified as a class action under Rules 23(a) and 23(b)(3) of the Federal Rules
13 of Civil Procedure (hereafter, “Rule __”). The parties jointly determined the name
14 of each class member, and listed those class members by name in Exhibit C of the
15 Settlement. In this Order, “Class” means the people listed in Exhibit C of the
16 Settlement. Ramon Moreno and Ernesto Moraila are the Class representatives.
17 Markun Zusman & Compton, LLP and Keller Rohrback L.L.P. are Class Counsel.

18 2. The Court has jurisdiction over the subject matter of the action and
19 over all parties to the action, including all Class members.

20 3. The Court finds that the Class has received proper and adequate notice
21 of the proposed Settlement, this Fairness Hearing, the application for attorneys’ fees
22 and expenses, and the application for Class representative enhancement awards,
23 such notice having been given in accordance with the April 21, 2008 Order
24 Granting Joint Motion for Preliminary Approval for Class Action Settlement
25 (Docket No. 555). Such notice included individual notice to all members of the
26 Class who could be identified through reasonable efforts, as well as internet notice,
27 provided valid, due, and sufficient notice of these proceedings and of the matters set
28 forth therein, and included information regarding the procedure for the making of

1 objections. Such notice fully satisfied the requirements of Rule 23 and the
2 requirements of due process.

3 4. Pursuant to Rule 23(e), the Court approves and confirms the
4 Settlement as a fair, reasonable, and adequate settlement and compromise of the
5 action. The Court finds that the proposed Settlement is fair, reasonable and
6 adequate. More particularly, the Court finds:

7 (a) The action was litigated vigorously by both sides. The
8 Settlement arose after spirited negotiations between counsel for Defendant, on the
9 one hand, and the Class Counsel on behalf of the Class, on the other, and then only
10 through the assistance of a Magistrate Judge of this Court. There is no hint of
11 collusion.

12 (b) This action was resolved on the eve of trial, after the completion
13 of discovery, after class certification, after exhaustive dispositive motion practice,
14 after expert discovery, and after exhaustive motions in limine. Both Plaintiffs and
15 Defendant had sufficient information to evaluate the settlement value of the action.

16 (c) If the Settlement had not been achieved, both sides faced the
17 expense, risk, and uncertainty of extended litigation.

18 (d) The amount of the Settlement is fair, reasonable, and adequate.
19 The Settlement amount is within the broad range of settlement values one might
20 expect given the risks facing both sides.

21 (e) At all times, the Class representatives and Class Counsel have
22 acted independently of Defendant and in the interest of the Class.

23 (f) No objections to the settlement have been filed.

24 5. The Court hereby approves the Settlement and orders that the
25 Settlement shall be consummated and implemented in accordance with its terms
26 and conditions. Defendant shall pay distributions to Class Members for approved
27 Meal Break Claims, as determined by the Claims Administrator, not to exceed
28 \$1,258,000. Defendant shall pay distributions to Class Members for approved

1 Overtime Claims, as determined by the Claims Administrator, not to exceed
2 \$472,000.

3 6. The Court grants Plaintiffs' request for approval of the Settlement
4 provision calling for an award of attorneys' fees and costs in the amount of
5 \$1,175,000. This Settlement term has been agreed on by the parties, and the
6 amount of fees and costs is a compromise figure accepted by the parties as a result
7 of Magistrate Judge Abrams' "mediators' proposal," after the parties had already
8 agreed on the other essential terms of the Settlement including the amount to be
9 paid to the Class, the method for calculating and paying claims to individual Class
10 members, and the enhancement to be requested for the Class representatives. Class
11 Counsel have submitted declarations establishing a collective lodestar in excess of
12 \$4,039,000, collective out-of-pocket costs in excess of \$359,000, and unquantified
13 additional costs for internal copies, postage, telephone charges, and other
14 compensable expenses. The lodestar calculation is based on Class Counsel's actual
15 time billed to this case at their standard hourly rates, which are reasonable given
16 Class Counsel's expertise, experience, and the prevailing rates of other comparable
17 practitioners in the markets in which they operate. The lower amount now
18 requested, a result of a compromise based on Magistrate Judge Abrams'
19 recommendation, is eminently fair and reasonable. The Court approves the
20 requested fee and cost provisions of the Settlement and orders that Defendant pay
21 Markun Zusman & Compton, LLP the amount of \$587,500 as per the terms of the
22 Settlement, and that Defendant pay Keller Rohrback L.L.P. the amount of \$587,500
23 as per the terms of the Settlement.

24 7. The Court grants Plaintiffs' request for approval of the enhancement
25 award to Class representative Ramon Moreno in the amount of \$20,000 and to
26 Class representative Ernesto Moraila in the amount of \$10,000.

27 8. The Court grants Plaintiffs' request for approval of the payment to
28 CPT in the amount of \$12,159.72.

1 9. Effective on the entry of this Final Order and Judgment, any and all
2 claims of the Class representatives and the Class against Defendant, whether such
3 claims are known or unknown, arising during the period from October 28, 2001 to
4 February 7, 2007, whether under federal, state and/or local law, statute, ordinance,
5 regulation, common law, or other source of law, which concern the subject matter
6 of this litigation, shall be released and dismissed with prejudice. Pursuant to the
7 Settlement, this release includes express waiver of all rights and benefits afforded
8 by Section 1542 of the Civil Code of the State of California.

9 10. Nothing in this Final Order and Judgment shall release, bar, waive, or
10 otherwise affect any rights or duties arising out of the Settlement, including the
11 express warranties and covenants contained therein. The Court retains exclusive
12 jurisdiction to resolve any disputes or challenges that may arise as to the
13 performance, implementation, interpretation, administration, and consummation of
14 the Settlement.

15 11. The action is dismissed with prejudice, each party to bear his, her, or
16 its own costs, except as expressly provided herein.

17
18 IT IS SO ORDERED.

19
20 DATED: October 24, 2008

A handwritten signature in blue ink that reads "Dale S. Fischer". The signature is written in a cursive style.

21 HONORABLE DALE S. FISCHER
22 UNITED STATES DISTRICT JUDGE