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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA—WESTERN DIVISION

ANNA SADOWSKA, YANICK
GODBOUT, and TONYA
DENDEKKER, individually, and on
behalf of a class of similarly situated
individuals,

Plaintiffs,

v.

VOLKSWAGEN GROUP OF
AMERICA, INC., VOLKSWAGEN
AG, and AUDI AG,

Defendants.

Case No.: CV11-00665 BRO (AGR_x)
CLASS ACTION

**ORDER GRANTING FINAL
APPROVAL OF CLASS ACTION
SETTLEMENT, ATTORNEY'S
FEES, EXPENSES, COSTS, CLASS
REPRESENTATIVE INCENTIVE
AWARDS, AND JUDGMENT**

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ORDER AND JUDGMENT

The Court has received and considered the proposed Amended Settlement Agreement (“Settlement Agreement”) between Plaintiffs Anna Sadowska, Yanick Godbout, and Tonya DenDekker on behalf of themselves and the Settlement Class (collectively, “Plaintiffs”) and Defendant Volkswagen Group of America, Inc., Audi AG, and Volkswagen AG (“Defendants”) (Dkt. No. 85-2), which is incorporated herein by reference, including the adoption of defined terms. The Court has: (1) previously granted preliminary approval of the Amended Settlement Agreement; (2) been informed by declaration that notice of the settlement has been given to the Class (as defined below); (3) held a final fairness hearing at which all parties appeared by their counsel and at which the Court afforded class members with an opportunity to object to the Settlement Agreement (“Approval Hearing”); (4) received and reviewed briefing and evidence as to why the proposed settlement is fair, adequate, and in the best interests of the represented class; and (5) considered all other arguments and submissions in connection with the proposed settlement.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

1. All terms used herein shall have the same meaning as defined in the Amended Settlement Agreement.
2. This Court has jurisdiction over the subject matter of this litigation and over the Parties to this litigation, including all Class Members.
3. The Court certifies the following Settlement Class for purposes of settlement only: “All persons and entities who purchased or leased, within the United States of America, a 2002, 2003, 2004, 2005 and 2006 model year Audi A4 vehicle (including Cabriolets) and Audi A6 vehicle originally equipped with a factory-installed CVT transmission, imported and distributed by Volkswagen Group of America, Inc., for sale or lease in the United States of America.”

1 Excluded from the Settlement Class are (a) anyone claiming personal injury,
2 property damage and/or subrogation; (b) all Judges who have presided over this
3 Action and their spouses; (c) all current employees, officers, directors, agents
4 and representatives of Defendants, and their family members; (d) any affiliate,
5 parent or subsidiary of Defendants and any entity in which Defendants have a
6 controlling interest; (e) anyone acting as a used car dealer; (f) anyone who
7 purchased a Settlement Class Vehicle for the purpose of resale; (g) anyone who
8 purchased a Settlement Class Vehicle with salvaged title and/or any insurance
9 company who acquired a Settlement Class Vehicle as a result of a total loss; (h)
10 any insurer of a Settlement Class Vehicle; (i) any owners or lessees of Settlement
11 Class Vehicles which were not manufactured for export specifically into the
12 United States of America and were not imported or distributed by Volkswagen
13 Group of America, Inc.; and (j) any Settlement Class Member who has filed a
14 timely and proper Request for Exclusion from the Settlement Class.

15 4. The Court appoints Plaintiffs Anna Sadowska, Yanick Godbout and
16 Tonya DenDekker as representatives of the above-described Settlement Class.

17 5. The Court finds that Strategic Legal Practices APC and The Law
18 Office of Robert Starr are experienced in matters of this nature and the Court
19 hereby appoints said law firms as Class Counsel.

20 6. The mailing and publication of the Class Notice to the Class as set
21 forth in the Amended Settlement Agreement has been completed in conformity
22 with the March 11, 2013 Preliminary Approval Order (Dkt. No. 89). The Class
23 Notice provided adequate notice of the proceedings and about the case, including
24 the proposed settlement terms as set forth in the Amended Settlement
25 Agreement. The Class Notice fully satisfied due process requirements. As
26 executed, the Class Notice was the best notice practicable under the
27 circumstances.

