

AUG -9 2024

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
WITHIN AND FOR THE STATE OF OKLAHOMA

FICK WARREN
COURT CLERK

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Case No. CJ-2023-4763

Honorable Judge Brent Dishman

CARMEN JOHNSON, on behalf of herself and her minor children **A.J.** and **H.J.**, **AMY KELLER**, on behalf of herself and her minor children **V.K. (1)** and **V.K. (2)**, **SARA LOVELESS**, on behalf of her minor children **S.L.** and **N.L.**, and **SARAH OSGOOD**, on behalf of herself and her minor child **S.O.**, together on behalf of themselves and all other similarly situated individuals,

Plaintiffs,

v.

PAYCOM PAYROLL, LLC,

Defendant.

PRELIMINARY APPROVAL ORDER

WHEREAS, this Action¹ is a putative class action before this Court;

WHEREAS, Plaintiffs, individually, and on behalf of the proposed Settlement Class, and Paycom Payroll, LLC, ("Paycom") have entered into the Settlement Agreement, which is subject to review and approval by the Court under 12 O.S. § 2023, and which, together with its exhibits, provides for a complete dismissal on the merits and with prejudice of the claims asserted in the Action against Paycom should the Court grant Final

¹ The capitalized terms used herein are defined and have the same meaning as used in the Settlement Agreement unless otherwise stated.

Approval of the Settlement;

WHEREAS, Plaintiffs filed an unopposed motion requesting entry of an order to: (1) conditionally certify the Settlement Class; (2) granting preliminary approval of the Settlement Agreement; (3) appoint Plaintiffs as Class Representatives; (4) appoint William B. Federman and Kennedy M. Brian of Federman & Sherwood as Class Counsel; (5) approve the Notice Program and Notices and direct that Notice be sent to the Settlement Class members; (6) approve the Claim Form and Claims process; (7) order the Settlement's opt-out and objection procedures; (8) appoint the Settlement Administrator; (9) stay all deadlines in the Action pending Final Approval of the Settlement; (10) enjoin and bar all members of the Settlement Class from initiating or continuing in any litigation or asserting any claims against Paycom and the Released Parties arising out of, relating to, or in connection with the Released Claims prior to the Court's decision to grant Final Approval of the Settlement; and (11) set a date for the Final Fairness Hearing; and

WHEREAS, the Court having reviewed the Motion along with the Settlement Agreement and its exhibits and finding that substantial and efficient grounds exist for entering this Preliminary Approval Order granting the relief requested.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. **Settlement Class Certification:** Pursuant to 12 O.S. § 2023(C)(1), the Action is hereby preliminarily certified as a class action on behalf of the following Settlement Class:

All living individuals residing in the United States whose personal information was accessed or acquired in the Data Incident.

The Settlement Class specifically excludes: (i) all Settlement Class Members who timely and validly request exclusion from the Settlement Class; (ii) the Judge assigned to evaluate the fairness of this Settlement; and (iii) any other person found by a court of competent jurisdiction to be guilty under criminal law of initiating, causing, aiding or abetting the criminal activity occurrence of the Data Incident or who pleads nolo contendere to any such charge.

2. **Class Representatives**: The Court approves Plaintiffs Carmen Johnson, Amy Keller, Sara Loveless, and Sarah Osgood as Class Representatives having found them as adequate class representatives.

3. **Class Counsel**: The Court appoints William B. Federman and Kennedy M. Brian from the law firm Federman & Sherwood to serve as Class Counsel. In appointing class counsel, 12 O.S. § 2023(F) requires the Court to consider (1) the work counsel has done in identifying or investigating potential claims in the action; (2) counsel's experience in handling class actions, other complex litigation, and other types of claims asserted in the action; (3) counsel's knowledge of the applicable law; and (4) the resources that counsel will commit to representing the class. The Court may also consider other matter pertinent to counsel's ability to fairly and adequately represent the interest of the class. 12 O.S. § 2023(F)(a)(b). The Court finds that proposed Class Counsel from the law firm of Federman & Sherwood have expended a reasonable amount of time, effort, and expense investigating the Data Incident and that Class Counsel are highly skilled and knowledgeable concerning class action practice.

4. **Settlement Class Findings**: The Court finds, for purposes of settlement

only, that the Settlement Class meets the requirements of 12 O.S. §§ 2023(A) and (B). Joinder of all Class Members in a single proceeding would be impracticable, if not impossible, because of their numbers and dispersion. Common issues exist among Class Members and predominate over questions affecting individual Class Members only: in particular, whether Paycom was negligent regarding its handling of Plaintiffs' personal information. The Class Representatives' claims are typical of, indeed identical to, those of the Class, as the Class Representatives had their private information accessed or acquired in the Data Incident. The Class Representatives and their counsel will fairly and adequately protect the interests of the Class as the Class Representatives have no interests antagonistic to the Class and have retained counsel who are experienced and competent to prosecute this matter on behalf of the Class. Finally, a class settlement is superior to other methods available for a fair resolution of the controversy.

