

1 Robert J. Nelson (CSB No. 132797)
rnelson@lchb.com
2 LIEFF CABRASER HEIMANN & BERNSTEIN, LLP
275 Battery Street, 29th Floor
3 San Francisco, CA 94111-3339
Telephone: (415) 956-1000
4 Facsimile: (415) 956-1008

5 Juli E. Farris (CSB No. 141716)
jfarris@kellerrohrback.com
6 KELLER ROHRBACK L.L.P.
801 Garden Street, Suite 301
7 Santa Barbara, CA 93101
Telephone: (805) 456-1496
8 Facsimile: (805) 456-1497

9 A. Barry Cappello (CSB No. 037835)
abc@cappellonoel.com
10 CAPPELLO & NOËL LLP
831 State Street
11 Santa Barbara, CA 93101-3227
Telephone: (805)564-2444
12 Facsimile: (805)965-5950

13 *Class Counsel*
14 *(additional counsel listed at signature)*

15 **UNITED STATES DISTRICT COURT**
16 **CENTRAL DISTRICT OF CALIFORNIA**

18 GREY FOX, LLC, et al.

19 Plaintiffs,

20 v.

21 PLAINS ALL AMERICAN
22 PIPELINE, L.P., et al.,

23 Defendants.
24

Case No. 2:16-cv-03157-PSG-JEM

**ORDER GRANTING FINAL
APPROVAL OF PROPOSED
SETTLEMENT**

Date: September 13, 2024

Time: 1:30 p.m.

Judge: Hon. Philip S. Gutierrez

Courtroom: 6A

1 WHEREAS, plaintiffs Grey Fox, LLC, MAZ Properties, Inc., Bean Blossom,
2 LLC, Winter Hawk, LLC, Mark Tautrim, Trustee of the Mark Tautrim Revocable
3 Trust, and Denise McNutt, individually and in their representative capacities
4 (“Class Representatives”), and Defendant Pacific Pipeline Company (“PPC”) and
5 Sable Offshore Corp., as successor by merger of Sable Offshore Holdings LLC and
6 Flame Acquisition Corp. (“Sable,” and collectively with PPC, “Settling Parties”),
7 have reached a proposed settlement of the Class claims, which is embodied in the
8 Settlement Agreement filed with the Court;

9 WHEREAS, on May 1, 2024, an Order Granting Preliminary Approval of
10 Proposed Settlement (“Preliminary Approval Order”) was entered by this Court,
11 preliminarily approving the proposed Settlement of this Action pursuant to the
12 terms of the Settlement Agreement and directing that Notice be given to the
13 members of the Settlement Class;

14 WHEREAS, pursuant to the Settlement Agreement, Class Members have
15 been provided with Notice informing them of the terms of the proposed Settlement
16 and of a Final Approval Hearing to, inter alia: (a) determine whether the proposed
17 Settlement should be finally approved as fair, reasonable, and adequate so that the
18 Final Approval Order and Judgment should be entered; (b) consider any timely
19 objections to this Settlement and the Parties’ responses to such objections; (c) rule
20 on any application for attorneys’ fees and expenses; (d) rule on any application for
21 incentive awards; and (e) determine whether the Plans of Distribution that will be
22 submitted by Class Counsel should be approved;

23 WHEREAS, a Final Approval Hearing was held on September 13, 2024.
24 Prior to the Final Approval Hearing, proof of completion of Notice was filed with
25 the Court, along with declarations of compliance as prescribed in the Preliminary
26 Approval Order. Class Members were adequately notified of their right to appear at
27 the hearing in support of or in opposition to the proposed Settlement, any
28

1 application for attorneys' fees and expenses, any application for incentive awards,
2 and/or the Plans of Distribution submitted by Class Counsel;

3 WHEREAS, no Class Members have filed objections challenging the fairness
4 of the Settlement, indicating a positive reaction from the Classes and further
5 supporting the reasonableness of the Settlement;

6 WHEREAS, the Class Representatives have applied to the Court for final
7 approval of the proposed Settlement of the Action (Dkt. #368), the terms and
8 conditions of which are set forth in the Settlement Agreement;

9 NOW, THEREFORE, the Court having read and considered the Settlement
10 Agreement and accompanying exhibits and the Motion For Final Settlement
11 Approval, having heard any objectors or their counsel appearing at the Final
12 Approval Hearing, having reviewed all of the submissions presented with respect to
13 the proposed Settlement, and having determined that the Settlement is fair,
14 adequate, and reasonable and in the best interests of the Class Members, it is hereby
15 ORDERED, ADJUDGED and DECREED THAT:

16 1. The capitalized terms used in this Order Granting Final Approval of
17 Proposed Settlement have the same meaning as defined in the Settlement
18 Agreement.

