

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF FLORIDA
TALLAHASSEE DIVISION**

JUAN VELASQUEZ, JOSHUA
ARCE, GIANCARLO BOLLO,
MICHAEL CAMPOS, and JENNIFER
SOUTHWICK, Each Individually and
on Behalf of All Persons Similarly
Situated,

Plaintiffs,

v.

USPlabs, LLC, and GNC Corporation,

Defendants.

Case No. 4:13-cv00627-RH-CAS

**FINAL APPROVAL ORDER AND
JUDGMENT**

WHEREAS, on October 13, 2014, an Order Re: Preliminary Approval of Proposed Settlement (“Preliminary Approval Order”) was entered by this Court, preliminarily approving the proposed settlement of the Action pursuant to the terms of the Stipulation and Agreement of Settlement (the “Settlement Agreement”) and directing that notice be given to the members of the Settlement Class.

WHEREAS, pursuant to the Parties’ plan for providing notice to the Settlement Class (the “Notice Plan”), the Settlement Class were notified by publication of the terms of the proposed Settlement and of a Final Approval Hearing to determine, *inter alia*: (1) whether the terms and conditions of the Settlement are fair, reasonable and adequate for the release of the Released Claims against the Released Parties; and (2) whether judgment should be entered.

WHEREAS, a Final Approval Hearing was held on February 26, 2015. Prior to the Final Approval Hearing, proof of completion of the Notice Plan was filed with the Court, along with declarations of compliance as prescribed in the Preliminary Approval Order. Settlement Class Members were therefore notified of their right to appear at the hearing in support of or in opposition to the proposed Settlement, the award of attorneys’ fees and expenses to Class Counsel, and the payment of incentive awards.

NOW, THEREFORE, the Court, having heard the presentations of Class Counsel and Defendant’s Counsel, having reviewed all of the submissions presented with respect to the proposed Settlement, having carefully considered the requirements for class certification, having determined that the Settlement is fair, adequate, and reasonable, having considered the application of Class Counsel for awards of attorneys’ fees and expense reimbursements, and having reviewed the materials in support thereof, it is hereby ORDERED, ADJUDGED and DECREED THAT:

1. The capitalized terms used in this Final Approval Order and Judgment shall have the same meaning as defined in the Settlement Agreement except as may otherwise be ordered.

2. The Court has jurisdiction over the subject matter of this Action and over all claims raised therein and all Parties thereto, including the Settlement Class.

3. The Court finds, solely for purposes of considering this Settlement, that the requirements of Federal Rule of Civil Procedure 23 are satisfied, including requirements for the existence of an ascertainable class, numerosity, commonality, typicality, adequacy of representation, manageability of the settlement class for settlement purposes, that common issues of law and fact predominate over individual issues, and that a settlement class is superior to alternative means of resolving the claims and disputes at issue in this Action.

4. The Settlement Class, which will be bound by this Final Approval Order and Judgment, shall include all members of the Settlement Class who did not submit a timely and valid Request for Exclusion.

5. For purposes of the Settlement and this Final Approval Order and Judgment, the Settlement Class shall consist of the following: All persons who purchased for personal consumption, and not for re-sale, one or more of the USPlabs Products in the United States during the Class Period. Excluded from the Settlement Class are any officers, directors, or employees of Defendants, and the immediate family member of any such person, as well as any individual who received remuneration from Defendants in connection with that individual's use or endorsement of the USPlabs Products. Also excluded is any judge who may preside over this case.

6. The Court finds that the Notice Plan set forth in Article IV of the Settlement Agreement, the submissions of Plaintiff in support of Preliminary

Approval, and effectuated pursuant to the Preliminary Approval Order constitutes the best notice practicable under the circumstances and shall constitute due and sufficient notice to the Settlement Class of the pendency of the Action, certification of the Settlement Class for settlement purposes only, the terms of the Settlement Agreement, and the Final Approval Hearing, and satisfies the requirements of the Federal Rules of Procedure, the United States Constitution, and any other applicable law.

7. The Court approves Class Counsel's request for attorney's fees and costs as described in Plaintiff's Motion for Final Approval and the Declarations of Aashish Desai and Tim Howard to be paid from the Settlement Fund. The Court also approves of the allocation between Desai Law Firm, P.C. and Howard and Associates, P.A. to evenly divide the fees. The Court approves of the incentive payments to the Class Representatives as described in Plaintiffs' Motion for Final Approval.

