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SACRAMENTO COURTS
DEPT. #54

1 KIMBERLY A. KRALOWEC (S.B.N. 163158)
2 THE KRALOWEC LAW GROUP
3 188 The Embarcadero, Suite 800
4 San Francisco, CA 94105
5 Telephone: (415) 546-6800
6 Facsimile: (415) 546-6801

7 ROBERT C. SCHUBERT (S.B.N. 62684)
8 MIRANDA P. KOLBE (S.B.N. 214392)
9 SCHUBERT JONCKHEER & KOLBE LLP
10 Three Embarcadero Center, Suite 1650
11 San Francisco, California 94111
12 Telephone: (415) 788-4220
13 Facsimile: (415) 788-0161

14 Attorneys for Plaintiffs and the Putative Class

15 ANTHONY J. ELLROD (S.B.N. 136574)
16 STEVEN J. RENICK (S.B.N. 101255)
17 MANNING & MARDER
18 KASS, ELLROD, RAMIREZ LLP
19 801 South Figueroa Street, 15th Floor
20 Los Angeles, CA 90017
21 Telephone: (213) 624-6900
22 Facsimile (213) 624-6999

23 Attorneys for Defendants

24 SUPERIOR COURT OF THE STATE OF CALIFORNIA
25 COUNTY OF SACRAMENTO

26 GREG ADLER and LARS SEQUEIRA,
27 on behalf of themselves and all others similarly
28 situated,

Plaintiffs,

vs.

29 CALIFORNIA FAMILY HEALTH LLC dba
30 CALIFORNIA FAMILY FITNESS; RUSSELL
31 KUHN; LARRY GURY; and DOES 1 through
32 100, inclusive,

Defendants.

Case No. 34-2009-0035185-CU-CR-GDS

CLASS ACTION

**[PROPOSED] ORDER GRANTING FINAL
APPROVAL OF SETTLEMENT AND
ENTERING FINAL JUDGMENT**

Date: December 3, 2010
Time: 9:00 a.m.
Place: Department 54
Hon. Shelleyanne W.L. Chang

1 Plaintiffs' Motion for Final Approval of Class Action Settlement came on for hearing on
2 December 3, 2010, as previously scheduled before the Honorable Shelleyanne W.L. Chang. All
3 parties appeared through counsel, as stated on the record. The Court, having considered Plaintiffs'
4 Motion for Final Approval of Class Action Settlement ("Motion") and Plaintiffs' Motion for
5 Award of Attorneys Fees, Expenses and Incentive Awards ("Fee Application"), and having
6 considered all of the submissions and arguments with respect to the Motion and Fee Application,
7 having provisionally certified, by Order dated July 23, 2010, a Settlement Class pursuant to the
8 California Code of Civil Procedure, and GOOD CAUSE APPEARING, the Court finds, orders and
9 adjudges as follows:

10 1. Notice to the Settlement Class has been provided in accordance with this Court's
11 Preliminary Approval Order dated July 23, 2010, and such notice has been given in an adequate
12 and sufficient manner, constitutes the best notice practicable under the circumstances, and satisfies
13 the requirements of due process. The notice apprised the members of the Settlement Class of the
14 pendency of the litigation, of all material elements of the proposed settlement, of the *res judicata*
15 effect of approval of the settlement on the members of the Settlement Class, and of their
16 opportunity to exclude themselves from the Settlement Class, to object to the settlement, and to
17 appear at the Final Approval Hearing. Full opportunity has been afforded to the members of the
18 Settlement Class to participate in the Final Approval Hearing. Accordingly, the Court determines
19 that all members of the Settlement Class, except the 29 persons listed in Exhibit A hereto, who
20 timely excluded themselves from the settlement, are bound by this Order and Final Judgment.

21 2. The Joint Stipulation of Class Settlement and Class Settlement Agreement and
22 Release, filed with this Court on June 29, 2010 ("Settlement Agreement") was arrived at as a result
23 of arm's-length negotiations conducted in good faith by counsel for the parties and is supported by
24 the overwhelming majority of the members of the Settlement Class.

