

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEVADA

In re: WAL-MART WAGE AND HOUR EMPLOYMENT PRACTICES LITIGATION, MDL 1735

**NOTICE OF: PROPOSED CLASS ACTION SETTLEMENT AND RELEASE OF CLAIMS;
HEARING TO DETERMINE WHETHER TO APPROVE PROPOSED CLASS SETTLEMENT**

THIS NOTICE IS BEING SENT TO YOU BECAUSE YOU HAVE BEEN IDENTIFIED AS A MEMBER OF A CLASS OF CURRENT OR FORMER WAL-MART HOURLY EMPLOYEES WHO MAY BE ELIGIBLE TO SUBMIT A CLAIM TO RECOVER MONEY AS PART OF A PROPOSED CLASS ACTION SETTLEMENT.

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.
YOUR RIGHTS WILL BE AFFECTED BY THIS SETTLEMENT.**

TO BE ELIGIBLE TO RECEIVE A PAYMENT FROM THE SETTLEMENT, YOU MUST BE A MEMBER OF THE SETTLEMENT CLASS DESCRIBED BELOW, AND YOU MUST SUBMIT ONE OF THE ATTACHED CLAIM FORMS ON OR BEFORE MAY 17, 2010. THE SHORT CLAIM FORM MAY BE SUBMITTED ONLINE OR BY MAIL. THE LONG CLAIM FORM MUST BE MAILED. ALL MAILED CLAIM FORMS MUST BE POSTMARKED ON OR BEFORE MAY 17, 2010.

IF YOU DO NOT WANT TO BE PART OF THIS SETTLEMENT, YOU MUST TAKE THE STEPS DESCRIBED IN PARAGRAPH VI.B BY APRIL 2, 2010 TO REQUEST EXCLUSION. OTHERWISE, YOU WILL BE BOUND BY THE TERMS OF THE SETTLEMENT.

IF YOU HAVE ANY QUESTIONS ABOUT ANY PORTION OF THIS NOTICE, YOU MAY CALL THE CLAIMS ADMINISTRATOR AT 1-800-677-5163, OR YOU MAY VISIT THE SETTLEMENT WEBSITE AT WWW.WALMARTMDL.COM FOR ADDITIONAL INFORMATION.

THE SETTLEMENT CLASS CONSISTS OF: All current and former hourly employees who worked for Wal-Mart in Arkansas or Missouri at a location other than a Wal-Mart store, Supercenter, Neighborhood Market, Sam's Club or Distribution Center at any time from May 18, 2000 up to February 27, 2009. For purposes of this Notice, this Settlement Class shall be referred to as the "Home Office Settlement Class" or the "Settlement Class."

This Notice is given pursuant to the Order of the United States District Court for the District of Nevada to advise you that Wal-Mart has entered into a Proposed Settlement covering this Settlement Class which has been preliminarily approved by the Court and which shall become effective, if at all, upon the Court issuing an Order finally approving the Proposed Settlement, and either the final Order is not appealed, or if appealed, any appeals of the final Order are resolved with no further right of appeal.

I. SUMMARY OF THE CLASS ACTION LITIGATION CLAIMS

Lawsuits consolidated together as In Re: Wal-Mart Wage and Hour Employment Practices Litigation were filed in or transferred to the United States District Court for the District of Nevada (the "Court") for pre-trial proceedings before the Honorable Judge Phillip M. Pro, In Re: Wal-Mart Stores, Inc. Employment Practices Litigation, MDL 1735, Docket No. 2:06-cv-00225-PMP-PAL ("MDL 1735"). On November 2, 2009, the Court granted final approval of a settlement covering claims in MDL 1735 brought on behalf of approximately 3,200,000 current or former hourly-paid employees who worked in thirty states or territories during various time periods ("First Settlement" or "State Settlement Class"). This Notice concerns an additional portion of the settlement which covers claims brought on behalf of approximately 16,000 current and former hourly employees who worked for Wal-Mart in Arkansas or Missouri at a location other than a Wal-Mart store, Supercenter, Neighborhood Market, Sam's Club or Distribution Center at any time from May 18, 2000 up to February 27, 2009 ("Home Office Settlement Class" or "Settlement Class"). The Court preliminarily approved this Home Office Settlement Class on November 2, 2009. By virtue of the Court's preliminary approval order, members of the Home Office Settlement Class are eligible to claim a share in the First Settlement.

Both of the settlements cover claims that Wal-Mart did not pay class members for all time worked and/or did not provide them with full, uninterrupted rest breaks and meal periods. Wal-Mart denies all of these claims and all other allegations of wrongdoing. Wal-Mart maintains that it took reasonable steps to give hourly employees the opportunity to take rest breaks and meal periods and to record all time worked, so that they were properly paid for that time.