5. **Preliminary Approval of Settlement:** The Court hereby preliminarily approves the settlement, as embodied in the Settlement Agreement, as being fair, reasonable, and adequate and in the best interest of the named Plaintiffs and the Settlement Class, subject to further consideration at the Final Approval Hearing to be conducted as described herein. The Court finds the Settlement meets the considerations set for in 12 O.S. 12 § 2023.

6. **Settlement Administrator:** The Parties are authorized to use Simpluris as the Settlement Administrator to supervise and administer the Notice Program, as well as to administer the Settlement should the Court grant Final Approval.

7. **Approval of Notice Program and Notices:** The Court approves the form

and procedure for disseminating notice of the proposed settlement to the Class as set forth in the Settlement Agreement. The Court finds that the Notice Program: (a) is the best notice practicable under the circumstances; (b) constitutes notice that is reasonably calculated, under the circumstances, to apprise Settlement Class members of the pendency of the Action, the terms of the Settlement, the effect of the proposed Settlement (including the Releases contained therein), and their right to opt-out of or to object to the proposed Settlement and appear at the Final Approval Hearing; (c) constitutes due, adequate, and sufficient notice to all persons entitled to receive notice of the proposed Settlement; and (d) satisfies the requirements of 12 O.S. § 2023, including the Due Process Clause of the United States Constitution, the rules of this Court and all other applicable law and rules. The date and time of the Final Approval Hearing shall be posted on the Settlement Website and included in the Long Form Notice, Postcard Notice, and Publication Notice, respectively, before they are mailed or published.

8. **Claim Form and Claims Process:** The Court approves the Claim Form as set forth in the Settlement, and the Claims process to be implemented by the Settlement Administrator. The Claim Form is straightforward and easy to complete, allowing each Settlement Class Member to elect the alternative Settlement Class Member Benefits, Should the Court grant Final Approval to the Settlement, Settlement Class Members who do not opt-out of the Settlement shall be bound by its terms even if they though do not submit Claims.

9. As set forth in the Settlement Agreement, Paycom shall bear all costs and expenses associated with providing notice to the Class and administering the proposed

settlement.

10. **Dissemination of Notice and Claim Forms:** The Court directs the Settlement Administrator to disseminate the Notices and Claim Form as approved herein. Class Counsel and Paycom's Counsel are hereby authorized to use all reasonable procedures in connection with approval and administration of the Settlement that are not materially inconsistent with this order or the Settlement, including making, without the Court's further approval, minor form or content changes to the Notices and Claim Form they jointly agree are reasonable or necessary.

11. **Objections to the Settlement:** Any member of the Class who intends to object or comment on the request for final approval of the Settlement Agreement or on the Fee Application must, within 60 days after the Notice Deadline, file his or her objection or comment with the Court, and provide copies of the objection or comment to: (1) the Court; and (2) Class Counsel. To state a valid objection to the Settlement, a Class Member must provide the following information: (a) the objector's full name, address, telephone number (if any), and email address (if any); (b) information identifying the objector as a Settlement Class Member; (c) a written statement of all grounds for the objection, accompanied by any legal support the objector cares to submit; (d) the identity of all lawyers (if any) representing the objector; (e) the identity of all of the objector's lawyers (if any) who will appear at the Final Fairness Hearing; (f) a list of all persons who will be called to testify at the Final Fairness Hearing in support of the objection; (g) a statement confirming whether the objector intends to personally appear and/or testify at the Final Fairness Hearing; and (h) the objector's signature or the signature of the objector's duly authorized lawyer or

other duly authorized representative.

12. Any objecting Class Member may appear, in person or by counsel, at the Final Fairness Hearing to show cause why the proposed Settlement should not be approved as fair, adequate and reasonable, or to object to any application of attorneys' fees, Service Awards, and reimbursement of litigation costs and expenses, but only if the Class Member has first filed written objections to the proposed settlement by the deadline set forth in this Order. The objecting Class Member must file and serve on all counsel designated in the Class Notice, a notice of intention to appear at the Final Fairness Hearing ("Notice of Intention to Appear") by the Objection Deadline. The Notice of Intention to Appear must include copies of all papers, exhibits, or other evidence that the objecting Class Members (or his/her counsel) will present to the Court in connection with the Final Fairness Hearing. Any Class Member who does not provide a Notice of Intention to Appear by the deadline set forth in this Order, and who does not file an objection that complies with the requirements set forth in this Order and the Class Notice, will be deemed to have waived any objections to the Settlement and will be barred from speaking or otherwise presenting views at the Final Fairness Hearing.

13. If a Class Member files an objection to the Settlement, Class Counsel or Paycom's Counsel may depose the objector consistent with the Oklahoma Statutes at an agreed upon location and seek to have the objector produce documentary evidence or other tangible things relevant to the objection. An objector's failure to make him or herself available for deposition or to comply with expedited discovery requests may result in the Court striking the objector's objection or otherwise affect that person's substantive rights.

The Court reserves the right to tax the costs of such discovery to the objector or the objector's counsel should it determine that the objection was frivolous and was made for improper purpose.

