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**SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES**

FRANCISCO CALDERON, as an individual
and on behalf of all others similarly situated,

Plaintiff,

vs.

SMILEDIRECTCLUB, LLC, a Tennessee
limited liability company; JEFFREY
SULITZER, D.M.D., PROFESSIONAL
CORPORATION, a California corporation;
and DOES 1 through 100,

Defendants.

Case No.: 20STCV03799

[Assigned for all purposes to the Hon. Yvette
M. Palazuelos, Dept. SSC-9]

**[PROPOSED] ORDER GRANTING FINAL
APPROVAL OF CLASS ACTION
SETTLEMENT, CLASS
REPRESENTATIVE'S SERVICE AWARD,
AND ATTORNEYS' FEES AND COSTS**

Date: January 11, 2022
Time: 10:00 a.m.
Dept.: SSC-9

Complaint Filed: January 30, 2020
Trial Date: None Set

1 This matter came on regularly for hearing before this Court on January 11, 2022, pursuant to
2 California Rule of Court 3.769 and this Court's August 2, 2021 Order Granting Preliminary Approval
3 of Class Action Settlement ("Preliminary Approval Order"). Having considered the parties' Amended
4 Stipulation of Settlement, ("Settlement")¹ and the documents and evidence presented in support thereof,
5 and recognizing the disputed factual and legal issues involved in this case, the risks of further
6 prosecution and the substantial benefits to be received by the Settlement Class pursuant to the
7 Settlement, the Court hereby makes a final ruling that the proposed Settlement is fair, reasonable, and
8 adequate, and is the product of good faith, arm's-length negotiations between the parties. Good cause
9 appearing therefor, the Court hereby GRANTS Plaintiff's Motion for Final Approval of Class Action
10 Settlement and ORDERS as follows:

11 1. The conditional class certification contained in the Preliminary Approval Order is hereby
12 made final, and the Court thus certifies, for purposes of the Settlement only, a Settlement Class defined
13 as:

14 All current and former non-exempt, hourly, employees of Defendants
15 SmileDirectClub, LLC, and Jeffrey Sulitzer, D.M.D., Professional Corporation
16 who worked in California at any time from November 8, 2017 through August 2,
17 2021.

18 2. Plaintiff Francisco Calderon is hereby confirmed as Class Representative, and Scott M.
19 Lidman, Elizabeth Nguyen, and Milan Moore of Lidman Law, APC and Paul K. Haines of Haines Law
20 Group, APC are hereby confirmed as Class Counsel.

21 3. Notice was provided to the Settlement Class as set forth in the Settlement. The form and
22 manner of notice were approved by the Court on August 2, 2021, and the notice process has been
23 completed in conformity with the Court's Order. The Court finds that said notice was the best notice
24 practicable under the circumstances. The Class Notice provided due and adequate notice of the
25 proceedings and matters set forth therein, informed Settlement Class members of their rights, and fully
26 satisfied the requirements of California Code of Civil Procedure § 1781(e), California Rule of Court
27 3.769, and due process.

28 ¹ Unless otherwise indicated, all terms used in this Order shall have the same meaning as that assigned to them in the Settlement.

1 4. The Court finds that no Settlement Class member objected to the Settlement, that zero
2 (0) class members have opted out of the Settlement, and that the 100% participation rate in the
3 Settlement supports final approval.

4 5. The Court hereby approves the settlement as set forth in the Settlement Agreement as
5 fair, reasonable, and adequate, and directs the parties to effectuate the Settlement Agreement according
6 to its terms.

7 6. For purposes of settlement only, the Court finds that (a) the members of the Settlement
8 Class are ascertainable and so numerous that joinder of all members is impracticable; (b) there are
9 questions of law or fact common to the Settlement Class, and there is a well-defined community of
10 interest among members of the Settlement Class with respect to the subject matter of the litigation; (c)
11 the claims of the Class Representative are typical of the claims of the members of the Settlement Class;
12 (d) the Class Representative has fairly and adequately protected the interests of the Settlement Class
13 members; (e) a class action is superior to other available methods for an efficient adjudication of this
14 controversy; and (f) Class Counsel are qualified to serve as counsel for the Class Representative and the
15 Settlement Class.