8. The Settlement, as set forth in the Settlement Agreement, is in all respects fair, reasonable, adequate and in the best interests of the Settlement Class, and it is approved. The Parties shall effectuate the Settlement Agreement according to its terms. The Settlement Agreement and every term and provision thereof shall be deemed incorporated herein as if explicitly set forth and shall have the full force of an Order of this Court.

9. Unless otherwise directed by the Court, within thirty (30) days of the Effective Date, USPlabs shall deposit the balance of the Common Fund amount as set forth in the Settlement Agreement, and the funds in the Common Fund, except for other disbursements authorized by this Judgment, shall be distributed to the Settlement Class pursuant to the terms of the Settlement Agreement.

10. Upon the Effective Date, the Class Representatives and all Settlement Class Members shall have, by operation of this Order and Final Judgment, fully, finally and forever released, relinquished, and discharged all Released Parties from all Class Released Claims pursuant to Article VII of the Settlement Agreement.

11. Settlement Class Members, including the Class Representatives, and the successors, assigns, parents, subsidiaries, affiliates or agents of any of them, are hereby permanently barred and enjoined from instituting, commencing or prosecuting, either directly or in any other capacity, any Class Released Claim against any of the Released Parties.

12. Upon the Effective Date, the Class Representatives shall have, by operation of this Order and Final Judgment, fully, finally and forever released, relinquished, and discharged all Released Parties from all Individual Released Claims pursuant to Article VII of the Settlement Agreement.

13. The Class Representatives, and the successors, assigns, parents, subsidiaries, affiliates or agents of any of them, are hereby permanently barred and enjoined from instituting, commencing or prosecuting, either directly or in any other capacity, any Individual Released Claim against any of the Released Parties.

14. This Final Approval Order and Judgment, the Settlement Agreement, the Settlement which it reflects, and any and all acts, statements, documents or proceedings relating to the Settlement are not, and shall not be construed as, or used as an admission by or against Defendants of any fault, wrongdoing, or liability on their part, or of the validity of any Class Released Claim or Individual Released Claim or of the existence or amount of damages.

15. The payments ordered herein shall be made in the manner and at the times set forth in the Settlement Agreement.

16. Except as otherwise provided in this Order, and the Court's award of costs and attorneys' fees pursuant to the Motion For Final Approval, the Parties shall bear their own costs and attorneys' fees. Without affecting the finality of the Judgment hereby entered, the Court reserves jurisdiction over the implementation of the Settlement, including enforcement and administration of the Settlement Agreement, including any releases in connection therewith, and any other matters related or ancillary to the foregoing. The Judgment shall not apply to the list of individuals who timely filed a request for exclusion. (Exhibit A.)

SO ORDERED on February 26, 2015.

s/Robert L. Hinkle

United States District Judge

EXHIBIT A

**KCC Class Action Services
Velasquez v. USPlabs, LLC
Exclusion Report**

Count

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ClaimID	Last Name	First Name
10000476301	ABRAHAM	KIRSTEN
10005035901	ALVAREZ	GERMAN
10015199101	BAUM	CODY
10017607001	BENNETT	CHRIS
60019321401	BILLINGTON	JULIE
60002104801	BLACK	KATRINA
10026673301	BROOKE	VIRGINIA
60014264301	DALLAVALLE	GREG
60002069001	DISSO	VIRGINIA
10059544301	DOMAN	MELISSA
60010420301	DORFMAN	JASON
60014063701	FRYE	MARK
60007272001	GARCIA	JOSE
60015109801	GEORGEVIC	JULIANNE
60014313601	GOMATOS	ELEFThERIOS
60010912701	GUMMESON	CHRIS
10107569801	IVERSEN	MARY
10108979001	JAMES	KELLEY
10109422001	JAROD	BURTON
10115748401	KANE	COURTNEY
10123766201	KWASNIK	ANDRUW
60000059101	LAUBE	RAYMOND
60036369701	MCCRAE	LEEANN
60000094401	MEYER	JEFFREY
60032050401	NUGENT	HEATHER
10170820801	PARKS	CHIP
10175677001	PEZONE	MIKE
10190003001	ROBERTS	DARREN
10191400301	RODREGAZ	LUPE
10201986101	SCHONDEL	JON
60024837101	SCHULTZ	BROOKE
10203752801	SEGURA	EDWIGES
10205512901	SHAW	TONYA
10222828001	TAYLOR	ROBERT
10231230801	VALAURI	NICHOLAS
60003596001	VILORIA	BENJAMIN
10238665101	WARD	JANICE
60010182801	ZIMMERMAN	NOAH