

Exhibit C

Preliminary Approval Order

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF LOS ANGELES**

YESHAYAHU MICHAELY, DEAN
MICHAELS, ANDREA PROVENZALE,
STEPHEN BECK, MICHAEL HEMMING,
and ANI GEVSHENIAN, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

BROWNING-FERRIS INDUSTRIES OF
CALIFORNIA, INC., a California
Corporation, and DOES 1-100,

Defendant.

Case No. BC497125

Case assigned for all purposes to:
Honorable Kenneth Freeman, Dept. 310

Complaint Filed: Dec. 11, 2012

Trial Date: Unassigned

PRELIMINARY APPROVAL ORDER

On _____, the Hearing on the Motion of the Plaintiff Class for an Order (1) Granting Preliminary Approval to the Proposed Class Action Settlement and Conditional Certification of the Settlement Class; (2) Approving the Forms and Manner of Notices; (3) Appointing the Class Representatives and Class Counsel; (4) Establishing a Schedule for the Provision of Notice of the Settlement to the Members of the Settlement Class; and, (5) Setting the Final Approval Hearing (Motion for Preliminary Approval) took place.

The Court having read and considered the Motion for Preliminary Approval, the Settlement Agreement, and all other accompanying documents, and good cause appearing, IT IS HEREBY ORDERED:

1. The Fifth Amended Settlement and Release Agreement, and all of its terms and conditions, is preliminarily approved as fair, just, reasonable and adequate, and in the best interests of the Class, subject to further consideration at a Fairness Hearing.

For purposes of settlement only, the Court conditionally certifies the Settlement Class pursuant to California Rule of Court 3.769. Any household that submitted an odor Data Sheet to Plaintiffs' counsel or any housing unit located within the following geographical area:

The **Southern Class Area** is bounded by Westbury Drive from Balboa Boulevard to Jollette Avenue. Proceeding to the North and West along Jollette Avenue to Sesnon. Proceeding Northeast along Sesnon to Constable Avenue (including all homes on either side of Constable Avenue North of Sesnon), proceeding Northeast on Canyon Ridge Lane (including all homes on either side of Canyon Ridge Lane) to Timber Ridge Drive (including the home located at 17080 Timber Ridge Drive), Proceeding Southeast along Timber Ridge Drive (encompassing and including all homes on Mission Tierra Way) to Balboa Boulevard, proceeding south to the point of origin at the intersection of Westbury Drive and Balboa Boulevard.

The **Northern Class Area** includes all Housing Units in the Legends at Cascades community. The community includes five (5) buildings south of Balboa Drive, Nine (9) structures between Balboa Drive and Nicklaus Drive, Seventeen (17) structures encircled by Nicklaus Drive, Six (6) structures to the North of Nicklaus drive, and two (2) structures to the South of Nicklaus drive between Balboa Boulevard and Silver

Oaks Drive.

2. The Court finds that there are questions of law or fact that are common to the Settlement Class and that predominate any individualized questions of law or fact relating to the settlement in that the claims in this case relate to the operation of the Sunshine Canyon Landfill (“SCL”). Because (a) the parties have jointly agreed on improvement measures for the SCL that will help prevent future alleged offsite odors from the landfill and, therefore, will protect the Settlement Class members, and (b) a monetary claims process has been established that allows for a distribution to all Settlement Class Members who file a claim, all members of the Settlement Class thus have a community of interest in this matter, and in the approval of this settlement.

3. The Court finds that the claims of the named Plaintiffs are typical of the claims of the members of the Settlement Class and that they will fairly and adequately protect the interests of the Class. Certification of the Settlement Class is superior to other available methods for the fair and efficient adjudication of the settlement. Accordingly, Yeshayahu Michaely, Dean Michaels, Andrea Provenzale, Stephen Beck, Michael Hemming, and Ani Gevshenian are hereby appointed as Class Representatives; their counsel of record, Liddle & Dubin, P.C. and Arias Sanguinetti Wang & Torrijos LLP, are appointed as counsel for the Settlement Class.