16 7. The Court finds that given the absence of objections to the Settlement, and objections
17 being a prerequisite to appeal, that this Order shall be considered final as of the date of notice of entry.

18 8. The Court orders that Defendants SmileDirectClub, LLC, and Jeffrey Sulitzer, D.M.D.,
19 Professional Corporation (hereinafter collectively referred to as “Defendants”) deposit the Gross
20 Settlement Amount of Six Hundred Fifty Thousand Dollars and Zero Cents (\$650,000.00) with Phoenix
21 Settlement Administrators (“Phoenix”), the Settlement Administrator as provided for in the Settlement.

22 9. Any Settlement funds that remain uncashed after 180 calendar days after they are mailed
23 shall be delivered to the California State Controller’s Office – Unclaimed Property Fund in the name of
24 the Settlement Class member.

25 10. The Court finds that the settlement payments, as provided for in the Settlement, are fair,
26 reasonable, and adequate, and orders the Settlement Administrator to distribute the individual payments
27 in conformity with the terms of the Settlement.

1 11. The Court finds that a service award in the amount of \$5,000.00 for Plaintiff Francisco
2 Calderon is appropriate for his risks undertaken and service to the Settlement Class. The Court finds
3 that this award is fair, reasonable, and adequate, and orders that the Settlement Administrator make this
4 payment in conformity with the terms of the Settlement.

5 12. The Court finds that attorneys' fees in the amount of \$216,666.66 and litigation costs of
6 \$23,296.16 for Class Counsel, are fair, reasonable, and adequate, and orders that the Settlement
7 Administrator distribute these payments to Class Counsel in conformity with the terms of the Settlement.

8 13. The Court orders that the Settlement Administrator shall be paid \$7,250.00 from the
9 Gross Settlement Amount for all of its work done and to be done until the completion of this matter, and
10 finds that sum appropriate.

11 14. The Court finds that the payment to the California Labor & Workforce Development
12 Agency ("LWDA") in the amount of \$22,500.00 for its share of the settlement of Plaintiff's
13 representative action under the California Labor Code Private Attorneys General Act ("PAGA") is fair,
14 reasonable, and adequate, and orders the Settlement Administrator to distribute this payment to the
15 LWDA in conformity with the terms of the Settlement.

16 15. Pursuant to the terms of the Settlement, the employer's share of payroll taxes for the
17 portion of the Net Settlement Amount allocated to wages shall be paid by Defendants separately from,
18 and in addition to, the Total Settlement Amount.

19 16. The Court finds and determines that upon satisfaction of all obligations under the
20 Settlement and this Order, all Settlement Class Members will be bound by the Settlement, will have
21 released the Released Claims as set forth in the Settlement, and will be permanently barred from
22 prosecuting against Defendants any of the Released Claims pursuant to the Settlement.

23 17. The Settlement is not an admission by Defendants nor is this Order a finding of the
24 validity of any allegations or of any wrongdoing by Defendants. Neither this Order, the Settlement, nor
25 any document referred to herein, nor any action taken to carry out the Settlement, shall be construed or
26 deemed an admission of liability, culpability, or wrongdoing on the part of Defendants.

1 18. The Court will retain jurisdiction to enforce the Settlement, this Final Approval Order,
2 and the Judgment entered in connection with the Settlement.

3 19. The Settlement Administrator shall file a declaration regarding the disbursement of
4 Settlement funds on or before November 30, 2022.

5 **IT IS SO ORDERED.**

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7 Dated: _____, 2022

8 Honorable Yvette Palazuelos
9 Judge of the Superior Court
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