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19 UNITED STATES DISTRICT COURT  
 20 NORTHERN DISTRICT OF CALIFORNIA

21 JULIA BERNSTEIN, LISA MARIE SMITH,  
 22 and ESTHER GARCIA, on behalf of  
 23 themselves and all others similarly situated,

24 Plaintiffs,

25 vs.

26 VIRGIN AMERICA, INC.; and Does 1-10,  
 27 inclusive;

28 Defendants.

Case No. 15-cv-02277-JST

**JOINT STIPULATION REGARDING  
 PROPOSED THIRD AMENDED  
 COMPLAINT; ~~PROPOSED~~ ORDER  
 THEREON**

Trial Date: May 14, 2018

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**STIPULATION**

Plaintiffs Julia Bernstein, Lisa Marie Smith and Esther Garcia (collectively, “Plaintiffs”) and Defendant Virgin America, Inc. (“Defendant”) (collectively, the “Parties”), through their counsel, hereby stipulate and agree that:

On October 16, 2017, the Parties entered into a stipulation in which it was agreed that “if and when the merger/acquisition of Virgin America, Inc. by Alaska Air Group, Inc. becomes effective and final (and Virgin America, Inc. ceases to have an independent corporate existence) and/or a Single Operating Certificate is issued by the Federal Aviation Administration, Plaintiffs may seek to amend the operative Complaint to add Alaska Air Group, Inc. as a defendant in the capacity of an alleged successor in interest to Virgin America, Inc. and that Defendant will not oppose any such motion to amend. Nothing in the foregoing shall prejudice the rights of Alaska Air Group, Inc. in connection with any response that it may make to any such motion.” Dkt. 201. The Court entered an order on that stipulation on October 19. *Id.*

On February 21, 2018, pursuant to that stipulation, Plaintiffs filed their unopposed Motion to File a Second Amended Complaint, naming Alaska Air Group, Inc. as a defendant and alleged successor-in-interest. Dkt. 274.

On February 22, 2018, the Court granted the motion. Dkt. 275. That same day, Plaintiffs filed their Second Amended Complaint. Dkt. 276.

On February 26, 2018, Defendant contacted Plaintiffs regarding the Second Amended Complaint and stated to Plaintiffs that: (a) the flight attendants of Virgin America Inc. (including the members of the certified Class in this case), became the employees of Alaska Airlines, Inc. on December 16, 2017; and (b) the Single Operating Certificate issued by the Federal Aviation Administration was issued to Virgin America Inc. and Alaska Airlines, Inc. *See* Dkt. 233. Accordingly, Defendant stated that Alaska Airlines, Inc. should be substituted as the second defendant in this case replacing Alaska Air Group, Inc., as a successor-in-interest to Virgin America, Inc.

1                   Accordingly, the Parties hereby stipulate and agree that Alaska Airlines, Inc. should be  
2 substituted in for Alaska Air Group, Inc. as a defendant as the alleged successor-in-interest. A  
3 proposed Third Amended Complaint effecting that change is attached hereto as **Exhibit A**.  
4 Nothing in the foregoing shall prejudice the rights of Alaska Airlines, Inc. in connection with any  
5 response that it may make to the Third Amended Complaint or to defend against the allegations  
6 therein. And nothing in the proposed complaint may be construed as expanding the scope of the  
7 class and subclass as certified.

8                   This stipulation is not a concession by Virgin America, Inc. as to what relief Plaintiffs  
9 would be entitled to obtain from Alaska Airlines, Inc. if it is determined that Alaska Airlines, Inc.  
10 is the successor in interest to Virgin America. This stipulation is only intended to allow the  
11 substitution of Alaska Airlines, Inc. for Alaska Air Group, Inc. so that such allegations can be  
12 properly litigated. As Plaintiffs indicated at the recent oral argument on Plaintiffs' pending  
13 Motion for Summary Judgment, that motion only places at issue Virgin's liability and does not  
14 address any issues of liability as to any other party to the action.

15  
16  
17 Dated: March 15, 2018

DUCKWORTH PETERS LEBOWITZ OLIVIER LLP

18 By: /s/ Monique Olivier

19 Monique Olivier  
Attorneys for Plaintiffs

20 Dated: March 15, 2018

MORGAN LEWIS & BOCKIUS

21 By: /s/ RJ Hendricks

22 Robert Jon Hendricks  
23 Nancy Villarreal  
Attorneys for Defendant

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**PROPOSED ORDER**

Pursuant to the Stipulation of the Parties, and good cause appearing, it is hereby ordered that the Parties' Joint Stipulation is hereby adopted and entered as an Order of this Court. Plaintiffs shall file their Third Amended Complaint within five days of this Order.

**IT IS SO ORDERED.**

DATED: March 19, 2018

  
\_\_\_\_\_  
Jon S. Tigar  
United States District Judge