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SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF FRESNO

JOSE ERNESTO LUCAS, individually, and on
behalf of all others similarly situated,

Plaintiff,

vs.

SW INGREDIENTS HOLDINGS, LLC, a
Delaware limited liability company; SPICE
WORLD INC., a Florida corporation; SPICE
WORLD, LLC, a Florida limited liability
company; and DOES 1 through 10, inclusive,

Defendants

Lead Case No. 21CECG01943
(Consolidated with cases 21CECG03840,
22CECG00586)

[Assigned to Hon. Jonathan Skiles, Dept. 403]

**CONSOLIDATED CLASS AND
REPRESENTATIVE ACTION**

**[PROPOSED] ORDER GRANTING
RENEWED MOTION FOR AN ORDER
GRANTING PRELIMINARY
APPROVAL OF CLASS ACTION
SETTLEMENT**

Date: February 14, 2024

Time: 3:30 p.m.

Dept. 403

Judge: Jonathan Skiles

JOSE MAGALLAN, on behalf of himself and all
others similarly situated,

Plaintiff,

vs.

SW INGREDIENTS HOLDINGS, LLC d/b/a
SPICE WORLD, INC., a Delaware Limited
Liability Company; and DOES 1 Through 10,
inclusive,

Defendants.

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1 Plaintiffs’ Renewed Motion for Order Granting Preliminary Approval of Class Action
2 Settlement (“Motion”) came on for hearing on February 14, 2024 at 3:30 p.m. in Department
3 403 of the above-captioned Court.

4 The Court, having fully reviewed the Motion, the supporting memorandum of points and
5 authorities, Declarations of Class Counsel Isam C. Khoury, Emil Davtyan, and Allen Feghali,
6 Declarations of Plaintiffs Jose Ernesto Lucas and Jose Magallan, Declaration of Sean Hartranft
7 on behalf of ILYM Group, Inc., Declaration of Bennett S. Berger on behalf of Berger Consulting
8 Group, Declaration of Matthew McDonald on behalf of Defendant SW Ingredients Holdings,
9 LLC, Class Action and PAGA Settlement Agreement (“Settlement Agreement”), and the Notice
10 of Proposed Class Action Settlement (“Class Notice”) and having carefully analyzed the
11 Settlement Agreement and the proposed Class Notice and in recognition of the Court’s duty to
12 make a preliminary determination as to the reasonableness of a proposed class action settlement,
13 and if preliminarily determined to be reasonable, to ensure proper notice is provided to all Class
14 Members in accordance with due process, and to set a Final Approval Hearing to consider the
15 good faith, fairness, adequacy and reasonableness of the proposed settlement, THE COURT
16 MAKES THE FOLLOWING DETERMINATIONS AND ORDERS:

17 1. The Court conditionally finds that, for the purposes of approving this settlement only,
18 the proposed Class meets the requirements for certification under section 382 of the California Code
19 of Civil Procedure: (a) the proposed Class is ascertainable and so numerous that joinder of all
20 members of the class is impracticable; (b) there are questions of law or fact common to the proposed
21 Class, and there is a well-defined community of interest among members of the proposed Class with
22 respect to the subject matter of the class action; (c) the claims of the Class Representatives are typical
23 of the claims of the members of the proposed Class; (d) the Class Representatives have and will
24 fairly and adequately protect the interests of the Members of the Class; (e) a class action is superior
25 to other available methods for an efficient adjudication of this controversy in the context of
26 settlement; and (f) Counsel of record for the Class Representatives are qualified to serve as counsel
27 for them as well as their representative capacity and for the Class.

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1 2. The Court finds on a preliminary basis that the Settlement Agreement, attached to the
2 Declaration of Isam C. Khoury as Exhibit 1, incorporated herein by this reference in full, and made
3 a part of this Order of preliminary approval, appears to be within the range of reasonableness of a
4 settlement which could ultimately be given final approval by this Court.

5 3. Further, it appears to the Court on a preliminary basis that: (a) the settlement amount
6 is fair and reasonable to the Class Members when balanced against the probable outcome of further
7 litigation relating to class certification, liability and damages issues and potential appeals; (b)
8 significant investigation, research, and discovery have been conducted such that counsel for the
9 Parties at this time are able to reasonably evaluate their respective positions; (c) settlement at this
10 time will avoid substantial costs, delay and risks that would be presented by the further prosecution
11 of the litigation; and (d) the proposed Settlement has been reached as the result of intensive, serious
12 and non-collusive negotiations facilitated by an experienced mediator at mediation and between the
13 Parties.

14 4. Accordingly, good cause appearing, the Renewed Motion for Order Granting
15 Preliminary Approval of Class Action Settlement is hereby GRANTED, and as a part of said
16 preliminary approval, the Court accepts and incorporates the Settlement Agreement and orders that
17 the Class be conditionally certified for settlement purposes only pursuant to the terms and conditions
18 contained in the Settlement Agreement.

19 5. For purposes of the settlement of the Action, the Class is defined as: all current and
20 former non-exempt persons employed by SW Ingredients Holdings, LLC, Spice World, Inc., and
21 Spice World, LLC in California at any time from July 20, 2017 through _____, the date
22 the Court preliminarily approved of the Settlement.