If the Proposed Home Office Settlement with Wal-Mart is approved, claims against Wal-Mart on behalf of the members of the Home Office Settlement Class will be dismissed with prejudice. By giving this Notice, the Court is not expressing any opinion regarding the merits of the claims or the defenses of Wal-Mart to those claims. Nothing contained in this Notice should be construed as suggesting the Court's view as to which side might prevail should this matter proceed to trial. If the Proposed Home Office Settlement with Wal-Mart is approved, claims against Wal-Mart on behalf of the members of the Home Office Settlement Class will be dismissed with prejudice. By giving this Notice, the Court is not expressing any opinion regarding the merits of the claims or the defenses of Wal-Mart to those claims. Nothing contained in this Notice should be construed as suggesting the Court's view as to which side might prevail should this matter proceed to trial.

II. CLASS CERTIFICATION

For purposes of this Settlement, the Court entered an Order on November 2, 2009, preliminarily certifying the Home Office Settlement Class pursuant to Rule 23 of the Federal Rules of Civil Procedure, and certifying a collective action pursuant to the Fair Labor Standards Act. In that Order, the Court appointed Clifford Ferguson as Class Representative for the Home Office Settlement Class.

The Court designated the following lawyers as Co-Lead Class Counsel for the Home Office Settlement Class: Robert Bonsignore of Bonsignore and Brewer, and Carolyn Beasley Burton of the Mills Law Firm. The Court also appointed E. Kent Hirsch and Marshall Dale Evans as Class Counsel for the Home Office Settlement Class.

III. THE PROPOSED CLASS SETTLEMENT

Home Office Class Counsel and Wal-Mart agreed to settle claims by the Home Office Settlement Class on the terms set forth in the November 2, 2009 Order, and the terms of the Settlement Agreement as incorporated into that Order. The Court has preliminarily approved this Proposed Home Office Settlement for the purpose of giving this Notice and scheduling a Final Approval Hearing, at which time the Court will decide whether to give final approval to the Proposed Settlement. The basic terms of the Proposed Settlement which the Court is being asked to approve are as follows:

A. Monetary Payments.

1. Members of this Settlement Class shall be eligible to share in the Class Settlement Amount approved by the Court in the First Settlement. That Class Settlement Amount has an aggregate Ceiling of up to \$85,000,000 and a Floor of \$65,000,000 to cover claims by class members from both settlements, Attorneys' Fees and Costs awarded by the Court to all Class Counsel, payments to Class Representatives and other Named Plaintiffs, and the costs of Notice and Administration. Claims by Home Office Settlement Class Members will be paid on a claims-made basis to those Class Members who submit timely and valid Claim Forms in accordance with the instructions in this Notice.
2. Class Member Claims, Attorneys' Fees and Costs, payments to Class Representatives and other Named Plaintiffs and the first \$1,500,000 of the costs of Notice and Administration for the combined Settlements shall be counted against the Floor. In the event that the aggregate total of these amounts for the combined Settlements does not reach the Floor, any remaining funds below the Floor shall be distributed as described in paragraph 3(b) and (c) below, or, if after such distribution any residual up to the Floor still remains, to a charity in accordance with the terms of the Settlement Agreement and shall not be returned to Wal-Mart. If the aggregate total of these amounts for the combined Settlements plus additional reasonable costs of Notice and Administration exceed the Floor but are below the Ceiling, the additional funds up to the Ceiling shall remain with Wal-Mart. In the event that the aggregate total of these amounts plus additional reasonable costs of Notice and Administration exceed the Ceiling, payments of approved Class Member Claims shall be decreased on a pro-rata basis, so that the Ceiling is not exceeded.
3. In order to receive a share of the Class Settlement Amount, you must submit a claim by completing and timely submitting one of two alternative Claim Forms: (a) a Short Claim Form, which provides for an automatic, fixed payment based upon how long you worked as an hourly employee of Wal-Mart in Arkansas or Missouri at a location other than a Wal-Mart store, Supercenter, Neighborhood Market, Sam's Club or Distribution Center at any time from May 18, 2000 up to February 27, 2009, and requires you to verify that you had a qualifying work experience listed on the Short Claim Form; or (b) a Long Claim Form, which provides for a payment amount based upon how long you worked as an hourly employee of Wal-Mart in Arkansas or Missouri at a location other than a Wal-Mart store, Supercenter, Neighborhood Market, Sam's Club or Distribution Center at any time from May 18, 2000 up to February 27, 2009, and your verified answers to questions on the Long Claim Form regarding your work experiences. In order to be eligible to submit a claim, you must have worked as an hourly employee for Wal-Mart in Arkansas or Missouri at a location other than a Wal-Mart store, Supercenter, Neighborhood Market, Sam's Club or Distribution Center at any time from May 18, 2000 up to February 27, 2009.
 - a. You may submit **only one** Claim Form. The Short Claim Form may be submitted online or by mail. The Long Claim Form may only be submitted by mail. All Claim Forms must be sworn to under oath. If you submit a Claim Form by mail, you must provide the last four digits of your Social Security number. If you submit the Short Claim Form online, you must provide your complete Social Security number. The Claim Form you submit may be subject to audit by the Claims Administrator or by Wal-Mart as further described in the Settlement Agreement.
 - b. If you submit a **Short Claim Form** you shall be eligible to recover according to the following schedule for the time during which you worked as an hourly employee in Arkansas or Missouri at a location other than a Wal-Mart store, Supercenter, Neighborhood Market, Sam's Club or Distribution Center at any time from May 18, 2000 up to February 27, 2009:

Under 1 year: \$25	2 to 4 years: \$75
1 to 2 years: \$50	4 years or more: \$100

The above payment schedule could change, and the amount you are eligible to recover could increase or decrease, depending on a variety of factors, including the total number of approved claims, the total amount of Attorneys' Fees and Costs awarded by the Court, the amount of payments to Class Representatives and other Named Plaintiffs approved by the Court, and the cost of Notice and Administration. We cannot predict the likelihood that this will happen or the extent to which your payment may increase or decrease. The maximum payment you could receive is:

Under 1 year: up to \$250	2 to 4 years: up to \$750
1 to 2 years : up to \$500	4 years or more: up to \$1000

- c. Home Office Settlement Class Members who worked between May 18, 2000 and February 27, 2009 for six (6) Pay Periods or less (approximately three months) can only submit a Short Claim Form. Home Office Settlement Class Members who worked more than six (6) Pay Periods between May 18, 2000 and February 27, 2009 have the option of submitting a **Long Claim Form** instead of the Short Claim Form. If you elect to submit a Long Claim Form, the amount you are eligible to recover under the Settlement Agreement will be determined based on the number of Pay Periods you worked and by your answers to the questions in the Long Claim Form concerning your work experience during that time, according to the following schedule:

Three months to 1 year: up to \$50	3 to 5 years: up to \$250
1 to 3 years: up to \$150	5 years or more: up to \$300

The above payment schedule could change, and the amount you are eligible to recover could increase or decrease, depending on a variety of factors, including the total number of approved claims, the total amount of Attorneys' Fees and Costs awarded by the Court, the amount of payments to Class Representatives and other Named Plaintiffs approved by the Court, and the cost of Notice and Administration. We cannot predict the likelihood that this will happen or the extent to which your payment may increase or decrease. The maximum payment you could receive is:

Three months to 1 year: up to \$166.66	3 to 5 years: up to \$833.33
1 to 3 years: up to \$499.99	5 years or more: up to \$1000

Applicable taxes will be deducted from any payment.

Subject to these maximums, the potential payment amount under the Long Claim Form shall be determined based on your answers to questions about your own work experience between May 18, 2000 and February 27, 2009, as follows:

- (i) \$1.25 for each claimed missed or interrupted rest break;
 - (ii) \$5 for each hour of claimed off-the-clock work;
 - (iii) \$2 per claim of being locked in a store after clocking out at the end of a shift;
 - (iv) \$2.50 per claim for insertion of a meal period of 30 minutes; and
 - (v) \$15 per claim of being clocked out 1 or 2 minutes after clocking in.
- d. Retaliation by Wal-Mart against Class Members relating to their submission of a Claim Form or opting out of the Proposed Settlement is unlawful and is strictly prohibited. Your managers and co-workers will not be told if you participated in or excluded yourself from the Proposed Home Office Settlement or about the nature of your participation or non-participation, absent a showing to the Court by Wal-Mart of good cause to disclose such information.
- e. **The Claims Submission Deadline is May 17, 2010.** A completed Short Claim Form may be submitted online at www.walmartmdl.com, on or before the Claims Submission Deadline. If you choose not to submit a Short Claim Form online, or if you choose to submit a Long Claim Form, you may mail your completed Claim Form to the Claims Administrator, postmarked on or before the Claims Submission Deadline. The mailing address for claims is Wal-Mart MDL Claims Administrator, P.O. Box 2204, Faribault, MN 55021-1604.

