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Dena M. Adams, Clerk
White County, Georgia

IN THE SUPERIOR COURT OF WHITE COUNTY
STATE OF GEORGIA

MIKE ALLEN and MONTE POMROY,
individually and on behalf of all others similarly
situated,

Plaintiffs,

-v.-

DOLGENCORP, LLC and DOLLAR GENERAL
CORPORATION,

Defendants.

Case No. SUCV2020000385

**ORDER PRELIMINARILY APPROVING CLASS ACTION SETTLEMENT AND
CERTIFYING THE SETTLEMENT CLASS**

This matter comes before the Court on Plaintiff's Unopposed Motion for Preliminary Approval of Class Action Settlement, filed on March 31, 2021. Plaintiffs Mike Allen and Monte Pomroy and Defendants Dolgencorp, LLC and Dollar General Corporation ("Dollar General") (collectively "Parties") have agreed to settle this action under the terms and conditions set forth in the Settlement Agreement ("Settlement"), which was which was executed between the Parties. The Parties reached the Settlement through arm's-length negotiations with the assistance of a mediator, Greg Parent of Miles Mediation and Arbitration. Pursuant to the Settlement, subject to the terms and conditions therein and subject to Court approval, Plaintiffs and the proposed Settlement Class will fully, finally, and forever resolve, discharge, and release their claims.

The Settlement has been filed with the Court, and Plaintiffs and Class Counsel have filed an Unopposed Motion for Preliminary Approval of Class Settlement. Upon considering the Motion, the Settlement and all exhibits thereto, the record in these proceedings, the representations and recommendations of counsel, and the requirements of law, the Court finds that: (1) this Court

currently has jurisdiction over the subject matter and the Parties to this Action; (2) the proposed Settlement Class meets the requirements of O.C.G.A. § 9-11-23 and should be certified for settlement purposes only; (3) the persons and entities identified below should be appointed Class Representatives and Class Counsel; (4) the Settlement is the result of informed, good-faith, arm's-length negotiations between the Parties and their capable and experienced counsel, and is not the result of collusion; (5) the Settlement is within the range of reasonableness and should be preliminarily approved; (6) the proposed Notice program and proposed forms of Notice satisfy O.C.G.A. § 9-11-23 and constitutional due process requirements, and are reasonably calculated under the circumstances to apprise the Settlement Class of the pendency of the Action, class certification, the terms of the Settlement, Class Counsel's application for an award of attorneys' fees and expenses ("Fee Application"), and their rights to opt-out of the Settlement Class or object to the Settlement and/or Class Counsel's Fee Application; (7) good cause exists to schedule and conduct a Final Approval Hearing, pursuant to O.C.G.A. § 9-11-23, to assist the Court in determining whether to grant Final Approval of the Settlement and enter the Final Approval Order, and whether to grant Class Counsel's Fee Application; and (8) the other related matters pertinent to the Preliminary Approval of the Settlement should also be approved.

Based on the foregoing, IT IS HEREBY ORDERED AND ADJUDGED as follows:

1. As used in this Preliminary Approval Order, unless otherwise noted, capitalized terms shall have the definitions and meanings accorded to them in the Settlement.
2. The Court currently has jurisdiction over the subject matter and Parties to this proceeding.
3. Venue is proper in this Court.

Provisional Class Certification and Appointment of Class Representatives and Class Counsel

1. In considering whether to provisionally certify a settlement, a court must consider the same factors that it would consider in connection with a proposed litigation class—*i.e.* all O.C.G.A. § 9-11-23(a) factors and at least one of the requirements under O.C.G.A. § 9-11-23(b) must be satisfied—except that the court need not consider the manageability of a potential trial, since the settlement if approved, would obviate the need for a trial. *See Amchem Prods., Inc. v. Windsor*, 521 U.S. 591, 620 (1997).

2. The Court finds, for settlement purposes, that the O.C.G.A. § 9-11-23 factors are present, and thus certification of the proposed Settlement Class is appropriate. The Court, therefore, certifies the following Settlement Class: All persons who purchased any Product¹ in the United States during the Class Period.² Excluded from the Settlement Class are the following: (a) Persons who purchased or acquired any Products for resale; (b) the Released Parties; (c) all Persons who file a timely and valid Opt-Out; (d) Plaintiffs' Counsel and Defendants' Counsel; (e) federal, state, and local governments (including all agencies and subdivisions, but excluding employees not otherwise excluded hereunder); and (f) the judicial officers and courtroom staff overseeing the Action.