23 6. The Court further finds that the proposed Notice of Class Action Settlement (“Class
24 Notice”) fairly and adequately advises Class Members of a) the pendency of the Class Action; b) the
25 conditional certification of the Class for settlement purposes only; c) preliminary Court approval of
26 the proposed Settlement; d) the date of the Final Approval Hearing; e) the terms of the proposed
27 Settlement and the benefits available to Class Members, if they do not request exclusion; f) their
28 right to receive their proportionate share of the Settlement proceeds without the need to return a

1 claim form; g) their right to request exclusion from the Settlement and the procedures and deadline
2 for doing so; h) their right to object to the Settlement, and the procedure for doing so; and i) their
3 right to file documentation in support of or in opposition to, and to appear in connection with the
4 Final Approval Hearing. The Court further finds that the Class Notice clearly comports with all
5 constitutional requirements, including those of due process. Accordingly, good cause appearing, the
6 Court hereby APPROVES the Class Notice.

7 7. The Court further finds that the mailing of the Class Notice to the last known address
8 of Class Members as specifically described within the Settlement Agreement, with measures taken
9 for verification of an address and skip tracing set forth therein constitutes an effective method of
10 notifying Class Members of their rights with respect to the class action and Settlement. Accordingly,
11 it is hereby ORDERED, that:

12 A. ILYM Group, Inc. be appointed the Administrator to administer the settlement
13 of this matter as more specifically set forth in the Settlement Agreement.

14 B. The law firms Moon Law Group, PC, Cohelan Khoury & Singer, and D.Law,
15 Inc. be appointed Class Counsel.

16 C. Plaintiffs Jose Ernesto Lucas and Jose Magallan be appointed the Class
17 Representatives.

18 D. Within fifteen (15) calendar days of the Preliminary Approval Order,
19 Defendants shall transmit to the Administrator in a readable, ready to use electronic excel format
20 spreadsheet, with a list containing, for each Class Member and Aggrieved Employee, (1) the name;
21 (2) most current mailing address; (3) social security number; (4) their number of Class Period
22 Workweeks; and (5) their number of PAGA Pay Periods (“Class Data”).

23 E. Within fourteen (14) calendar days after receipt of the Class Data, the
24 Administrator shall mail the Class Notice to each Class Member. The Class Notice shall be mailed
25 by first class, regular U.S. mail, using the most current mailing address information available, with
26 measures taken for updating an address as provided by the terms of the Settlement Agreement.

27 F. Within forty-five (45) calendar days from the initial date the Administrator
28 first mails the Class Notice to Class Members (the “Response Deadline”), Class Members who wish

1 to exclude themselves from the Class must submit a written request for exclusion in the manner set
2 forth in the Class Notice and such request must be postmarked by the Response Deadline. Class
3 Members who receive a re-mailed Notice Packet shall have their Response Deadline extended
4 fourteen (14) calendar days from the original Response Deadline, to submit a Request for Exclusion.

5 G. On or before the Response Deadline, Class Members who dispute the number
6 of Class Workweeks or PAGA Pay Periods must postmark and submit a written explanation to the
7 Settlement Administrator describing why the Class Workweeks or PAGA Pay Periods are incorrect,
8 with any supporting information or documents, as set forth in the Class Notice. Class Members who
9 receive a re-mailed Notice Packet shall have their Response Deadline extended fourteen (14)
10 calendar days from the original Response Deadline, to postmark a dispute.

11 H. Participating Class Members who wish to object to the Settlement should
12 submit their written objection to the Administrator. Participating Class Members may also appear at
13 the time of the Final Approval Hearing to comment upon the Settlement.

14 8. IT IS FURTHER ORDERED that the Final Approval Hearing shall be held before
15 the undersigned at 3:30 p.m. on _____, in Department 403 of the Superior Court
16 for the State of California, County of Fresno, located at the B. F. Sisk Courthouse, 1130 O Street,
17 Fresno, California 93721, to consider the fairness, adequacy and reasonableness of the proposed
18 Settlement preliminarily approved by this Order of Preliminary Approval, and to consider the
19 application for a service payment award to each named Plaintiff/Class Representative, for
20 Administration expenses, and for Class Counsel's attorneys' fees and litigation expenses incurred.
21 All briefs and materials in support of an Order Granting Final Approval, the service payments,
22 Settlement Administration expenses, and Class Counsel's attorneys' fees and litigation costs shall be
23 filed with this Court on or before _____, 2024.

24 9. IT IS FURTHER ORDERED that if for any reason the Court does not sign and file
25 an Order Granting Final Approval, the Settlement Agreement shall be treated as if it had not been
26 entered, and the Parties shall be restored without prejudice to their status quo ante rights, as
27 specifically set forth in the Settlement Agreement.

28 10. All proceedings in this matter, except those contemplated by the Settlement

1 Agreement or this Order, are stayed.

2 11. The Court expressly reserves the right to adjourn or continue the Final Approval
3 Hearing from time to time without further notice to Class Members, except that Class Counsel will
4 notify all Class Members who returned written objections.

5 IT IS SO ORDERED.

6 Dated: _____

The Honorable Jonathan Skiles
Judge of the Superior Court