28 7. The Court finds that appropriate notice was given by defendant to

1 all “appropriate State and Federal Officials” pursuant to 28 U.S.C. §1715(a), and
2 that no objections were filed.

3 8. The Court hereby approves the terms set forth in the Amended
4 Settlement Agreement and finds that the Amended Settlement Agreement is, in
5 all respects, fair, adequate, and reasonable and directs the Parties to effectuate
6 the Amended Settlement Agreement according to its terms. The Court finds that
7 the Amended Settlement Agreement has been reached as a result of informed and
8 non-collusive arm’s-length negotiations. The Court further finds that Plaintiffs
9 and Defendants have conducted extensive investigation and research, and their
10 attorneys were able to reasonably evaluate their respective positions.

11 9. The Court notes that under the Amended Settlement Agreement, any
12 reimbursement checks issued to class members pursuant to the Settlement will be
13 valid for a period of ninety (90) days.

14 10. The Court also finds that Settlement now will avoid additional and
15 potentially substantial litigation costs, as well as delay and risks if the Parties
16 were to continue to litigate the case. Additionally, after considering the
17 prospective and monetary relief provided as part of the Settlement in light of the
18 challenges posed by continued litigation, the Court concludes that Class Counsel
19 secured significant relief for Class Members.

20 11. The Amended Settlement Agreement is not an admission by
21 Defendants or by any other released party, nor is this Order a finding of the
22 validity of any allegations or of any wrongdoing by Defendants or any other
23 released party. Neither this Order, the Amended Settlement Agreement, nor any
24 document referred to herein, nor any action taken to carry out the Amended
25 Settlement Agreement, may be construed as, or may be used as, an admission of
26 any fault, wrongdoing, omission, concession, or liability whatsoever by or
27 against Defendants or any of the other released parties.

28 12. All Class Members were given a full and fair opportunity to

1 participate in the Approval Hearing, and all members of the Settlement Class
2 wishing to be heard have been heard. The objections of Melissa Seiler, Gregory
3 Cohen, Maryann Woolsey, Kyle Krebs, Gregory T. McSparran, Geng Tian,
4 Nicole Hyra, James Gates, and Deborah Morrisette are hereby overruled. The
5 objection of Sara McKinney has been withdrawn. Members of the Settlement
6 Class also have had a full and fair opportunity to exclude themselves from the
7 proposed settlement and the class. Accordingly, the terms of the Amended
8 Settlement Agreement and of the Court's Order shall be forever binding on
9 members of the Class who did not timely exclude themselves. Attached to this
10 Order and Judgment as Exhibit A is a list setting forth the name of each person
11 who has requested exclusion from the Class under the procedures set forth in the
12 Preliminary Approval Order.

13 13. To effectuate the Settlement, the Court hereby orders that all Class
14 Members who did not timely exclude themselves from the Settlement are barred,
15 enjoined, and restrained from commencing, prosecuting, or asserting any
16 Released Claims against any Released Parties.

17 14. The Court has considered the Motion for Attorneys' Fees, Expenses,
18 and Incentive Awards separately from its consideration of the fairness,
19 reasonableness, and adequacy of the Amended Settlement Agreement. Any
20 order or proceedings relating to the Motion for Attorneys' Fees, Expenses, and
21 Incentive Awards, or any appeal from any order relating thereto or reversal or
22 modification thereof, shall not disturb or affect this Judgment or affect or delay
23 the finality of this Judgment.

