

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SACRAMENTO**

DEAN A. DOGLIETTO, individually and on behalf of all
others similarly situated,

Plaintiffs,

vs.

AT SYSTEMS WEST, INC., et al.,

Defendants.

Case No. 04AS02796

**NOTICE OF PENDENCY OF CLASS ACTION AND
PROPOSED SETTLEMENT**

TO: All persons employed in the State of California by Defendant AT Systems West, Inc. ("Defendant") as driver/messengers at any time from July 12, 2000 through August 20, 2007. A hearing regarding a proposed settlement of this class action will be held on November 30, 2007 at 9:00 a.m. before the Hon. Shelleyanne W. L. Chang, in Department 54 of the Sacramento County Superior Court, 800 Ninth Street, Sacramento, California, 95814. The hearing will be held to determine whether the proposed settlement is fair, reasonable and adequate. The Court has approved the following Notice for distribution.

INTRODUCTION

1. The purpose of this Notice is to advise you of a class action lawsuit that was filed by Plaintiff Dean A. Doglietto on July 12, 2004, against AT SYSTEMS WEST, INC. ("Defendant") for wage law violations. The Complaint has been amended and plaintiffs Jaime Saenz, Simon Krause, Kenneth Brown, Christopher McBrien and Michael Muller have been added as Class Representatives. The action includes allegations of missed meal and rest periods, wages and overtime for working through meal and rest periods and unfair business practices (the "Lawsuit"). This Notice is to advise you how the Lawsuit and settlement may affect your legal rights and instruct you on the procedure for participating or not participating in the Lawsuit and settlement.

2. The Court has entered an Order certifying this lawsuit as a class action and defined the Class as all persons employed in the State of California by Defendant AT Systems West, Inc. ("Defendant") as driver/messengers at any time from July 12, 2000 through August 20, 2007.

THE SETTLEMENT

3. For settlement purposes only, Defendant shall pay up to \$9,000,000.00 ("Gross Settlement Sum") to settle all claims of Plaintiffs, Class Members and Class Counsel as follows:

(A) Attorney's fees of up to one third (33 1/3 percent) of the Class-wide Settlement (\$3,000,000) plus actual costs not to exceed \$150,000, shall be paid as determined fair and reasonable by the Court, provided that:

(i) in the event that more than one class representative is awarded a service fee, Attorney's fees shall be reduced in an amount equal to the aggregate of the representative service fees awarded above and beyond the first such award; and

(ii) in the event that the Court approves an additional sum in compensation of Mr. Doglietto for his individual claims as set forth in paragraph B below, Attorney's fees shall be reduced in an amount equal to such award.

(B) An award of Eighty Thousand (\$80,000.00) to Class Representative Dean Doglietto in recognition of the individual damages which he claims as a result of the retaliation he alleges to have suffered and which Defendant denies. Such sum shall be subject to Court approval and, if approved, shall be paid from the attorneys' fees awarded pursuant to paragraph 3(A);

(C) Costs of administration of the settlement will be paid, estimated at \$100,000;

(D) Plaintiffs Dean A. Doglietto, Jaime Saenz, Simon Krause, Kenneth Brown, Christopher McBrien and Michael Muller will receive a class representative service award of \$20,000 each or a lesser amount as determined fair and reasonable by the Court. In the event that the Court approves more than one such award, the additional awards so approved shall be paid from the attorneys' fees awarded pursuant to paragraph 3(A);

(E) After the amounts for attorneys' fees, costs, claims administration and Class Representative Service Awards are deducted from the Settlement Fund, the remaining funds ("NET SETTLEMENT SUM") shall be distributed between the Class Members who submit a Claim Form based upon a "Workweek Rate."

DISTRIBUTION FORMULA

4. The Net Settlement Sum shall be divided by the total number of workweeks worked by all class members in the Class Period, to calculate a "Workweek Rate." The workweeks will be calculated by the Claims Administrator for each Class Member by dividing the total days the Class Member was employed by Defendant in California as a non-exempt employee during the Class Period, by seven. Partial workweeks shall not be counted. Upon final approval by the court, each Class Member who submits a Claim Form ("Claimant") shall be paid their Individual Settlement Amount based upon their number of workweeks during the Class Period at the Workweek Rate.¹ Based upon initial estimates, the Workweek Rate is expected to be approximately \$20.89 for each workweek, but may be more or less depending upon the number of workweeks and number of Class Members and the final amounts approved by the Court. Ninety percent (90%) of the individual awards will be treated as wages, with proper withholding of appropriate taxes, and ten percent (10%) will be treated as interest, without withholding. You will receive a W-2 for the wage portion of your individual award and, if applicable, a Form 1099 for the interest portion, and will be responsible for reporting the individual award as income on your income tax return and paying your own taxes. Class Counsel will not advise you on the tax consequences of such payments, and you must contact your tax preparer for advice.

