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 14 TWEEN BRANDS, INC.

15  
 16 UNITED STATES DISTRICT COURT  
 17 EASTERN DISTRICT OF CALIFORNIA

18 HOLLI MENDEZ, an individual, and  
 KATHRYN HAWKES, on behalf of  
 19 themselves and others similarly situated  
 and on behalf of The State of California  
 20 Labor and Workforce Development  
 Agency as a Private Attorney General,

21 Plaintiffs,

22 v.

23 TWEEN BRANDS, INC.,  
 24 a Delaware Corporation,

25 Defendant.

Case No. 2:10-cv-00072-MCE-DAD

**ORDER FOR FINAL APPROVAL OF  
 CLASS ACTION SETTLEMENT**

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TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

Plaintiffs' unopposed Motion for Final Approval of Class Action Settlement came before this Court on July 28, 2011. The proposed settlement in this case was preliminarily approved by this Court on March 29, 2011. Pursuant to the Court's Preliminary Approval Order and the Notice provided to the Class, the Court conducted a final fairness hearing as required by Federal Rule of Civil Procedure 23(e). The Court has reviewed the materials submitted by the parties and has heard arguments presented by counsel at the hearing. For the reasons cited on the record as well as those stated hereafter, the Court finds and orders as follows:

The Court hereby grants final approval of the Class Settlement based upon the terms set forth in the Preliminary Approval Order and the Stipulation and Agreement of Compromise and Settlement ("Settlement" or "Settlement Agreement") filed by the parties. The Settlement appears to be fair, adequate, and reasonable to the Class.

1. The Court finds that this action satisfies the requirements of Rule 23 and further finds that the Class has at all times been adequately represented by the Named Plaintiffs and Class Counsel.
2. The Notice approved by the Court was provided by First Class direct mail to the last-known address of each of the individuals identified as Class Members. In addition, follow-up efforts were made to send the Notice to those individuals whose original notices were returned as undeliverable. The Notice adequately described all of the relevant and necessary parts of the proposed Settlement Agreement, the request for incentive payments to the Named Plaintiffs, and Class Counsel's motion for an award of attorneys' fees and costs.
3. The Court finds that the Notice given to the Class fully complied with Rule 23, was the best notice practicable, satisfied all constitutional due process concerns, and provides the Court with jurisdiction over the Class Members.
4. The Court has concluded that the Settlement, as set forth in the Settlement Agreement executed by the parties, is fair, reasonable, and adequate under state and federal laws, including the Fair Labor Standards Act 29 U.S.C. § 200 et. seq. The Court finds that

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the uncertainty and delay of further litigation strongly supports the reasonableness and adequacy of the \$1,900,000 Settlement Fund established pursuant to the Settlement Agreement.

5. Out of the identified Class Members who were notified, none have objected to any aspect of the proposed settlement. The reaction of the Class to the proposed settlement strongly supports the conclusion that the proposed Settlement is fair, reasonable, and adequate.

6. The Settlement is HEREBY APPROVED in its entirety.

7. The Settlement Fund shall be dispersed in accordance with the Settlement Agreement as detailed in the Motion for Conditional Certification of Settlement Class, Preliminary Approval of Settlement, and Approval of Class Notice and Settlement Administrator, granted on March 29, 2011.

8. Representative Plaintiffs Holli Mendez and Kathryn Hawkes are hereby awarded \$5,000 each for their time and effort in pursuing this litigation.

9. Plaintiffs' application for Attorneys' fees in the amount of \$475,000, and costs in the amount of \$15,000 is hereby granted in accordance with *In re Immune Response Sec. Litig.*, 497 F. Supp. 2d 1166, 1175 (S.D. Cal. 2007); *Staton v. Boeing Co.*, 327 F.3d 938, 967 (9th Cir. 2003); and *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980).

10. This case is hereby DISMISSED WITH PREJUDICE, with each party to bear his, her, or its own costs, except as set forth herein, and with this Court retaining exclusive jurisdiction to enforce the Settlement Agreement, including over disbursement of the Settlement Fund.

11. ENJOINING all members of the Settlement Class who have not filed a timely Request for Exclusion (Opt-Out) from prosecuting against Defendant, its present or former parent companies, subsidiaries, related or affiliated companies, shareholders, officers, directors, employees, agents, attorneys, insurers, and successors and assigns, and any individual or entity which could be

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jointly liable with Defendant, any individual or class or collective claims released herein.

11. Final Judgment shall be entered in accordance with this Order. The Clerk of Court is thereafter directed to close this file.

IT IS SO ORDERED.

DATED: August 5, 2011

  
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MORRISON C. ENGLAND, JR.  
UNITED STATES DISTRICT JUDGE