24 15. The Court awards \$2,375,000 in fees, costs, and expenses. Each of
25 Plaintiffs' Counsel shall be reimbursed for its actual expenses and costs, totaling
26 \$168,796 to all Plaintiffs' Counsel. Initiative Legal Group shall be paid
27 \$66,330.69 in costs; Strategic Legal Practices shall be paid \$52,714.67 in costs;
28 and the Starr Firm shall be paid \$49,750.73 in costs. From the \$2,206,204

1 balance, Class Counsel shall pay \$43,517.50 to attorney Dara Tabesh. Class
2 Counsel shall then allocate the remaining balance of \$2,162,686.50 according to
3 the following percentages: 45% to Initiative Legal Group APC; 33% to Strategic
4 Legal Practices, APC; and 22% to The Law Office of Robert L. Starr.
5 Moreover, Plaintiffs' Counsel have agreed to share equally in the 5% referral fee
6 payment that Starr intends to pay attorney Marc Legget from Starr's 22% portion
7 of attorney fees.

8 16. The Court also approves incentive awards of \$5000 to Anna
9 Sadowska, \$5000 to Yanick Godbout, and \$1000 to Tonya DenDekker for their
10 services on behalf of the Settlement Class, and accordingly orders Defendants to
11 pay those amounts to Class Counsel for distribution to these Named Plaintiffs
12 and class representatives.

13 17. The Court retains jurisdiction over the Parties to enforce the terms
14 of the Order and Judgment, and shall have continuing jurisdiction over the
15 construction, interpretation, implementation, and enforcement of the Amended
16 Settlement Agreement in accordance with its terms.

17 **IT IS SO ORDERED, ADJUDGED, AND DECREED.**

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20 Dated: September 25, 2013



HONORABLE BEVERLY REID O'CONNELL
UNITED STATES DISTRICT COURT JUDGE

EXHIBIT A

Sadowska, et al. v. Volkswagen
CV11-00665 BRO (AGRx)

September 13, 2013

	<u>Name</u>	<u>VIN</u>
1	GRANT J GORTON	WAUAC48HX3K019707
2	CHARLES N RUSSELL	WAUAC48HX3K025863
3	ANDREW N LOVE	WAUAC48HX4K011561
4	ENRIQUE MONGE	WAUAC48HX4K014198
5	MARGARET A OKRASKI	WAUAC48HX5K024604
6	VALENTINE L SCHUSZLER	WAUAC48HX6K005374
7	CHRISTOPHER SLAY	WAUAC48HX6K007917
8	LEE EBERLY	WAUAC48H04K023847
9	JULIE B BULLARD	WAUAC48H15K002197
10	LAWRENCE H FRANKLIN	WAUAC48H16K002461
11	GEORGE CAMANY	WAUAC48H16K003903
12	JOSEPH D THOMAS	WAUAC48H16K008776
13	VICTORIA M ALTVATER	WAUAC48H23K022486
14	VINCENT P BAKIES	WAUAC48H25K012351
15	ANELISE A SACKS	WAUAC48H34K021963
16	HARVEY L MITCHELL	WAUAC48H35K001892
17	TANIA J HURT	WAUAC48H36K009234
18	ANITA E HIDDING	WAUAC48H56K010241
19	BARBARA J CRAIG	WAUAC48H64K020242
20	JACQUELINE B ADLER	WAUAC48H73K029420
21	NANCY S FITZGERALD	WAUAC48H73K033127
22	DENNIS SEAHOLM	WAUAC48H83K018393
23	MOUSTAPHA I TOURE	WAUAC48H84K024325
24	BONNIE J ZUKERMAN	WAUAC48H85K000480
25	BERIT A STEEN	WAUAC48H85K008594
26	MICHAEL J PETERSON	WAUAC48H93K019231
27	THE DARROW 2007 TRUST	WAUAC48H95K012542
28	JOAN K BENEDICT	WAUAC48H96K009612
29	KIMBERLY KRAFT	WAUAC68D91A148128
30	JOSE SAMPERIO	WAUAF68E35A488008
31	COLE VANKOMEN	WAUAF68E65A445511
32	TOBY D DEGRANDPRE	WAUAF68E85A518331
33	TOMOMI HIKOSAKA	WAUAF68E95A513218
34	THOMAS H FRAME	WAUAF78EX6A247442
35	NEIL R MARTIN	WAUAF78E05A577265
36	C M TYLER	WAUAF78E06A160231
37	BRIAN A LESTER	WAUAF78E06A289487
38	ERENA KUROKAWA	WAUAF78E16A170413
39	GLENN P ORBON	WAUAF78E36A121021
40	REGAN M ROBERTS	WAUAF78E36A169134
41	AMANDA I AMARO	WAUAF78E36A182904
42	PATRICIA D BOYETTE	WAUAF78E36A218414
43	GORDON F & BETTE R MASON LIVIN	WAUAF78E36A250277
44	FOREST PLAZA LEASING PTNRS LLC	WAUAF78E56A114202
45	CHARLES HOWARD	WAUAF78E56A233268