3. The Court specifically determines that, for settlement purposes, the Settlement Class meets all the requirements of O.C.G.A. § 9-11-23(a) and O.C.G.A. § 9-11-23(b)(3), namely that the Settlement Class is so numerous that joinder of all members is impractical; that there are common issues of law and fact; that the claims of the class representative are typical of absent class members; that the class representative will fairly and adequately protect the interests of the

¹ The Products are listed in Exhibit C to the Parties' Settlement Agreement.

² The Class Period means the period of time commencing January 1, 2015, and ending on the date of the entry of this Preliminary Approval Order.

Settlement Class, as they have no interests antagonistic to or in conflict with the Settlement Class and have retained experienced and competent counsel to prosecute this Action; that questions of law or fact common to the members of the Settlement Class predominate over questions affecting only individual members; and that a class action is superior to other methods available for the fair and efficient adjudication of the Action.

4. The Court appoints Named Plaintiffs Mike Allen and Monte Pomroy as class representatives.

5. The Court appoints Irby Law, LLC; Lober & Dobson; and Law Office of Todd L. Lord as Class Counsel.

6. The Court recognizes that Dollar General reserves all of its defenses and objections against and rights to oppose any request for class certification in the event that the proposed Settlement does not become Final for any reason. Dollar General also reserves its defenses to the merits of the claims asserted in the event the Settlement does not become Final for any reason.

Preliminary Approval of the Settlement

7. The Court preliminarily approves the Settlement, together with all exhibits thereto, as fair, reasonable, and adequate. The Court finds that the Settlement was reached in the absence of collusion, is the product of informed, good-faith, arm's-length negotiations between the Parties, and their capable and experienced counsel. The Court further finds that the Settlement, including the exhibits thereto, is within the range of reasonableness and possible judicial approval, such that: (a) a presumption of fairness is appropriate for the purposes of preliminary settlement approval; and (b) it is appropriate to effectuate notice to the Settlement Class, as set forth below and in the Settlement, and schedule a Final Approval Hearing to assist the Court in determining whether to grant Final Approval to the Settlement and enter a Final Approval Order.

Approval of Class Notice and the Claims Process

8. The Court approves the form and content of the Class notices, substantially in the forms attached to the Settlement, as well as the Claim Form attached thereto. The Court further finds that the Class Notice program described in the Settlement is the best practicable under the circumstances. The Class Notice program is reasonably calculated under the circumstances to inform the Settlement Class of the pendency of the Action, certification of a Settlement Class, the terms of the Settlement, Class Counsel's attorney's fees application, and their rights to opt-out of the Settlement Class or object to the Settlement. The Class Notices and Class Notice program constitute sufficient notice to all persons entitled to notice. The Class Notices and Class Notice program satisfy all applicable requirements of law, including, but not limited to, O.C.G.A. § 9-11-23 and the constitutional requirement of Due Process.

9. Heffler Claims Group shall serve as the Claims Administrator.

10. The Administrator shall implement the Class Notice program, as set forth below and in the Settlement, using the Class notices substantially in the forms attached to the Settlement and approved by this Preliminary Approval Order. Notice shall be provided to the members of the Settlement Class pursuant to the Class Notice program, as specified in the Settlement and approved by this Preliminary Approval Order. The Class Notice program shall include, to the extent necessary, the Publication Notice, and Long-Form Settlement Notice, as set forth in the Settlement and below.

11. The Administrator shall administer the Publication Notice and Settlement Notice as set forth in the Settlement. As set forth in the Settlement Agreement, the Notice Date shall be no later than thirty (30) days following the entry of this Preliminary Approval Order.

12. Prior to the Notice Date, the Administrator shall establish a Settlement Website as a means for Settlement Class members to obtain notice of, and information about, the Settlement. The Settlement Website shall include an online portal to file claims, hyperlinks to the Settlement, the Long-Form Settlement Notice, the Preliminary Approval Order, and other such documents as Class Counsel and counsel for Defendant agree to include.

13. The Administrator is directed to perform all substantive responsibilities with respect to effectuating the Class Notice program, as set forth in the Settlement.

Final Approval Hearing, Opt-Outs, and Objections

14. A Final Approval Hearing shall be held before this Court on July 1, 2021 at 9:00 a.m. to determine whether to grant Final Approval to the Settlement and to enter a Final Approval Order and whether Class Counsel's Fee Application should be granted.

15. Any person within the Settlement Class who wishes to be excluded from the Settlement Class may exercise their right to opt-out of the Settlement Class by following the opt-out procedures set forth in the Settlement and in the Notices at any time during the Opt-Out Period. To be valid and timely, opt-out requests must be completed in accordance with the Settlement and Notice, verified, and received on or before the last day of the Opt-Out Period, which is 60 days following the Notice Date ("Opt-Out Deadline"). Opt-out requests must be received by the Opt-Out Deadline at the addresses indicated in the Long Form Notice.

