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15 SUPERIOR COURT OF THE STATE OF CALIFORNIA
16 FOR THE COUNTY OF SAN FRANCISCO
17

18 HESHMAT AZADI, RONALD DOWNING,
HISHAM ESKARIYAT, ISSAM ESKARIYAT,
19 MICHAEL LAKE, SHERMAN LEE, STEVEN
MILES, BEHZAD OLYAIE, GABER SHALABY,
20 ERNESTO GUISANDE, HOSSAM MOHAREB,
ANGEL OREA, and ROMANY BOCTOR, on
21 behalf of themselves and all others similarly
situated,

22 Plaintiffs,

23 vs.

24 CAREY LIMOUSINE S.F., INC., CAREY
INTERNATIONAL, INC., and DOES 1 through 50
25 inclusive,

26 Defendants.

CASE NO. CGC-12-527396

**[PROPOSED] ORDER GRANTING
MOTION FOR PRELIMINARY
APPROVAL OF CLASS ACTION
SETTLEMENT AND CERTIFICATION
OF SETTLEMENT CLASS**

Date: July 23, 2013

Time: 9:30 A.M.

Dept.: 302

Judge: Hon. Marla J. Miller

Complaint Filed: December 21, 2012

Trial Date: Not Set

ENDORSED
FILED
San Francisco County Superior Court

JUL 23 2013

CLERK OF THE COURT

BY: GINA GONZALES
Deputy Clerk

1 On July 23, 2013, the undersigned heard an unopposed motion by Heshmat Azadi,
2 Ronald Downing, Hisham Eskariyat, Issam Eskariyat, Michael Lake, Sherman Lee, Steven Miles,
3 Behzad Olyaie, Gaber Shalaby, Ernie Guisande, Hossam Mohareb, Angel Orea, and Romany
4 Boctor (collectively, the "Class Representatives") for an order preliminarily approving a proposed
5 settlement of the above-entitled putative class action ("Proposed Settlement"). The undersigned
6 having considered the Joint Stipulation and Settlement Agreement ("Stipulation"), the proposed
7 Notice to Class Members Regarding Pendency of a Class Action and Notice of Hearing on
8 Proposed Settlement ("Class Notice") and attached exhibits, and the submissions of counsel,¹

10 **IT IS HEREBY ORDERED THAT:**

11 1. The Class Representatives' Motion for Preliminary Approval of Class Action
12 Settlement is GRANTED pursuant to California Rule of Court 3.769.

13 2. The Court finds on a preliminary basis that the settlement memorialized in the
14 Stipulation falls within the range of reasonableness and, therefore, meets the requirements for
15 preliminary approval.

16 3. The Court conditionally certifies, for settlement purposes only (and for no other
17 purpose and with no other effect upon this or any other action, including no effect upon this action
18 should the settlement not ultimately be approved), a class of "all natural persons who signed
19 Independent Operator Agreements with Carey Limousine S.F., Inc. either as individuals or as
20 principals of independent contractor companies at any time between December 21, 2008 through
21 November 30, 2012, the approximate date on which Carey Limousine S.F., Inc. moved to an
22 employee chauffeur business model" (the "Settlement Class").

23 4. The Court appoints, for settlement purposes only, Heshmat Azadi, Ronald Downing,
24 Hisham Eskariyat, Isaam Eskariyat, Michael Lake, Sherman Lee, Steven Miles, Behzad Olyaie,

25 _____
26 ¹ All capitalized terms in this Order shall have the same definitions as those set forth in the
Stipulation.

1 Gaber Shalaby, Ernesto Guisande, Hossam Mohareb, Angel Orea, and Romany Boctor as Class
2 Representatives.

3 5. The Court appoints, for settlement purposes only, Bryan Schwartz Law as Class
4 Counsel.

5 6. The Court appoints, for settlement purposes only, Rust Consulting, Inc. as Claims
6 Administrator.

7 7. The Court finds that the manner and content of the Class Notice specified in the
8 Stipulation on file herein shall provide the best practicable notice to the Class. The Class Notice,
9 attached to the Stipulation as Exhibit B, and the Settlement Claim Form, Change of Name and/or
10 Address Information, and Election to Opt Out of Settlement and Class Action, attached to the Class
11 Notice as Forms 1 through 3, respectively, are approved. The Claims Administrator is ordered to
12 mail those documents to the Class Members as provided in the Stipulation.

13 8. The Court will conduct a Final Approval Hearing on November 12, 2013 at
14 9:30 a.m./~~p.m.~~ to determine the overall fairness of the settlement and to fix the amount of
15 attorneys' fees and costs to Class Counsel and enhancements to the Class Representatives. The
16 Final Approval Hearing may be continued without further notice to Class Members. The Class
17 Representatives and Class Counsel shall file their motion for approval of the settlement, and Class
18 Counsel shall file their motion for attorneys' fees, costs, and Class Representative enhancements,
19 on or before October 15, 2013.

20 9. Any written objection to the settlement must be filed with the Court no later than
21 the date forty-five (45) days after the Class Notice is mailed to the Class Members by the Claims
22 Administrator. The objection must set forth, in clear and concise terms, the legal and factual
23 arguments supporting the objection. Unless otherwise requested by the Court, Class Members shall
24 not be entitled to speak at the fairness hearing unless they have submitted a timely written
25 objection.
26

1 9. Any Class Member who desires exclusion from the Class must fully complete, properly
2 execute, and timely mail the form entitled "Election to Opt Out of Settlement and Class Action," which
3 is attached as Form 3 to the Class Notice, no later than the date forty-five (45) days after the Class
4 Notice is mailed. All persons who properly execute and timely mail the "Election to Opt Out of
5 Settlement and Class Action" shall not be bound by the Proposed Settlement and shall have no right
6 with respect to the Proposed Settlement.

7 10. If the Stipulation is approved at the fairness hearing, the Court shall enter a Final
8 Order Approving the Stipulation and Judgment ("Final Order"). The Final Order shall be fully
9 binding with respect to all Class Members who did not request exclusion in accordance with the
10 terms of the Stipulation.

11 11. In sum, the dates for performance are as follows:

12 (a) The Claims Administrator shall mail Class Notice to the Class Members as
13 soon as practicable upon Preliminary Approval of the settlement, but no later than 30 days after entry
14 of this Order.

15 (b) Objections to the settlement must be submitted and postmarked no later than
16 the date forty-five (45) days after the Class Notice is mailed.

17 (c) All Class Members who are eligible to request exclusion and desire to be
18 excluded from the settlement must submit the "Election to Opt Out of Settlement and Class Action" to
19 the Claims Administrator with a postmark date later than forty-five (45) days after the Class Notice is
20 mailed.

21 (d) All Class Members who desire to participate in the settlement must submit a
22 Claim Form postmarked no later than sixty (60) days after the Class Notice is mailed.

23 (d) The final fairness hearing is to be held on November 12, 2013, at 9:30 a.m.

24 14. In the event that the Final Order is not entered for any reason, then the Stipulation, as
25 well as the findings contained herein, shall be deemed null and void *ab initio*.

26 Date: JUL 23 2013

MARLA J. MILLER
JUDGE OF THE SUPERIOR COURT

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DATED: _____, 2013

JUDGE OF THE SUPERIOR COURT