September 13, 2013

	<u>Name</u>	<u>VIN</u>
46	DEBORAH J MILHOUSE	WAUAF78E65A532962
47	ANDREW NEUMANN	WAUAF78E66A117108
48	JAMES W PELOQUIN	WAUAH74FX6N168967
49	BRIAN K LAPP	WAUAH74F06N162031
50	JORGE MARTINEZ	WAUAH74F56N136928
51	BRADLEY R LARSON	WAUAH74F86N127785
52	EDWARD J KING	WAUAT48H03K016413
53	JOHN A KENNEDY	WAUAT48H13K012824
54	JUDY CARCEDO	WAUAT48H15K015404
55	CHRISTOPHER J BALLE	WAUAT48H33K014669
56	MICHELLE BEVILACQUA	WAUAT48H43K014664
57	JUDITH A JACKSON	WAUAT48H43K017371
58	GEORGE TZAMARAS	WAUAT48H44K009871
59	WILLIAM MCANLY	WAUAT48H45K005174
60	LUIZ R GONZAGA	WAUAT48H53K008078
61	GLORIA J TARADASH	WAUAT48H53K011000
62	JOSEPH S HINCKLEY	WAUAT48H53K014950
63	DEBORAH M VISCOMI	WAUAT48H53K027391
64	CRAIG W CLARK	WAUAT48H73K012861
65	ROBERT B MCLAUGHLIN	WAUAT48H73K020989
66	ARMAND MARTEL	WAUAT48H84K005371
67	JAY L GROSSMAN	WAUAT48H84K025054
68	JOYCE T KOCH	WAUAT48H93K021206
69	NANCY BIRD	WAUBA34B1XN010887
70	R L OR K SAMSAL CO TRSTEES OF THE R L	WAUBC5443LN024758
71	ANDER JIMENEZ	WAUBF78E16A243865
72	SCOTT KEAWEKANE	WAUBF78E76A054976
73	SUZANNE M MYCORN	WAUJC68EX3A159540
74	RAUL M GARCIA	WAUJC68EX4A072075
75	DEMIAN F WYMA	WAUJC68EX4A194063
76	CANGIR ELCIN	WAUJC68E14A167091
77	JOHN G CAARNEVALE	WAUJC68E23A337926
78	ROBERT M SAYAD	WAUJC68E24A146363
79	JU H CHOI	WAUJC68E34A069924
80	JAVIER H CARRILLO	WAUJC68E34A119446
81	HYUNDAI OF EVERETT LLC	WAUJC68E34A212077
82	DAVID KORNELY	WAUJC68E35A074641
83	TOM JONES FORD INC	WAUJC68E63A148017
84	CHARLES S HAYDEN	WAUJC68E63A168686
85	VICENTE M CASTRO	WAUJC68E63A275706
86	DIANNE J JALANDONI	WAUJC68E64A139724
87	ORLANDO PENALOZA	WAUJC68E64A232274
88	JESSICA B ROMERO	WAUJC68E65A091224
89	AMANU DDIN	WAUJC68E65A109205
90	BETH A BADER	WAUJC68E73A315050