CLAIMS ADMINISTRATOR

5. The settlement will be administered by:

AT SYTEMS WEST, INC. SETTLEMENT
Desmond, Marcello & Amster
P.O. Box 451999
Los Angeles, CA 90045
Tel. (310) 216-1400

PLAINTIFFS AND THEIR COUNSEL SUPPORT THE SETTLEMENT

6. The Plaintiffs' attorneys (Class Counsel) and all current class representatives support this settlement. Among the reasons for their support include the fairness of the settlement terms, the inherent risk of litigation at trial and/or appeal, and the delays associated with litigation.

PROCEDURES FOR CLASS MEMBERS

7. If you were a driver/messenger employee of the Defendant employed in California at any time from July 12, 2000 through August 20, 2007, you will automatically be included in the Class, unless you opt out (i.e., request to be excluded) from the Class in the manner set forth below.

8. If you remain a member of the Class, you will be bound by the Court's Order Approving the Settlement and Judgment. You will receive the monetary award provided for and described in paragraph 4 of this Notice if you are eligible and timely return the Claim Form fully completed. Further, if you remain a member of the Class, you will waive and release all specified past and future California Labor Code and Wage Order claims (except workers compensation claims) and Unfair Competition claims for meal and rest period violations, wages or overtime for working through meal and rest periods, and related interest, penalties and remedies thereon, from July 12, 2000 through August 20, 2007, which were alleged in the Lawsuit.

¹Any portion remaining in the Net Settlement Sum after the payment of timely and valid claims (or for claims otherwise accepted by the parties), and after any deduction for opt-outs as authorized by Class Counsel, shall be distributed as follows: (1) as to any portion of the Net Settlement Sum allocated to claims of Class Members who are employed by Defendant as of August 20, 2007 (or "Employee Class Members") remaining after the payment of timely and valid claims (or for claims otherwise accepted by the parties), such sum shall be redistributed to those Employee Class Members who have submitted timely and valid claims (or claims otherwise accepted by the parties) in proportion to their share of the total eligible workweeks represented by all the timely and valid claims (or claims otherwise accepted by the parties) submitted by Employee Class Members; and (2) As to any portion of the Net Settlement Sum allocated to claims of Class Members who, as of August 20, 2007, had previously separated from their employment with Defendant (or "Former Employee Class Members") remaining after the payment of timely and valid claims (or for claims otherwise accepted by the parties), fifty percent (50%) of such sum shall be redistributed to those Former Employee Class Members who have submitted timely and valid claims (or claims otherwise accepted by the parties) in proportion to their share of the total eligible workweeks represented by all timely and valid claims (or claims otherwise accepted by the parties) submitted all Former Employee Class Members. The remaining fifty percent (50%) of the unclaimed portion of the Net Settlement shall remain the property of Defendant and Defendant shall not be required to apply to the Court for a return of the unpaid residue.

EXCLUSION FROM CLASS ACTION

9. Some Class Members may wish to be excluded from the settlement. If you wish to be excluded from the Class, you must timely prepare a "Request to Opt Out" letter. In the letter, state your name, address, telephone number, Social Security Number and/or Taxpayer ID and state, "I do not wish to participate in the class action settlement and wish to opt out" or similar language. Sign the Opt-Out letter, and mail it, by first class mail, with a postmark dated no later than October 11, 2007 to the Claims Administrator. If you opt-out, you will not be bound by the Court's Order Approving the Settlement and Judgment; you will not be entitled to receive any monetary award under this settlement and you will not waive claims you may have. The parties are prohibited from encouraging you to Opt Out of the Lawsuit.

SHARING IN THE PROCEEDS OF THE SETTLEMENT

10. If you submit a Claim Form, you are eligible for a payment. In order to participate in the recovery and share in the proceeds of the settlement, you must timely return and fully complete the attached Claim Form. The Court has set a deadline of November 10, 2007 for you to send the Claim Form by first class mail to the Claims Administrator. Claim Forms postmarked after this date will not be honored, except in the very limited circumstance that your originally mailed notice was returned by the post office and re-mailed, or your claim form was defective and returned to you for correction. If your Notice and Claim Form was re-mailed, you will have fifteen (15) days from the date of the deficiency notice to correct the deficiencies and re-submit the Claim Form, provided such date is within the sixty (60) day submission deadline, unless there is a showing of good cause for additional time. Even if you believe you may be submitting a Claim Form too late, submit it immediately, as you may still be within the claims submission period or it may be honored in exceptional circumstances for good cause.

ADDITIONAL INFORMATION

11. Your employment status with Defendant is unaffected by your participation or non-participation of this dispute. California law makes it unlawful to retaliate against an employee for asserting a claim for unpaid wages.