14. **Opt-Outs from the Settlement Class**: Any Class Member shall have the right to opt out of the Class and the Settlement by sending a written request for exclusion from the Class to the addresses listed in the Notices, postmarked or delivered no later than sixty (60) days after the Notice Date. To be effective, an opt-out request shall state he or she wants to be excluded from the Settlement in the Action and include his or her name, address, and original signature (or the original signature of a person authorized by law, such as a trustee, guardian, or person acting under a power of attorney to act on your behalf with respect to a claim or right such as those in the Action). Any Class Member who does not submit a timely and valid opt-out shall be subject to and bound by the Settlement Agreement and every order or judgment entered concerning the Settlement Agreement.

15. **Termination**: If the Settlement is terminated, not approved, canceled, fails to become effective for any reason, or the Effective Date does not occur, this order shall be come null and void and shall be without prejudice to the rights of Plaintiffs, the Settlement Class members, and Paycom, all of whom shall be restored to their respective positions in the Action as provided in the Agreement.

16. **Stay**: All pretrial proceedings in this Action are stayed and suspended until further order of this Court, except such actions as may be necessary to implement the Settlement and this Preliminary Approval Order.

17. Upon the entry of this order, with the exception of Class Counsel, Paycom's

Counsel, Paycom, and the Class Representatives implementation of the Settlement and the approval process in this Action, all members of the Settlement Class shall be provisionally enjoined and barred from asserting any claims or continuing any litigation against Paycom and the Released Parties arising out of, relating to, or in connection with the Released Claims prior to the Court's decision as to whether to grant Final Approval of the Settlement.

18. **Jurisdiction:** For the benefit of the Settlement Class and to protect this Court's jurisdiction, this Court retains continuing jurisdiction over the Settlement proceedings to ensure the effectuation thereof in accordance with the Settlement preliminarily approved herein and the related orders of this Court.

19. **Final Fairness Hearing:** A hearing on final approval of the Settlement Agreement, an award of fees and expenses to Class Counsel, and a Service Award to the Class Representatives (the "Final Fairness Hearing") shall be held at 9:00, on the 13 day of December, 2024 before the undersigned in Courtroom 215 of the District Court of Oklahoma County, 321 Park Ave., Oklahoma City, OK 73102. At the Final Fairness Hearing, the Court will consider (a) whether the Settlement should be approved as fair, reasonable, and adequate for the class; (b) whether a judgment granting approval of the Settlement and dismissing the lawsuit with prejudice should be entered; and (c) whether Class Counsel's application for attorneys' fees and expenses and Service Award for the Class Representatives should be granted.

20. **Fee Application:** Class Counsel shall file an application for attorneys' fees and costs and Service Award to the Class Representatives ("Fee Application") within forty-five (45) days of the Notice Deadline.

21. **Final Approval:** Counsel for the respective parties shall file memoranda, declarations, and other statements and materials in support of the request for final approval of the parties' Settlement Agreement within forty-five (45) days of the Notice Deadline.

22. The procedures and requirements for filing objections in connection with the Final Fairness Hearing are intended to ensure the efficient administration of justice and the orderly presentation of any Class Member's objection to the Settlement Agreement so as to protect the due process rights of all Class Members.

23. No later than fifteen (15) days before the Final Fairness Hearing the Parties shall file any reply in support of the final approval of the Settlement Agreement, and Class Counsel shall file any reply in support of the Fee Application.

24. The Court reserves the right to adjust the date of the Final Fairness Hearing and related deadlines. If dates are altered, the revised hearing date and deadlines shall be posted on the settlement website referenced in the Class Notice. The parties will not be required to re-send or re-publish class notice.

25. **Schedule:** The Court hereby sets the following schedule of events:

EVENT	DATE
Notice Deadline	30 days after Preliminary Approval
Deadline to File Motion for Final Approval, and Application for Attorneys' Fees, Costs, and Service Award	45 days after the Notice Deadline
Opt-Out Deadline	60 days after the Notice Deadline
Objection Deadline	60 days after the Notice Deadline

Deadline to Respond to Objections	15 days before the Final Fairness Hearing
Deadline to Submit Claim Forms	60 days after the Notice Deadline
Final Approval Hearing	<p>December 13, 2024 at 9:00 a.m./p.m. CT (To be scheduled by the Court at least 75 days after the Notice Deadline)</p>

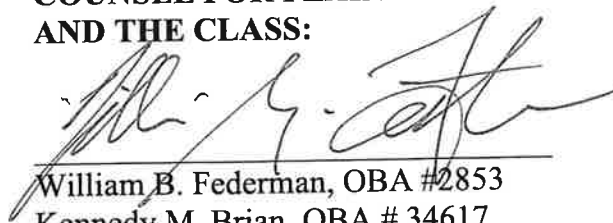
SO ORDERED this 9 day of August, 2024.

C BRENT DISHMAN

HONORABLE C. BRENT DISHMAN

SIGNED AND AGREED TO BY:

**COUNSEL FOR PLAINTIFFS
AND THE CLASS:**



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Oklahoma County