#1828
September 13, 2013

	<u>Name</u>	<u>VIN</u>
91	ANN B BONOMI	WAUJC68E74A140056
92	WANDA S MOODY	WAUJC68E82A166730
93	HELMUT SASSENFELD	WAUJC68E93A218691
94	JUSTIN J PALMROSE	WAUJC68E94A032151
95	ALBERT C BURROWS	WAUJC68E95A054085
96	JAMES A MIMS	WAUJT54B82N075391
97	DONALD BARANY	WAUJT64BX3N020612
98	JAMES J PIETKA	WAUJT64B12N103604
99	ROLAND GALLIOTTE	WAUJT64B23N071960
100	SCOTT P DEGRAND	WAUJT64B24N059857
101	NATHAN V WRIGHT	WAUJT64B43N011288
102	PATRICK A SANTAVENERE	WAUJT68EX2A178183
103	STEPAN GRASHCHENKOV	WAUJT68E04A125284
104	ANIL KOTHAVALA	WAUJT68E24A055366
105	BURT C YOUNG	WAUJT68E72A242728
106	ACCURATE ENGINEERING	WAUJT68E75A040637
107	ANTONIO CORTES	WAUJT68E83A171606
108	JOSE A USSERY	WAUJT68E94A109083
109	LEWIS L IMMERMANN	WAUAC48HX4K014993
110	PAMELA O ORCZYK-BECK	WAUAC48HX6K008341
111	ARTHUR MACZEI	WAUAC48H03K024205
112	PHILLIP A TYGART	WAUAC48H04K009625
113	MYRA TESLUK	WAUAC48H15K003463
114	ROBERT L ASH	WAUAC48H24K007732
115	STUART W JONES	WAUAC48H24K008220
116	DIANNE D GARDNER	WAUAC48H34K010526
117	DANNY D WOMBOLD	WAUAC48H36K004065
118	LEONA R LEVITT	WAUAC48H36K007337
119	WANDA MYERS	WAUAC48H45K019575
120	MARGUERITE B WERTZ	WAUAC48H55K005670
121	GAIL A BENNETT	WAUAC48H56K002754
122	HERBERT A DIETZEL	WAUAC48H64K006390
123	DARREN L BAKER	WAUAC48H65K005077
124	PATRICIA A KARPOWICZ	WAUAC48H66K007526
125	MILTON O PETERSON	WAUAC48H66K009115
126	MADELINE S BECKER	WAUAC48H75K015505
127	KAREN P HERMAN	WAUAC48H76K006739
128	SHIRLEY J NARKS	WAUAC48H76K007325
129	ROBIN C WINTER	WAUAC48H76K010127
130	TOMMY G JORGENSEN	WAUAC48H85K017490
131	ALBERT OETTINGER	WAUAC48H86K006622
132	DEBORAH S LEMMERMAN	WAUAC48H94K006660
133	ERIN A COOPER	WAUAC48H95K013061
134	LEE HILLIN	WAUAF68E05A490184
135	SEA AUTO SALES	WAUAF68E45A450108

