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**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION**

DORIS OLIVARES, CATHERINE
 HEPSLEY, and NANCY RHEESTON, on
 behalf of themselves and all others similarly
 situated,

 Plaintiffs,

 -vs-

 BATH & BODY WORKS, LLC, and DOES
 1 THROUGH 60, inclusive.

 Defendants.

Case No. 3:11-CV-02610-JCS

**~~PROPOSED~~ ORDER GRANTING FINAL
 APPROVAL OF CLASS ACTION
 SETTLEMENT AND FINAL JUDGMENT**

 CLASS ACTION

1 **FINAL APPROVAL ORDER**

2 On April 20, 2011, Representative Plaintiff Doris Olivares, individually and on behalf of a
3 purported class of similarly situated individuals, filed a Class Action Complaint naming Defendant
4 Bath & Body Works, LLC, in the Superior Court of the State of California, County of San Mateo. On
5 June 1, 2011, Defendant removed the case to the United States District Court for the Northern District
6 of California. On September 19, 2011, Plaintiff filed a First Amended Complaint adding Catherine
7 Hepsley and Nancy Rheeston as Representative Plaintiffs. That action is known as Doris Olivares, et al.
8 v. Bath & Body Works, LLC, Case No. 3:11-cv-02610-JCS. The Class Action Complaint asserts
9 claims against Defendant under: (a) §201 *et seq.* of the Fair Labor Standards Act, California IWC Wage
10 Order 7-2001, and §§ 510 and 1198 of the California Labor Code for an alleged failure to pay overtime;
11 (b) §§ 201- 203 of the California Labor Code for an alleged failure to pay wages in a timely manner
12 upon termination; (c) § 226 of the California Labor Code for an alleged failure to provide accurate
13 itemized wage statements; (d) §§ 17200 *et seq.* of the California Bus. and Prof. Code for alleged
14 unlawful and unfair business practices; (e) the Labor Code Private Attorney’s General Act of 2004,
15 pursuant to California Labor Code sections 2698, *et seq.*; and (f) Article XV, §1 of the California
16 Constitution. Defendant denied all of Plaintiffs’ allegations and denied liability on all claims.

17 On May 8, 2012, the Parties participated in a mediation in California before the Honorable
18 Edward Panelli (Ret.), a former justice of the Supreme Court of the State of California and an
19 experienced mediator with the national organization JAMS. At the conclusion of the mediation, the
20 Parties reached a settlement subject to Court approval as represented in the Stipulation of Class Action
21 Settlement and Release (the “Stipulation”) that was filed previously with this Court.

22 On March 1, 2013, this Court conducted a Final Settlement Fairness Hearing pursuant to
23 Rule 23(e) of the Federal Rules of Civil Procedure and this Court’s previous Order Granting
24 Plaintiffs’ Motion for Preliminary Approval of Class Action Settlement (the “Preliminary Approval
25 Order”) entered herein on October 29, 2012. Due and adequate notice having been given to the
26 Settlement Class as required in said Preliminary Approval Order, with no objection having been
27 made by any member of the Settlement Class to the proposed settlement, and the Court having

1 considered all papers filed and proceedings had herein and otherwise being fully informed in the
2 matter, and good cause appearing therefore:

3 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

4 1. For the reasons set forth in the Preliminary Approval Order and in the transcript of
5 the proceedings of the Preliminary Approval hearing, which are adopted and incorporated herein
6 by reference, this Court finds that the applicable requirements of Rule 23(e) of the Federal Rules of
7 Civil Procedure have been satisfied with respect to the Class and the proposed Settlement. The
8 Court hereby makes final its earlier provisional certification of the Class, as set forth in the
9 Preliminary Approval Order.

10 2. This Final Approval Order hereby adopts and incorporates by reference the terms
11 and conditions of the Parties' Stipulation, together with the definitions of terms used and contained
12 therein.

13 3. The Court finds that it has jurisdiction over the subject matter of the Class Action
14 and over all parties to the Class Action, including all members of the Settlement Class.

15 4. The Class Notice given to the Class Members fully and accurately informed the
16 Class Members of all material elements of the proposed Settlement and of their opportunity to
17 object to or comment thereon; was the best notice practicable under the circumstances; was valid,
18 due, and sufficient notice to all Class Members; and complied fully with the Federal Rules of Civil
19 Procedure, the United States Constitution, due process, and other applicable law. The Class Notice
20 fairly and adequately described the Settlement and provided Class Members adequate instructions
21 and a variety of means to obtain additional information. A full opportunity has been afforded to
22 the Class Members to participate in the Final Settlement Fairness Hearing, and all Class Members
23 and other persons wishing to be heard have been heard. Accordingly, the Court determines that all
24 Class Members who did not timely and properly execute a request for exclusion are bound by this
25 Order and Judgment.

26 5. The Court has considered all relevant factors for determining the fairness of the
27 settlement and has concluded that all such factors weigh in favor of granting final approval. In

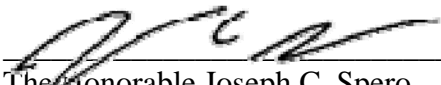
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1 from Defendant, except as expressly set forth in the Stipulation, which was previously filed, as part
2 of Plaintiffs' Motion for Preliminary Approval of the Class Action Settlement.

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IT IS SO ORDERED.

Dated: March 5, 2013



The Honorable Joseph C. Spero
Magistrate Judge
For the United States District Court for the Northern
District of California