25 3. This case presents difficult and complex issues as to liability and damages as to
26 which there are substantial grounds for difference of opinion.

27 4. The settlement, as set forth in the Settlement Agreement, is fair, reasonable and
28

1 adequate in light of the complexity, expense and duration of litigation and the risks involved in
2 establishing liability, damages and in maintaining the class action through trial and appeal.

3 5. The promises and commitments of the parties under the terms of the Settlement
4 Agreement constitute fair value given in exchange for the releases of the Settled Claims against the
5 Released Parties as those terms are defined in the Settlement Agreement.

6 6. The Parties and each Settlement Class Member have irrevocably submitted to the
7 jurisdiction of this Court for any suit, action, proceeding, or dispute arising out of the Settlement
8 Agreement.

9 7. Any dispute between any Settlement Class Member (including any dispute as to
10 whether any person is a Settlement Class Member) and any Released Party that in any way relates
11 to the applicability or scope of the Settlement Agreement or this Order Granting Final Approval of
12 Settlement and Entering Final Judgment shall be presented exclusively to this Court for resolution
13 by the Court.

14 IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

15 1. Plaintiffs' Motion for Final Approval of Class Action Settlement is GRANTED.

16 2. The Settlement Agreement is finally approved as fair, reasonable, and adequate and
17 in the best interests of the Settlement Class, and the parties are directed to consummate the
18 settlement in accordance with the terms of the Settlement Agreement.

19 3. Plaintiffs Greg Adler ("Adler") and Lars Sequeria ("Sequeria") are finally approved
20 and appointed to act as class representatives of the Settlement Class.

21 4. The law firms of Schubert Jonckheer & Kolbe LLP and The Kralowec Law Group
22 are finally approved as counsel for the Settlement Class.

23 5. Gilardi & Co., LLC is finally approved as Settlement Administrator to perform the
24 functions described in the Settlement Agreement. The Court approves the payment by Defendants
25 of the sum of \$50,800 to Gilardi & Co., LLC in payment of Gilardi's fees and expenses as
26 Settlement Administrator.

27 6. Judgment is hereby entered pursuant to the terms of the Settlement Agreement and
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1 as set forth herein. The Court retains jurisdiction over the parties to enforce the terms of the
2 judgment. *See* Cal. Rules of Ct., rule 3.769, subd. (h).

3 7. By this order and judgment, the Plaintiffs and all members of the Settlement Class,
4 except the 29 persons listed in Exhibit A hereto, have released and do release defendants California
5 Family Health LLC dba California Family Fitness, Lary Gury, and Russell Kuhn from all claims
6 arising out of, based upon, or related to the allegations of the lawsuit.

7 8. No person shall have any claim against Plaintiffs, Plaintiffs' Counsel, Defendants,
8 or Defendants' Counsel, based upon administration of the Settlement substantially in accordance
9 with the terms of the Settlement Agreement or any order of this Court or any appellate court.

10 9. Pursuant to Code of Civil Procedure section 664.6 and Rule of Court 3.769(h),
11 without affecting the finality of this judgment, the Court retains jurisdiction over this action,
12 including the administration and completion of the Settlement. In addition, without affecting the
13 finality of this judgment, the Court retains jurisdiction over Defendants, and each member of the
14 Settlement Class as defined in this Order is hereby deemed to have submitted irrevocably to the
15 exclusive jurisdiction of this Court for any suit, action, proceeding, or dispute arising out of or
16 relating to this Order or the Settlement Agreement.

17 10. The Court finds there is no reason for delay, and directs the Clerk to enter
18 judgment.

19 ENTERED this 3rd day of Dec., 2010.

20
21 SHELLEYANNE W.L. CHANG
22 _____
23 Hon. Shellyanne W.L. Chang
24 Judge of the Superior Court
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