B. Programmatic Relief.

The Proposed Settlement provides that for a three-year period Wal-Mart will implement and/or continue to utilize the following programs and procedures to ensure that employees receive full, uninterrupted breaks and payment for all time worked:

1. Reasonably feasible technology that aids hourly employees and management in providing employees with the opportunity to eat a meal if they earn a meal period in accordance with applicable state law;
2. Reasonably feasible technology to help prevent management from inserting one-minute or two-minute shifts that are not approved by the hourly employee;
3. Reasonably feasible technology to assure compliance with applicable law governing the treatment of break time as hours worked;
4. Reasonably feasible technology to verify that hourly employees are being provided the opportunity to take legally required meal and rest breaks, and are not being permitted to work off the clock; and
5. Make a Hotline available to hourly employees to report missed rest breaks, missed meal breaks or off-the-clock work, and post a notice in the break room informing employees of the availability of the Hotline.

C. Releases.

Regardless of whether you submit a Claim Form, once the Court enters an Order granting final approval of the Home Office Settlement, **you will be bound by the release of claims contained in the Settlement Agreement, unless you opt out by submitting an Exclusion Letter in the manner and by the deadline set forth below. The release of claims to which you will be bound if you do not opt out is more fully described in the Settlement Agreement and includes certain claims under the Fair Labor Standards Act.**

IV. ATTORNEYS' FEES AND EXPENSES AND PAYMENTS TO CLASS REPRESENTATIVES AND OTHER NAMED PLAINTIFFS

As part of its grant of final approval to the First Settlement, the Court has awarded Class Counsel in the First Settlement attorneys' fees in the amount of \$28,333,050 to compensate Class Counsel for the work performed by Class Counsel in litigating this matter, and also awarded Class Counsel \$515,696.32 in costs and expenses. The Court also authorized incentive awards to the four Class Representatives who were deposed in the amount of \$15,000 each, and awarded the other 39 Class Representatives and the 14 Dismissing Named Plaintiffs \$10,000 each. These awards are made from the Class Settlement Amount and count against the Floor. For this Home Office Settlement, Home Office Class Counsel, E. Kent Hirsch and Marshall Dale Evans, have applied for compensation for the work performed in securing this settlement for the Home Office Settlement Class and reimbursement of their litigation expenses, which shall not in the aggregate exceed \$100,000, and which, if approved, shall be paid from the \$28,333,050 previously awarded by the Court for the work of all class counsel. Class Counsel shall also request an award of \$10,000 to Class Representative Clifford Ferguson, which, if approved, shall be paid from the Class Settlement Amount and shall count against the Floor.

V. FINAL APPROVAL OF THE PROPOSED SETTLEMENT

The Court preliminarily approved the Proposed Home Office Settlement and preliminarily certified the Home Office Settlement Class, pursuant to Rule 23 of the Federal Rules of Civil Procedure and the FLSA, on November 2, 2009. The Court will conduct a hearing on May 7, 2010 at 1:30 p.m. to determine whether to grant final approval of the Proposed Home Office Settlement (the "Final Approval Hearing"). The Final Approval Hearing will be held before the Honorable Phillip M. Pro at the United States District Court, 333 Las Vegas Boulevard South, Las Vegas, Nevada 89101-7065. Without further notice, the Court may adjourn and reconvene the Final Approval Hearing and set it for a different time.

You do not need to appear at the Final Approval Hearing. If you, or your personal attorney, wish to attend the hearing, you may do so at your own expense.

At the Final Approval Hearing, the Court will determine whether the Proposed Home Office Settlement should be given final approval as fair, reasonable, and adequate; determine whether judgment dismissing this Litigation with prejudice should be entered; and determine what amounts to award to Home Office Class Counsel and the Home Office Class Representative. If objections have been filed, the Court will consider them at that time.

If the Court approves the Proposed Home Office Settlement, claims by members of this Settlement Class will be paid from the Class Settlement Amount as soon as practicable after any appeals of such Final Approval Order and the Final Order approving the First Settlement have all been resolved without possibility of further review.

VI. WHAT ARE YOUR OPTIONS AS A HOME OFFICE CLASS MEMBER??

A. You May Remain a Member of the Home Office Settlement Class and Be Eligible to Receive Benefits.

You may remain a Home Office Class Member, in which case you will be bound by the terms of the Proposed Home Office Settlement, including your release of claims, including claims under the Fair Labor Standards Act, as described in the Settlement Agreement. If you wish to submit a claim, you **MUST** submit your completed Short Claim Form online before May 17, 2010, or mail your completed Short or Long Claim Form postmarked on or before May 17, 2010. Regardless of whether you submit a Claim Form, once the Court enters an Order granting final approval of the Home Office Settlement, you will be bound by the release of all Home Office Class Claims, unless you submit an Exclusion Letter in the manner and by the deadlines set forth below.