19 2. This Court has personal jurisdiction over Plaintiffs, all Settlement
20 Class Members, and the Settling Parties, and the Court has subject matter
21 jurisdiction to approve and enforce this Settlement and Settlement Agreement and
22 all Exhibits thereto.

23 3. The Court finds that the Notice set forth in Article XI of the Settlement
24 Agreement, detailed in the Notice Plan attached to the Declaration of Gina
25 Intrepido-Bowden of JND Legal Administration, and effectuated pursuant to the
26 Preliminary Approval Order: (a) constitutes the best notice practicable under the
27 circumstances of this Action; (b) constitutes due and sufficient notice to the Classes
28 of the terms of the Settlement Agreement and the Final Approval Hearing; and (c)

1 fully complied with the requirements of the Federal Rules of Civil Procedure, the
2 United States Constitution, and any other applicable law, including the Class
3 Action Fairness Act of 2005, 28 U.S.C. § 1715.

4 4. The Court confirms and finally certifies, for settlement purposes only,
5 the Settlement Class, pursuant to Rules 23(b)(3) and 23(e), consisting of

6 All owners of real property, other than those excluded in Paragraph 3.2 of the
7 Agreement, through which Line 901 and/or Line 903 passes pursuant to
8 Right-of-Way Grants, and the owner(s) of APN No. 133-070-004, for which
9 land rights were initially conveyed via condemnation rather than through a
10 Right-of-Way Grant, other than those Persons excluded in Paragraph 3.2.
11 The real property parcels through which Line 901 and/or Line 903 passes, as
12 described above, are set forth in Exhibit A. For avoidance of doubt, the
13 Settlement Class includes the classes and subclass certified by the Court's
14 January 28, 2020, and November 1, 2023 orders in their entirety, as well as
15 any other Persons (if any such other Persons exist) included in the definition
16 in this Paragraph.

17 The following entities and individuals are excluded from the Settlement
18 Class:

- 19 a. Class Counsel;
- 20 b. Settling Parties and Settling Parties' officers, directors,
21 employees, agents, and representatives;
- 22 c. Settling Parties' Affiliates, and Settling Parties' Affiliates'
23 officers, officers, directors, employees, agents, and representatives;
- 24 d. any fossil fuel company;
- 25 e. any government entity or division; and
- 26 f. the judges who have presided over this Action.

27 5. The final Settlement Class also excludes any members of the
28 provisional Settlement Class who submitted a timely and valid exclusion from the
Settlement in accordance with the Court's Order granting preliminary approval of
the Settlement (Dkt. #325).

1 6. Based on the papers filed with the Court and the presentations made to
2 the Court at the hearing, the Court now gives final approval to the Settlement and
3 finds that the Settlement is fair, reasonable, and adequate, and in the best interests
4 of the Settlement Class Members, and treats them equitably relative to one another.
5 The Court has specifically considered the factors relevant to class settlement
6 approval. *See, e.g.*, Fed. R. Civ. P. 23(e); *Churchill Vill., L.L.C. v. Gen. Elec.*, 361
7 F.3d 566 (9th Cir. 2004); *In re Bluetooth Headset Products Liability Litig.*, 654
8 F.3d 935 (9th Cir. 2011).

9 a. Among the factors supporting the Court’s determination
10 are: the significant relief provided to Class Members; the risks of
11 ongoing litigation, trial, and appeal; the risk of maintaining class
12 action status through trial and appeal; the extensive discovery to date;
13 and the positive reaction of Class Members.

14 b. The Court further finds that, for settlement purposes only,
15 the Settlement Class meets the requirements for class certification
16 under Federal Rules of Civil Procedure 23(a) and 23(b)(3).
17 Specifically, the Court finds, for settlement purposes only, that (1) the
18 Settlement Class Members are sufficiently numerous such that joinder
19 is impracticable; (2) there are questions of law and fact common to
20 Settlement Class Members; (3) proposed Settlement Class
21 Representatives’ claims are typical of those of the Settlement Class
22 Members; (4) proposed Settlement Class Representatives and
23 Settlement Class Counsel have fairly and adequately represented the
24 interests of the Settlement Class Members; and (5) the predominance
25 and superiority requirements of Rule 23(b)(3) are satisfied.

