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Superior Court of California
County of Los Angeles

AUG 07 2018

Sherri R. Carter, Executive Officer/Clerk
By Marisela Frezoso, Deputy

SUPERIOR COURT OF CALIFORNIA
COUNTY OF LOS ANGELES – SPRING STREET COURTHOUSE

Coordination Proceeding
Special Title (Rule 3.550)

JCCP NO. 4883

GUESS OUTLET STORES PRICING

**[PROPOSED] FINAL APPROVAL
ORDER AND JUDGMENT**

Included actions:

Date: August 7, 2018
Time: 8:30 a.m.
Dept: 6
Judge: Hon. Elihu M. Berle

Adams and Milton vs. Guess?, Inc., et al.

SUPERIOR COURT OF CALIFORNIA
COUNTY OF LOS ANGELES NO. BC579128

Borsh vs. Guess?, Inc.

SUPERIOR COURT OF CALIFORNIA
COUNTY OF SAN FRANCISCO NO. CGC-
16-551789

[PROPOSED] FINAL APPROVAL ORDER AND JUDGMENT

1 On August 7, 2018, this Court heard plaintiffs Versil Milton and Shiloh Borsh's
2 ("Plaintiffs") motion for final approval of the class action settlement. This Court reviewed: (a)
3 the motion and the supporting papers, including, the Amended Settlement Agreement and
4 Release ("Agreement" or "Settlement"); (b) any objections filed with or presented to the Court;
5 (c) the Parties' responses to any objections; and (d) counsels' arguments. Based on this review
6 and the findings below, the Court found good cause to grant the motion.

7 **FINDINGS:**

8 1. Unless otherwise specified, defined terms in Agreement have the same definition
9 as used in this Final Order and Judgment.

10 2. The Court finds the Settlement was entered into in good faith, that it is fair,
11 reasonable and adequate, and that it satisfies the standards and applicable requirements for final
12 approval of this class action settlement under California law, including the provisions of
13 California Code of Civil Procedure section 382 and California Rules of Court, Rule 3.769.

14 3. The Parties adequately performed their obligations under the Agreement.

15 4. Defendants Guess?, Inc., and Guess? Retail, Inc., ("Defendants" or "Guess"),
16 provided notice to Class Members in compliance with Section 3.3 of the Agreement, California
17 Code of Civil Procedure section 382, California Rules of Court 3.766 and 3.769, the California
18 and United States Constitutions, and any other applicable law. The notice: (i) fully and
19 accurately informed Class Members about the lawsuit and Settlement; (ii) provided sufficient
20 information so that Class Members were able to decide whether to accept the benefits offered,
21 opt-out and pursue their own remedies, or object to the proposed Settlement; (iii) provided
22 procedures for Class Members to file written objections to the proposed Settlement, to appear at
23 the hearing, and to state objections to the proposed Settlement; and (iv) provided the time, date
24 and place of the final fairness hearing.

25 5. An award of \$494,000 in attorneys' fees and costs to Class Counsel is fair and
26 reasonable in light of the nature of this case, Class Counsel's experience and efforts in
27 prosecuting this Action, and the benefits obtained for the Class.

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1 6. An incentive award to Plaintiffs Versil Milton and Shiloh Borsh in the amount of
2 \$2,000 each is fair and reasonable in light of: (a) Plaintiffs' risks (including financial,
3 professional, and emotional) in commencing this action as the class representative; (b) the time
4 and effort spent by Plaintiffs in litigating this action as the class representative; and (c) Plaintiffs'
5 public interest service.

6 **IT IS ORDERED THAT:**

7 1. **Class Members.** For Settlement purposes, the Class Members are defined as:

8 All individuals who, between April 17, 2011 and February 26, 2018, purchased an
9 item from any Guess Factory store in the state of California where a higher
10 reference price was displayed. Excluded from the Class are Defendants' Counsel,
11 Defendants' officers, directors, and employees, and the judge presiding over the
Action.

12 2. **Binding Effect of Order.** This order applies to all claims or causes of action
13 settled under the Agreement, and binds all class members, including those who did not properly
14 request exclusion under paragraph 7 of the Preliminary Approval and Provisional Class
15 Certification Order. This order does not bind persons who properly requested to be excluded
16 from the Settlement; specifically, Ryohei Kobayashi, Michelle Losey, and Jillian Winters.

17 3. **Release.** Plaintiffs and all Class Members who did not properly request exclusion
18 are: (1) deemed to have released and discharged Guess from all claims arising out of or asserted
19 in this Action and claims released under the Agreement; and (2) barred and permanently
20 enjoined from asserting, instituting, or prosecuting, either directly or indirectly, these claims.

21 4. **Class Relief.** Guess will issue the appropriate Settlement Voucher(s) to each
22 Class Member who is an Authorized Claimant or is otherwise entitled to a Settlement Voucher
23 under Section 2.2(b) of the Agreement, according to the timeline set forth in Section 2.3 of the
24 Agreement.

25 5. **Attorneys' Fees and Costs.** Class Counsel is awarded \$494,000 total in fees and
26 costs. Guess must pay Class Counsel this amount according to the timeline set forth in Section
27 2.5 of the Agreement.

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1 **6. Incentive Awards.** Plaintiff Versil Milton is awarded \$2,000 in total, as an
2 incentive award. Plaintiff Shiloh Borsh is awarded \$2,000 in total, as an incentive award. Guess
3 must pay Plaintiffs this amount according to the timeline set forth in Section 2.4 of the
4 Agreement.

5 **7. Judgment.** The Court finds that there is no reason for delay and directs the Clerk
6 to enter judgment in accordance with the terms of this Order as of the date of this Order.

7 **8. Court's Jurisdiction.** Pursuant to the parties' request, California Code of Civil
8 Procedure section 664.6, and California Rule of Court 3.769(h), the Court retains jurisdiction
9 over this action and the parties until final performance of the Agreement.

10 **IT IS SO ORDERED.**

11 Dated: 8.7.18

*9. OSC re Compliance with terms of
Settlement is set for 4.4.19 @ 8:30AM.
Report on compliance due 3-28-19*

ELIHU M. BERLE

JUDGE OF THE SUPERIOR COURT