B. You May Exclude Yourself from the Home Office Settlement Class.

If you do not wish to be a Class Member, you may exclude yourself from this Settlement by sending an Exclusion Letter, as defined below, to the Claims Administrator by April 2, 2010. If you do not comply with these exclusion requirements, you will remain a member of the Settlement Class and be bound by any rulings, decisions, or judgments affecting the Settlement Class, including the release of claims. The Exclusion Letter must include your Social Security number, must be signed by you under oath, and must state the following:

"I do not want to be a member of the Settlement Class in MDL 1735. I understand that I will not be eligible to receive any monetary benefits of the Settlement or to object to the Settlement, and that any claim I wish to pursue against Wal-Mart will be my own responsibility and at my own expense."

C. You May Remain a Member of the Home Office Settlement Class, but Object to the Proposed Home Office Settlement.

You have the right to remain a Class Member, eligible to submit a claim, but still object to the Proposed Settlement and/or the requests for awards of fees, costs or to class representatives in connection with this Settlement, as described above. If you wish to object or comment, you must file a written statement of your objection with the Clerk of the Court, United States District Court for the District of Nevada, Lloyd D. George United States Courthouse, 1st Floor, 333 Las Vegas Boulevard South, Las Vegas, NV 89101-7065, and provide copies of same to Co-Lead Class Counsel, Robert J. Bonsignore, Esq., BONSIGNORE & BREWER, 23 Forest Street, Medford, MA 02155 and Carolyn Beasley Burton, Esq., THE MILLS LAW FIRM, 880 Las Gallinas Avenue, Suite Two, San Rafael, CA 94903; and to counsel for Wal-Mart, Naomi Beer, Esq. of GREENBERG TRAUIG, 1200 17th Street, Suite 2400, Denver, Colorado 80202, on or before April 2, 2010. Your written objection must be signed under penalty of perjury and must contain the following required information:

1. A heading referring to this Litigation;
2. Your name, address, telephone number, and the contact information for any attorney retained by you in connection with the objection or otherwise in connection with the litigation of MDL 1735;
3. The specific location or locations where you worked for Wal-Mart, your position at each location and your dates of employment at each location;
4. A detailed statement of the specific factual and legal basis for each objection, including why you have chosen to object rather than exclude yourself from the Home Office Settlement Class;
5. A statement as to whether you intend to appear at the Final Approval Hearing, either in person or through counsel, and, if through counsel, identifying the counsel by name, address and telephone number;
6. A list of any witnesses you may call at the Final Approval Hearing, together with a brief summary of each witness's expected testimony;
7. A list of and copies of any exhibits which you may seek to use at the Final Approval Hearing;
8. A list of any legal authority you may present at the Final Approval Hearing; and
9. Your signature, executed under penalty of perjury.

Any Home Office Class Member who fails to timely file the required written information will not be permitted to present any objection at the Final Approval Hearing for the Proposed Home Office Settlement, shall be regarded as having waived any right to object to the Proposed Home Office Settlement, and shall be barred from subsequently raising an objection in any proceeding relating to the Home Office Settlement.

VII. CONDITIONS AND CONSEQUENCES OF NON-APPROVAL

If the Court does not enter an Order finally approving this Settlement, or if appellate review of the Court's final approval of this Settlement or the First Settlement results in reversal of such Final Approval Order(s) and no subsequent Final Order approving the Proposed Settlement(s) is entered, then this Proposed Settlement shall become null and void and the Home Office Class Claims will proceed to be litigated as though the parties had never entered into this Settlement.

VIII. SCOPE OF NOTICE AND ADDITIONAL INFORMATION

This Notice contains only a summary of the litigation of the Home Office Class Claims and the Proposed Home Office Settlement. For more detailed information regarding the litigation or the Settlement you are referred to the Claims Administrator or Home Office Class Counsel. You may obtain a copy of the November 2, 2009 Order (and subsequent related Orders) and the Settlement Agreement by contacting the Claims Administrator. You may request information by email or telephone by contacting the Claims Administrator at info@walmartmdl.com, or toll-free at 1-800-677-5163. You may also visit the Settlement Website at www.walmartmdl.com.

If you believe that you are a Home Office Class Member, but did not receive a copy of this Notice by mail, you should contact the Claims Administrator concerning your claim.

PLEASE DO NOT TELEPHONE THE COURT OR THE COURT CLERK'S OFFICE FOR INFORMATION