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UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

KAREN BELLIFEMINE, AMY ZEOLI, MICHELLE POPA, NANCY BEANEY and JENNIFER STORM, Individually and on Behalf of Others Similarly Situated,

PLAINTIFFS,

v.

SANOFLA-AVENTIS U.S. LLC

DEFENDANT.

Case No. 1:07-CV-02207-JGK

CLASS ACTION

USDS SDNY DOCUMENT ELECTRONICALLY FILED DOC #: DATE FILED: 3/24/10

ORDER PRELIMINARILY APPROVING SETTLEMENT

Upon consideration of Plaintiffs' unopposed "Motion for Preliminary Approval of Class Action Settlement and Related Relief," under Rule 23 of the Federal Rules of Civil Procedure, and upon the Court's review of exhibits annexed to such motion, including the Settlement Agreement and exhibits thereto, IT IS HEREBY ORDERED AS FOLLOWS:

- 1. The Court preliminarily approves the Settlement Agreement as being fair, reasonable and adequate, subject to the right of any Class Member to challenge the fairness, reasonableness or adequacy of the Settlement Agreement and to show cause, if any exists, why a final judgment dismissing this case and all released claims and awarding attorneys' fees and expenses to Class Counsel, should not be entered following a Final Fairness Hearing.

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2. The Class is preliminarily certified under Rule 23(b)(3) of the Federal Rules of Civil Procedure as follows:

All female sales force employees employed by sanofi in the United States for at least one day between May 12, 2005 to March 23, 2010, excluding individuals who held management level positions higher than district sales manager, excluding individuals who previously entered into individual releases as part of individual agreements with sanofi up to the final approval date, and excluding individuals who opt out of the settlement on a timely basis.

3. Pursuant to Rule 23(g) of the Federal Rules of Civil Procedure, the Court appoints as Class Counsel, Steven L. Wittels, Esq., Jeremy Heisler, Esq., and David W. Sanford, Esq. of SANFORD WITTELS & HEISLER, LLP to represent the Settlement Class for purposes of the Settlement.

4. The Court hereby approves the substance, form and manner of the Notice of Proposed Class Action Settlement (the "Notice"), including the Claim Form, attached respectively, as Exhibits A and B to the Settlement Agreement. The Parties are directed to mail the Notice and Claim Form to the Class pursuant to the Settlement Agreement following the entry of this Order.

*with the additional changes agreed to by the parties
OK
March 23
2010*

5. In addition to the base pay monetary award that each class member will automatically be entitled to as part of the settlement, based on the terms of the Settlement Agreement, a Class Member shall be entitled to receive an additional monetary award from the "Claim Form Discrimination Survey" under Section 5.1(ii) of the Settlement Agreement if the Class Member submits a Claim Form to the Claims Administrator postmarked within sixty (60) days after the date that the Claim Form was mailed to the Class Member. Claim Forms will be mailed after final approval of the settlement if granted by the Court. The postmark date of the submitted Claim Form shall be the exclusive means of determining whether a Claim Form is timely.

6. Based on the deadlines set forth in the Settlement Agreement, a Final Fairness Hearing ("Settlement Hearing") shall take place on August 3, 2010 at 4 p.m. at the United States District Court for the Southern District of New York, United States Courthouse, 500 Pearl St., New York, NY 10007, (212) 805-0222, before the Honorable John G. Koclitl, to determine whether the proposed settlement of this action on the terms and conditions provided for in the Settlement Agreement is fair, reasonable, and adequate and should be finally approved by the Court pursuant to Rule 23(e) of the Federal Rules of Civil Procedure and whether this action should be dismissed pursuant to the settlement.

7. Class Counsel shall file papers in support of Final Approval of the Settlement Agreement, an application for an award of attorneys' fees and reimbursement of expenses and approval of service payments to Plaintiffs no later than fourteen (14) days before the Final Fairness Hearing.

8. HEFFLER, RADETICH & SAIITA LLP, 1515 Market Street, Suite 1700 Philadelphia, PA 19102 is hereby appointed Claims Administrator and shall perform the duties set forth in the Settlement Agreement.

9. Class Members shall be bound by the judgments in this case unless such Class Members request exclusion from the Settlement Class in a timely and proper manner, as herein provided. A Class Member requesting exclusion shall send a written request for exclusion by mail, postmarked within forty-five (45) days after the postmark date of the Notice, to both (i) the Claims Administrator, and (ii) Class Counsel, at the addresses designated in the Notice. A Class Member must sign the request for exclusion

and state her name, address and telephone number in the request. The request for exclusion shall not be effective unless it provides the required information and is made within the time stated above, or the exclusion is otherwise accepted by the Court.

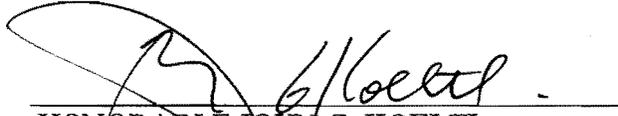
10. The Court will consider objections to the Settlement if such written objections are filed with the Clerk of the Court, United States District Court for the Southern District of New York, 500 Pearl Street, New York, New York 10007, postmarked within thirty-five (35) days after the postmark date of the Notice, and copies of all such objections are mailed and postmarked by the same date to both (i) the Claims Administrator, and (ii) Class Counsel, at the addresses designated in the Notice. Any objection must detail the specific reason for the objection. Class Members who fail to submit objections in the manner specified above shall be deemed to have waived any objections and shall be foreclosed from making any objection to the Settlement Agreement.

11. The Court orders that, pending Final Approval, each member of the Settlement Class is preliminarily enjoined from commencing, prosecuting or maintaining in any court other than this Court any claim, action or other proceeding that challenges or seeks review of or relief from any order, judgment, act, decision or ruling of this Court in connection with this Settlement Agreement.

12. Pursuant to 28 U.S.C. § 1715(a) and (b), Defendant shall serve upon an appropriate State official and Federal official, as defined by 28 U.S.C. § 1715(a), notice of the proposed class action settlement and the materials set forth in 28 U.S.C. § 1715(b). Defendant shall provide both the Court and Plaintiffs' Counsel with proof of such service.

13. As of the date hereof, all discovery and other proceedings in this case are stayed until further order of this Court, except as may be necessary to implement the Settlement Agreement.

IT IS SO ORDERED, this 23 day of March, 2010.



HONORABLE JOHN G. KOELTL
UNITED STATES DISTRICT JUDGE
SOUTHERN DISTRICT OF NEW YORK