16. Any Settlement Class Member may object to the Settlement or Class Counsel's Fee Application. Any such objections must be received by the Clerk of the Court, Class Counsel, and Defendant's Counsel, at the addresses indicated in the Long- Form Settlement Notice. For an objection to be considered by the Court, the objection must be received no later than 60 days

following the Notice Date, as set forth in the Notice (“Objection Deadline”). To be valid, an objection must include the following information:

- a. The case name and number;
- b. The name, address, telephone number, and, if available, the email address of the Person objecting;
- c. The name and address of the lawyer(s), if any, who is representing the Person making the Objection or who may be entitled to compensation in connection with the Objection;
- d. A detailed statement of Objection(s), including the grounds for those Objection(s);
- e. Copies of any papers, briefs, or other documents upon which the Objection is based;
- f. A statement of whether the Person objecting intends to appear at the Final Approval Hearing, either with or without counsel;
- g. The identity of all counsel (if any) who will appear on behalf of the Person objecting at the Final Approval Hearing and all Persons (if any) who will be called to testify in support of the Objection;
- h. A statement of his/her membership in the Settlement Class, including all information required by the Claim Form;
- i. The signature of the Person objecting, in addition to the signature of any attorney representing the Person objecting in connection with the Objection; and
- j. A detailed list of any other objection by the Settlement Class Member, or his/her counsel, to any class actions submitted in any court, whether state or otherwise, in the United States in the previous five (5) years. If the Settlement Class Member or his/her counsel has not objected to any other class action settlement in any court in

the United States in the previous five (5) years, he/she shall affirmatively state so in the written materials provided in connection with the Objection to this Settlement. This information is requested in order to assist the Court in determining whether the Objection is made by a professional objector seeking financial consideration for their efforts. Failing to provide this information will not affect the validity of the Objection, but may result in the Court presuming that the Objection is made by a professional objector.

Further Papers in Support of Settlement and Attorneys' Fee Application

17. No later than fourteen (14) days prior to the Objection Deadline, Plaintiffs and Class Counsel shall file their Application for an Award of Attorneys' Fees and Expenses and proposed orders.

18. No later than fourteen (14) days prior to the Final Approval Hearing, Plaintiffs and Class Counsel shall file their Motion for Final Approval of the Settlement and proposed orders.

19. No later than seven (7) days prior to the Final Approval Hearing, Plaintiffs and Class Counsel shall file their responses to timely filed objections to both the Settlement and the Application for an Award of Attorneys' Fees and Expenses.

Effect of Failure to Approve Settlement

20. If the Settlement is not finally approved by the Court, or for any reason the Parties fail to obtain a Final Approval Order as contemplated in the Settlement, or the Settlement is terminated pursuant to its terms for any reason, then the following shall apply:

- a. All orders and findings entered in connection with the Settlement shall become null and void and have no further force and effect, shall not be used or referred to for

any purpose whatsoever, and shall not be admissible or discoverable in any other proceeding;

- b. Nothing in this Preliminary Approval Order is, or may be construed as, any admission or concession by or against Defendant or Plaintiff on any point of fact or law; and
- c. Neither the Settlement terms, any documents exchanged or disclosed by the Parties to each other for settlement purposes, nor any publicly disseminated information regarding the Settlement, including, without limitation, the Class Notice, court filings, orders and public statements, may be used as evidence or otherwise referenced or referred to in any future proceeding. In addition, neither the fact of, nor any documents relating to, either Party's withdrawal from the Settlement, any failure of the Court to approve the Settlement and/or any objections or interventions, may be used as evidence.

Stay/Bar of Other Proceedings

21. All proceedings in the Action are stayed until further order of the Court, except as may be necessary to implement the terms of the Settlement. Pending final determination of whether the Settlement should be approved, Plaintiff, all persons in the Settlement Class, and persons purporting to act on their behalf (including any attorneys) are enjoined from threatening, commencing or prosecuting (either directly, representatively or in any other capacity) against any of the Released Parties any action or proceeding in any court, arbitration forum or tribunal asserting any of the Released Claims.

22. Based on the foregoing, the Court sets the following schedule for the Final Approval Hearing and the actions which must take place before and after it:

Event	Date
Notice Date	30 days following Preliminary Approval
Objection Deadline and Opt-Out Deadline	60 days following Notice Date
Deadline for Filing Fee Award	14 days before Objection Deadline
Deadline for Motion for Final Approval	14 days before Final Approval Hearing
Deadline for Responses to Objections	7 days before Final Approval Hearing
Final Approval Hearing	July 1, 2021 at 9:00 a.m.

SO ORDERED. This 1st day of April, 2021.

Judge Joy R. Parks