September 13, 2013

	<u>Name</u>	<u>VIN</u>
136	ROBERT H HALL	WAUAF68E45A462663
137	KEVIN A MCHUGH	WAUAF68E55A452174
138	LINDA A ANTONE	WAUAF68E65A489895
139	DAVID L DEVENY	WAUAF68E75A462236
140	LAWRENCE D FAHLBERG	WAUAF68E75A497715
141	JOSE L OCADIZ	WAUAF68E85A466201
142	DANA L BARONE	WAUAF78EX6A212920
143	RANDI L VALLEJO	WAUAF78E06A037092
144	MICHAEL C KARNES	WAUAF78E06A235056
145	JAYNE U KIM	WAUAF78E06A244646
146	JOAN CANIANO	WAUAF78E06A249216
147	ROBERTO L VALLEJO	WAUAF78E26A026451
148	DAVID M SMITH	WAUAF78E26A193201
149	GABRIEL B GARCIA	WAUAF78E56A134725
150	CHERYL M LASSITER	WAUAF78E66A161125
151	FRANCISCO ROMERO	WAUAF78E96A263258
152	JAMES E OR SHARON A ROBERTSON	WAUAF84D7VN006836
153	SERGIO DESANTIAGO	WAUAF98E86A185387
154	CHRISTOPHER SEBESTA	WAUAH74F46N127282
155	JUDY L LANCASTER	WAUAH78E56A261484
156	MICHELE A NANNINI	WAUAH78E86A244839
157	LYN PERDUE	WAUAT48HX3K010635
158	JEROME P SANDERS	WAUAT48HX3K014149
159	MARJORIE M SELDIN	WAUAT48HX3K023059
160	LENA M CRESSOTTI	WAUAT48H13K011656
161	TODD A JACKMAN	WAUAT48H13K017375
162	ANN S LAWRENCE	WAUAT48H15K011630
163	RAUL R DEPERIA COLON	WAUAT48H24K012882
164	TERRY D HORNSETH	WAUAT48H33K016275
165	OVE S ARVIDSON	WAUAT48H44K006887
166	CHERI L GAUL	WAUAT48H63K009725
167	W DUICE BENTON CO INC	WAUAT48H83K008401
168	JAMES DIAMOND	WAUBC48H36K002837
169	TRAVIS KEERAN	WAUBF78E66A026666
170	WARD CHEN	WAUBH74F56N171487
171	MESSICK,CLARENCE OR DOLORES	WAUBJ54A3NN052087
172	LUTHER G TROUTMAN	WAUJC58E82A188902
173	DEBORAH L BRANTS	WAUJC68EX2A133552
174	GARY W NUZUM	WAUJC68EX5A026926
175	STEVEN R EWING	WAUJC68EX5A075964
176	SHIRLEY K SIGGERS	WAUJC68E12A112377
177	HENRY SANABRIA	WAUJC68E13A114132
178	JOHN L ASTOR-CASALDUC	WAUJC68E22A083729
179	AARON J CLARK	WAUJC68E23A336162
180	THOMAS J LINDELL	WAUJC68E32A183841

September 13, 2013

	<u>Name</u>	<u>VIN</u>
181	CHUCK H NG	WAUJC68E35A106195
182	MARY M MOTT	WAUJC68E43A269922
183	STANLEY COVEY	WAUJC68E44A089633
184	MARY BLAKSTAD	WAUJC68E45A007918
185	LOIS H GREENBLUM	WAUJC68E53A203153
186	KELLY K PEREKOVICH	WAUJC68E53A295073
187	JENNIFER R FURLOTT	WAUJC68E54A002225
188	SUSAN M HARVELL	WAUJC68E63A269548
189	RICHARD C SCHENCK	WAUJC68E63A329733
190	BOB CALDWELL CHRYSLER JEEP DOD	WAUJC68E73A149841
191	SEAN HASSAN	WAUJC68E75A120505
192	EDDIE N LUGO	WAUJC68E82A212654
193	ASHLEY M LINNENBURGER	WAUJC68E84A169162
194	ROBERT L VALLEJO	WAUJC68E94A093158
195	SANDRA A ESQUIBEL	WAUJC68E95A101213
196	ATKINS DAVID & KIM OK CHA	WAUJT58E62A187800
197	GABOR F KISZLI	WAUJT64BX3N032243
198	ODETTA S BRYANT	WAUJT64BX3N071561
199	DAVID A DUPREY	WAUJT64B03N035071
200	PAMELA J WATSON	WAUJT64B14N045318
201	RICHARD H HUFFMAN	WAUJT64B32N052638
202	WILLIAM D COUTURIE	WAUJT64B44N060430
203	CHARLES A TURACK	WAUJT64B52N043567
204	JANET S ROSSI	WAUJT64B63N079429
205	ROBERT J PAPLASKI	WAUJT64B82N068530
206	ION T VLAS	WAUJT64B83N015103
207	LAWRENCE HOWARD	WAUJT64B84N005141
208	JAMES BEDARD	WAUJT64B93N059269
209	RICHARD G NORBRATEN	WAUJT64B93N103755
210	CLAIRE HERRMANN	WAUJT68E12A153169
211	JOHN G LEHR	WAUJT68E14A086785
212	PATRICK OUJEZDSKY	WAUJT68E23A383871
213	BREEANN L LOUDEN	WAUJT68E24A227668
214	KAREN K MACDONALD	WAUJT68E33A288252
215	WHITNEY E BIRDWELL	WAUJT68E62A245054