

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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ST. CLARE ROSENBERG, WAYNE)
ANDERSON, CHARLES)
WASHINGTON, and EDWARD)
ANDERSON, Individually and on behalf)
of a class of all other persons similarly)
situated,)

Plaintiffs,)

v.)

IKON OFFICE SOLUTIONS, INC.,)

Defendant.)

CIVIL ACTION NO. 05-CV-9131 (PAC)

District Judge: Honorable Paul A. Crotty

PROPOSED ORDER PRELIMINARILY APPROVING THE CLASS SETTLEMENT

WHEREAS, this matter having been opened to the Court by plaintiff ST. CLARE ROSENBERG, ET AL., by SANFORD, WITTELS, & HEISLER, LLP, counsel for plaintiff and the class, by application for an order preliminarily approving the settlement of the above captioned class action pursuant to Rule 23 of the Federal Rules of Civil Procedure, which, together with the settlement agreement and appendices annexed thereto sets forth the terms and conditions for a proposed settlement of the Action; and the Defendant IKON OFFICE SOLUTIONS, INC. (hereafter "IKON") having appeared by its counsel, MORGAN, LEWIS & BOCKIUS LLP and joined in the application;

WHEREAS, the parties and their attorneys have entered into a Settlement Agreement (hereafter "Settlement Agreement") as revised and submitted to the Court dated October 18, 2007, in which the parties have agreed upon a settlement of the Action, subject to the final approval of the Court as to the fairness, reasonableness and adequacy of the Settlement Agreement which, if approved at a fairness hearing, will result in dismissal of the Action with prejudice.

NOW, THEREFORE, upon reviewing the Settlement Agreement, including the appendices attached thereto, and upon reviewing all prior proceedings herein, and upon application of the parties based on the record.

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 the Action and all Released Claims and awarding compensation to Class Counsel, should not be entered after due and adequate notice to the Class and after a hearing on final approval.
2. The Class is preliminarily certified pursuant to the Settlement Agreement as follows:
All African-American individuals employed by IKON Office Solutions, Inc. between January 1, 2001 and December 31, 2005

in the Legal Documents Services ("LDS") or IKON Management Services ("IMS") business units in New York State.

3. A hearing (the "Fairness Hearing") shall be held before this Court on January 22, 2008 at 2:45 p.m., at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007, before the Honorable Paul A. Crotty, to determine whether the proposed Settlement of the Action on the terms and conditions provided for in the Settlement Agreement is fair, reasonable, and adequate and should be approved by the Court pursuant to Fed. R. Civ. P. 23(e); and whether the Judgment as provided in the Settlement should be entered herein.

4. The Court approves, as to form and manner of notice, the Notice of Settlement (the "Notice") and the Claim Form, annexed to the Settlement Agreement. Consistent with Fed. R. Civ. P. 23(c), the Notice will include:

- a) the Settlement Agreement's provisions that a class member may request exclusion from the monetary relief of the settlement within thirty (30) days after the date Notice was mailed,
- b) a provision providing that a class member may object to the proposed settlement, the plan of allocation, attorneys' fees, or service payments within thirty (30) days after the date Notice was mailed,
- c) a provision that, in order to receive payments and to be bound by the Settlement and associated release of claims, a class member must return the claim form to the claims administrator within thirty (30) days after the date Notice and the claim form were mailed,
- d) a provision that the class member may enter an appearance through counsel,
- e) that the class judgment will have a binding effect on class members, and
- f) the date, time, and location of the Fairness Hearing, which will be held after the period for class members to object or opt-out.

The parties are directed to mail such Notice and Claim Form to the Class within thirty (30) days after the Court enters this Order.

5. Pursuant to 28 U.S.C. § 1715(a) and (b), no later than ten (10) business days from October 18, 2007, IKON shall serve upon the United States Attorney General, 950 Pennsylvania Avenue, NW, Washington, DC 20530-0001, and the New York Attorney General, 120 Broadway, New York City, NY 10271-0332, notice of the proposed class action settlement and the materials listed in 28 U.S.C. § 1715(b). IKON shall provide both the Court and plaintiffs' counsel with proof of such service.

6. The Court reserves the right to adjourn the date of the Fairness Hearing without further notice to the Class Members, and retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement Agreement. The Court may approve the Settlement Agreement, with such modifications as may be agreed to by the settling parties, if appropriate, without further notice to the Class.

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

IT IS SO ORDERED:



Hon. Paul A. Crotty
UNITED STATES DISTRICT JUDGE

Dated: October 29, 2007