

1 Kelly M. Dermody (State Bar No. 171716)
2 Heather H. Wong (State Bar No. 238546)
3 LIEFF, CABRASER, HEIMANN &
4 BERNSTEIN, LLP
5 275 Battery Street, 30th Floor
6 San Francisco, CA 94111-3339
7 Telephone: (415) 956-1000
8 Facsimile: (415) 956-1008
9 Email: kdermody@lchb.com
10 Email: hwong@lchb.com

11 Elizabeth A. Alexander (*pro hac vice*)
12 LIEFF, CABRASER, HEIMANN &
13 BERNSTEIN, LLP
14 150 4th Avenue, N., Suite 1650
15 Nashville, TN 37219-2423
16 Telephone: (615) 313-9000
17 Facsimile: (615) 313-9965

18 Cyrus Mehri (*pro hac vice*)
19 Lisa M. Bornstein (*pro hac vice*)
20 Anna M. Pohl (*pro hac vice*)
21 MEHRI & SKALET, PLLC
22 1250 Connecticut Ave, NW, Suite 300
23 Washington, DC 20036
24 Telephone: (202) 822-5100
25 Facsimile: (202) 822-4997

Adam T. Klein (*pro hac vice*)
Justin M. Swartz (*pro hac vice*)
Piper Hoffman (*pro hac vice*)
OUTTEN & GOLDEN LLP
3 Park Avenue, 29th Floor
New York, New York 10016
Telephone: (212) 245-1000
Facsimile: (212) 977-4005

James M. Finberg (State Bar No. 114850)
ALTSCHULER BERZON
177 Post Street, Ste. 300
San Francisco, CA 94108
Telephone: (415) 421-7151
Facsimile: (415) 362-8064

Attorneys for Plaintiffs and the Proposed Class

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

RENEE FASSBENDER AMOCHAEV,
DEBORAH ORLANDO, KATHRYN N.
VARNER and IVY SO, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

CITIGROUP GLOBAL MARKETS, INC.,
d/b/a SMITH BARNEY,

Defendant.

Case No. C-05-1298 PJH

CLASS ACTION

[REVISED PROPOSED] ORDER
(1) PRELIMINARILY APPROVING
CLASS ACTION SETTLEMENT,
(2) PROVISIONALLY CERTIFYING
SETTLEMENT CLASS, (3) DIRECTING
DISTRIBUTION OF NOTICE OF THE
SETTLEMENT, AND (4) SETTING A
SCHEDULE FOR THE FINAL
SETTLEMENT APPROVAL PROCESS

1 Having reviewed Plaintiffs' Notice of Motion and Motion for: (1) Preliminary Approval
2 of Class Action Settlement; (2) Provisional Certification of Settlement Class; (3) Approval and
3 Distribution of Notice of Settlement; and (4) Approval of a Schedule for the Final Settlement
4 Approval Process, Plaintiffs' Memorandum of Points and Authorities in Support thereof, and the
5 proposed Settlement Agreement; along with the files and records of this case, the Court now
6 FINDS, CONCLUDES, and ORDERS as follows:

7 **I. JURISDICTION**

8 This Court has jurisdiction over the subject matter of the litigation and over all parties to
9 this litigation, including all members of the Settlement Class, as defined below.

10 **II. NO DETERMINATION**

11 This Court hereby decrees that neither¹ the Settlement Agreement, nor this preliminary
12 approval order, nor the fact of a settlement, are an admission or concession by the Defendant of
13 any liability or wrongdoing whatsoever.

14 **III. CERTIFICATION OF SETTLEMENT CLASS**

15 1. For settlement purposes, the Parties have proposed conditional certification of the
16 following Settlement Class under Fed. R. Civ. P. 23(a), (b)(2) and (b)(3):

17 All women employed as Financial Advisors in (i) the United States branches of
18 Smith Barney's retail brokerage division at any time from August 30, 2003 through March 1,
19 2008 or (ii) the California branches of Smith Barney's retail brokerage division at any time from
20 June 25, 2003 through March 1, 2008.

21 2. The Settlement Class members allege claims for gender discrimination brought
22 under Title VII of the Civil Rights Act of 1964, 42 U.S.C. §§ 2000e, *et seq.* ("Title VII"), and,
23 with respect to California Class Members, the California Fair Employment and Housing Act, Cal.
24 Gov't Code § 12940 ("FEHA").

25 3. The Court hereby FINDS and CONCLUDES that the Settlement Class set forth
26 above satisfies all of the requirements for certification under Rule 23(a) and Rule 23(b)(2). There

27 ¹ Any references to the Settlement Agreement herein also refer to the Revised Settlement Agreement filed with the
28 Court on April 28, 2008, and any changes to the Settlement Agreement by way of the Revised Settlement Agreement
are incorporated therein.

1 are approximately 2500 Class Members and, thus, joinder is impracticable. The Class Members
2 share common issues of fact and law regarding: (1) whether Smith Barney intentionally
3 discriminated against female Financial Advisors in compensation, business opportunities or other
4 terms and conditions of employment in violation of Title VII and FEHA; or (2) whether Smith
5 Barney's compensation policies caused an adverse impact in violation of Title VII and FEHA.
6 Plaintiffs' claims are typical of those of the classes they represent, since they arise out of the same
7 policies and practices and course of conduct complained of by all Class Members. Plaintiffs are
8 adequate representatives of the classes they seek to represent, since their interests are co-
9 extensive with those of Class Members, and they have retained experienced counsel to represent
10 them. Plaintiffs are seeking meaningful injunctive relief applicable to the class as a whole.
11 Accordingly, the Court hereby CERTIFIES the Settlement Class for purposes of injunctive relief
12 under Rule 23(a) and Rule 23(b)(2).

13 4. The Court also hereby FINDS and CONCLUDES that the Settlement Class
14 described above satisfies all of the requirements for certification under Rule 23(a) and Rule
15 23(b)(3). As discussed in Paragraph 3, above, the requirements of Rule 23(a) – numerosity,
16 commonality, typicality, and adequacy – were satisfied. In addition, the Court finds and
17 concludes that the Settlement Class satisfies the requirements for certification under Rule
18 23(b)(3). Questions of law or fact common to the Class predominate over individualized issues,
19 and a class action is superior to other available methods for the fair and efficient adjudication of
20 the controversy. Because certification of the Class is proposed in the context of a settlement, the
21 Court need not inquire whether the case, if tried as a class action, would present intractable
22 management problems. Accordingly, the Court CERTIFIES the Settlement Class for purposes of
23 monetary relief, under Rules 23(a) and 23(b)(3).

24 **IV. APPOINTMENT OF CLASS REPRESENTATIVES AND CLASS COUNSEL**

25 1. The Court finds that Class Representatives Renee Fassbender Amochaev, Deborah
26 Orlando, Kathryn N. Varner, and Ivy So have claims typical of Class Members and are adequate
27 representatives of Class Members. The Court appoints them to serve as Class Representatives.

28 2. The Court finds that Lieff, Cabraser, Heimann & Bernstein, LLP, Outten &