4. The Court finds that, in this case, mailed notice via first class mail is the best practicable method of notice that is reasonably calculated to apprise Class Members of the Settlement Agreement and their rights. Notice will also be provided by publication, hand delivery, targeted internet media campaign, and a postcard reminder notice. The Court also finds that the proposed Class Notice is sufficient to inform Class Members of the terms of the settlement, their rights under the Agreement, including but not limited to their right to object to the settlement and/or receive a settlement share, and the processes for doing so; and the date and location of the final approval hearing. Accordingly, the proposed Notice and notice plan set out in the Settlement Agreement is

approved.

5. The Court approves the form of the Class Notice (Exhibit A to the Agreement), and directs that Class Counsel or the Settlement Administrator shall serve same upon the Settlement Class (by U.S. Mail) within fifteen days of the date of this Order. The Court finds that service of the Class Notice in this manner constitutes the best notice practicable under the circumstances to members of the Settlement Class, and complies fully with the provisions set forth in California Rule of Court 3.769(f), and any and all substantive and procedural due process rights guaranteed by the United States Constitution and any other applicable law. The Court further finds that the Class Notice clearly and concisely informs members of the Settlement Class of their rights and options with respect to the proposed settlement, in plain, easily understood language, in conformance with the requirements of California Rule of Court 3.769(f).

6. Notice will also be published in the Los Angeles Daily News (in the form of Exhibit I to the Agreement) pursuant to the Settlement and Release Agreement. Written notice (in the form of Exhibit A to the Agreement), along with copies of the Settlement and Release Agreement, and the Claim Form shall be posted by Class Counsel on the website www.sunshinecanyonsettlement.com. Notice will also be delivered by hand to the same addresses as will receive notice by mail, and the Settlement Administrator will conduct a targeted internet media notice campaign.

7. As provided for in the Class Notice, members of the Settlement Class shall be afforded the right to either opt out of or object to the final approval of this settlement.

8. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to the members of the Settlement Class. The Final Approval and Fairness Hearing may, from time to time and without further notice to the members of the Settlement Class, be continued by order of the Court.

9. The Fairness Hearing is scheduled herein for [REDACTED] at [REDACTED], at which time the Court will consider the entry of the Final Judgment (Exhibit B to the Agreement).

10. Members of the Settlement Class shall have until 90 days after mailing of the Notice of Proposed Class Settlement to opt out of the Settlement Class. Any Settlement Class member who opts out shall be excluded from the Settlement Class, and shall have no rights under the Agreement. A request for exclusion (opt out request) must be in writing, and state the name and current address of the Settlement Class Member, the address of the location of the Housing Unit(s) in the Class Area, and the following statement: "I WANT TO BE EXCLUDED FROM THE SETTLEMENT IN THE MICHAELY CLASS ACTION LITIGATION." The request must be signed and mailed to the address provided in the Settlement Notice and postmarked (or mailed by overnight delivery) by

[REDACTED].

11. All members of the Settlement Class who do not request exclusion (i.e., to opt out) shall have until 90 days after the mailing of the Notice of Proposed Class Settlement to object to the proposed settlement. The objecting Class Member must state in writing his/her full name, current residence address, and address located in the Class Area where the Class Member was a renter or owner-occupant of a Housing Unit (if different from the current address). The objection must reference "MICHAELY CLASS ACTION LITIGATION." Further, the objection must contain a brief statement of the Class Member's objections, together with any supporting documents. In order for the Court to consider the Class Member's objections, the Class Member must submit them postmarked on or before [REDACTED] to the Settlement Administrator. For planning purposes, the Court would prefer that objectors indicate in their written objections if they plan on attending and speaking at the Fairness Hearing. However, the Court will not prevent people from speaking at the Fairness Hearing solely because prior written notice was not provided. Only members of the Settlement Class shall

have the right to object to the settlement. At any time prior to the Fairness Hearing, Class Counsel and Defendants shall have the right to respond in writing to any objections timely received, and may depose the objecting individual(s) regarding issues related to the objection(s) by that individual or group of individuals.

IT IS SO ORDERED.

Dated: _____

IT IS SO ORDERED

Honorable Kenneth Freeman