26 c. The Court finds that the Settlement was negotiated at
27 arm’s length and was free of collusion. It was negotiated with
28 experienced, adversarial counsel after extensive discovery, and with

1 the aid of neutral, qualified mediators. Further, the attorneys' fees and
2 costs award was the subject of a separate application to the Court.

3 7. The Settlement Agreement and every term and provision thereof are
4 deemed incorporated in this Order and have the full force of an order of this Court.

5 8. Upon the Effective Date, all Class Members, except the ten valid opt
6 out properties, have, by operation of this Order, fully, finally and forever released,
7 relinquished, and discharged the Released Parties pursuant to Article VIII of the
8 Settlement Agreement.¹

9 9. This Final Approval Order, the Settlement Agreement, the Settlement
10 that it reflects, and any and all acts, statements, documents or proceedings relating
11 to the Settlement are not, and must not be construed as, or used as, an admission by
12 or against Defendant or Settling Parties of any fault, wrongdoing, or liability on
13 their part, or of the validity of any claim or of the existence or amount of damages.

14 10. The above-captioned Action is dismissed in its entirety with prejudice.
15 Except as otherwise provided in orders separately entered by this Court on Class
16 Counsel's application for attorneys' fees and expenses, and service awards, and
17 their motion for approval of the Plan of Allocation, the parties will bear their own
18 expenses and attorneys' fees.

19 11. Without affecting the finality of this Order and the accompanying
20 Judgment, the Court reserves jurisdiction over the implementation of the
21 Settlement, including enforcement and administration of the Settlement Agreement,
22 including any releases in connection therewith, and any other matters related or
23 ancillary to the foregoing.

24
25
26
27

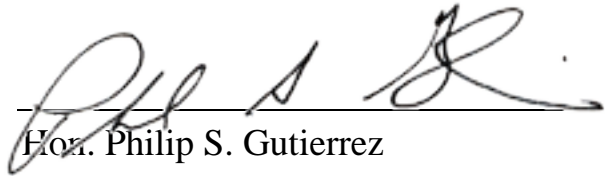
28 ¹ A full and complete list of properties by parcel number that opted out of the Settlement is attached to this Order as Exhibit A.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

12. This order, in conjunction with the orders granting fees, expenses, and services awards, the plan of allocation, and final judgment, close the case.

IT IS SO ORDERED.

DATED: September 17, 2024



Hon. Philip S. Gutierrez

EXHIBIT A

LAS FLORES PIPELINE SYSTEM SETTLEMENT
(USDC CENTRAL DISTRICT OF CALIFORNIA, CASE NO. 16-cv-03157 PSG (JEM))

TIMELY AND VALID EXCLUSIONS

	<u>APN NUMBER</u>	<u>NAME</u>	<u>CITY/STATE</u>	<u>POSTMARK DATE</u>	<u>SIGNATURE TYPE</u>	<u>LAW FIRM SUBMITTING</u>
1.	131-010-026	77 Broad Street LLC	Orange, CA	July 10, 2024	Wet	N/A
2.	131-010-066	77 Broad Street LLC	Orange, CA	July 10, 2024	Wet	N/A
3.	131-030-018	77 Broad Street LLC	Orange, CA	July 10, 2024	Wet	N/A
4.	081-150-002	The Land Trust for Santa Barbara County	Santa Barbara, CA	July 12, 2024	Wet	N/A
5.	081-150-028	The Land Trust for Santa Barbara County	Santa Barbara, CA	July 12, 2024	Wet	N/A
6.	131-200-013	Jack & Shannon Selvidge	Santa Maria, CA	May 29, 2024 [CURED August 13, 2024]	Wet	John Kenneth Dorwin
7.	131-200-002	Barak & Alyssa Moffitt Revocable Trust	Santa Maria, CA	July 12, 2024 [CURED September 11, 2024]	Wet	John Kenneth Dorwin
8.	131-200-003	Barak & Alyssa Moffitt and Lanny Zamora	Santa Maria, CA	July 12, 2024 [CURED September 11, 2024]	Wet	John Kenneth Dorwin
9.	131-200-001	Timothy Bennett	Santa Maria, CA	July 12, 2024 [CURED September 12, 2024]	Wet	N/A
10.	099-400-017	ZACA Preserve, LLC	Los Olivos, CA	July 10, 2024	Wet	N/A