12. Your Legal Representation If You Remain in the Lawsuit. If you choose to remain in the Class, the named plaintiffs, through their attorney, will represent your interests. The attorneys are Michael L. Carver, The Law Offices of Michael L. Carver, 1550 Humboldt Rd., Suite 1, Chico, California, 95928 and Lawrence R. Cagney, Westrup Klick, LLP, 444 West Ocean Boulevard, Suite 1614, Long Beach, CA 90802 - 4524.

13. Right to Object to the Settlement. Any class member (who has not opted out) has the right to object to the proposed settlement and may appear personally or through counsel at the hearing and object to the approval of the settlement. In order to be heard or to have papers or briefs considered by the Court, any objecting Class Member must first file, by October 10, 2007, an original and one copy of both the notice of intention to appear and the objections, with the court at:

Sacramento County Superior Court
800 Ninth Street
Sacramento, California, 95814

14. Copies of all documents filed with the Clerk of the court must also be sent to the following counsel:

Class Counsel:

Michael L. Carver
Law Offices of Michael L. Carver
1550 Humboldt Rd, Suite 1
Chico, CA 95928

Lawrence Cagney, Esq.
WESTRUP KLICK, LLP
444 West Ocean Boulevard, Suite 1614
Long Beach, CA 90802 - 4524

Counsel for AT Systems West, Inc.:

Marta Fernandez
Travis M. Gemoets
Jeffer, Mangels, Butler & Marmaro, LLP
1900 Avenue of the Stars
Seventh Floor
Los Angeles, CA 90067-4308

15. Where You Can Obtain Further Information. If you want additional information about this lawsuit and its proceedings, you should contact Class Counsel:

Lawrence Cagney, Esq.
WESTRUP KLINK, LLP
444 West Ocean Boulevard, Suite 1614
Long Beach, CA 90802 – 4524
(888) 268-6884

Do not contact the Court, AT Systems West, Inc., or its counsel about this lawsuit.

PAYMENT PROCEDURES AND RELEASE OF CLAIMS

16. If the Court approves the final settlement and you submit the Claim Form, the settlement payments will be mailed in about ten (10) days following the Effective Date of the settlement or as soon thereafter as practical.

17. As a condition of receiving your settlement payment, you must release AT SYSTEMS WEST, INC., and its past, present, and future parent companies and owners, all subsidiaries, related or affiliated companies, partnerships, shareholders, officers, directors, managers, agents, attorneys, successors and assigns, related entities and all subsidiaries, as well as all current and former officers, directors, shareholders, owners, partners, employees, agents, independent contractors, insurers, attorneys and representatives of these entities (“Released Parties”), and any individual or entity which could be jointly liable with Defendant, from any and all past, present and future claims, administrative or otherwise, actions, causes of action, rights or liabilities, based on, arising out of, or in any way relating or pertaining to the Lawsuit for the time period of July 12, 2000 through the date of August 20, 2007, including but not limited to any and all claims all claims for meal and rest period violations, wages or overtime for working through meal and rest periods, and related interest, penalties and remedies thereon, including without limitation, violation of Labor Code §§203, 218, 226.7, and 512, Business and Professions Code §17200, et seq., during the time period covered by the settlement, (except Workers Compensation claims) and waive Section 1542 of the California Civil Code or any other similar provision under federal, state, or local law, as to the Released Claims, which provides:

“A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.”

18. The Sacramento Superior Court will hold a hearing on November 30, 2007, at 9:00 a.m. in Department 54 of the Sacramento County Superior Court located at 800 Ninth Street, Sacramento, California, 95814, to determine whether the settlement should be finally approved as fair, reasonable, and adequate. The Court also will be asked to approve Class Counsel’s request for attorneys’ fees and costs and the award to be paid to Plaintiffs. The hearing may be continued without further notice to the Settlement Class. **IT IS NOT NECESSARY FOR YOU TO APPEAR AT THIS HEARING** unless you object to the proposed settlement and you have timely filed a notice of intention to appear and an objection with the Court.

19. The above is a summary of the basic terms of the Settlement. The pleadings and other records in this Litigation, including the settlement agreement, may be examined at any time during regular business hours at the Office of the Clerk of the Sacramento County Superior Court, 800 Ninth Street, Sacramento, California, 95814.

You must have a valid Social Security Number or Taxpayer ID number to submit a Claim Form. Please put your Social Security Number on all correspondence to the Claims Administrator.

If you move after receiving this notice, or if it was incorrectly addressed, please provide your correct address to the Claims Administrator, at the address and telephone number listed above, or you may not receive your payment.

PLEASE DO NOT CONTACT THE COURT, AT SYSTEMS WEST, INC. OR ITS COUNSEL FOR INFORMATION ABOUT THIS SETTLEMENT OR THE CLAIM PROCESS.

SUPERIOR COURT OF CALIFORNIA,
COUNTY OF SACRAMENTO