

NOV 27 2007

Clerk of the Superior Court

By [Signature]
DEPUTY CLERK

1 JEFFREY H. LOWENTHAL (SBN: 111763)
CARLOS A. ALVAREZ (SBN: 143839)
2 STEYER LOWENTHAL BOODROOKAS
ALVAREZ & SMITH LLP
3 One California Street, Third Floor
San Francisco, California 94111
4 Telephone: (415) 421-3400

5 ROBERT W. BIEDERMAN (SBN: 177321)
HUBBARD & BIEDERMAN LLP
6 1717 Main Street, Suite 4700
Dallas, Texas 75201
7 Telephone: (214) 857-6000

8 RICHARD B. PODOLL (pro hac vice)
ROBERT A. KITSMILLER (pro hac vice)
9 PODOLL & PODOLL, P.C.
5619 DTC Parkway, Suite 1100
10 Greenwood Village, Colorado 80111
Telephone: (303) 861-4000

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12 ATTORNEYS FOR THE CLASS

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14 SUPERIOR COURT OF THE STATE OF CALIFORNIA
15 COUNTY OF SAN MATEO
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17 DANIEL C. SILVA AND LARRY)
MATTISON,)
18 Plaintiffs,)
19 vs.)
20 PROVIDENT FUNDING ASSOCIATES,)
21 L.P., PROVIDENT FUNDING GROUP,)
INC., and DOES 1 through 50, inclusive,)
22 Defendants.)
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CASE NO. CIV 443418
[PROPOSED] ^{SL} ORDER GRANTING
PRELIMINARY APPROVAL OF CLASS
SETTLEMENT AND SETTING
SETTLEMENT HEARING

Date: November 16, 2007
Time: 1:30 p.m.
Dept: 7 (Hon. Steven L. Dylina)

1 Plaintiffs and Class Representatives Daniel C. Silva and Larry Mattison (collectively
2 referred to as "Plaintiffs" or "Class Representatives") and Defendants Provident Funding
3 Associates, L.P. and Provident Funding Group, Inc. (collectively "Defendants") Joint Motion
4 for an Order for Preliminary Court Approval Class Settlement, pursuant to California Rule of
5 Court 3.769(c), came on regularly for hearing before this Court on November 16, 2007, at 1:30
6 p.m. in Department 7, the Honorable Steven L. Dylina presiding. Robert W. Biederman of
7 Hubbard & Biederman LLP and Jessica Grannis of Steyer Lowenthal Boodrookas Alvarez &
8 Smith LLP appeared on behalf of Plaintiffs. Neil R. O'Hanlon of Hogan & Hartson LLP
9 appeared on behalf of Defendants.

10 WHEREAS, Plaintiffs brought this action on behalf of a class of certain persons who
11 were assessed late charges alleging violations of Business & Professions Code section 17200
12 ("UCL"), Civil Code section 1750 et seq. ("CLRA"), and breach of contract (including the
13 covenant of good faith).

14 WHEREAS, on August 30, 2006, this Court certified plaintiffs' UCL and CLRA
15 claims ("Class Certification Order") finding that the action met all the prerequisites of
16 California Code of Civil Procedure Sections 382 and 1781, that Plaintiffs and Plaintiffs'
17 Counsel were adequate representatives of the Class as defined therein (the "Class" or "Class
18 Members"), and appointed Plaintiffs as Class Representatives and Plaintiffs' Counsel as Class
19 Counsel.

20 WHEREAS, on July 26, 2007, the Parties reached a settlement, during a mediation
21 before the Honorable William J. Cahill (Ret.) of JAMS, pursuant to which, among other
22 things, eligible Class Members will receive \$1.2 million.

23 WHEREAS, the parties have entered into a Settlement Agreement (the "Settlement
24 Agreement" or "Proposed Settlement").

25 The Court having considered the Parties' Joint Motion, the Memorandum of Points and
26 Authorities, the Declaration of Robert W. Biederman, and good cause appearing therefor,
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1 IT IS HEREBY ORDERED THAT:

2 1. All capitalized terms and definitions used herein have the same meaning as set
3 forth in the Settlement Agreement.

4 2. The Proposed Settlement set forth in the Settlement Agreement is hereby
5 preliminarily approved as being within the range of reasonableness such that notice thereof
6 should be given to the Class Members.

7 3. A hearing (the "Settlement Hearing") shall be held in Department 7 of San
8 Mateo Superior Court on January 28, 2008 at 2:00 p.m., to consider and determine whether the
9 proposed settlement of the Action on the terms set forth in the Settlement Agreement should
10 be approved as fair, reasonable, and adequate and in the best interests of the Class; whether
11 Class' Counsels' attorneys' fees and reimbursement of expenses should be approved; whether
12 the additional compensation to the Class Representatives should be approved; and whether the
13 Final Order and Judgment approving the settlement and dismissing the Action on the merits
14 and with prejudice against the Plaintiffs and all Class Members who have not properly been
15 excluded should be entered, pursuant to California Rule of Court 3.769(h).

16 4. The Notice of Class Action, Proposed Settlement, and Fairness Hearing
17 ("Settlement Class Notice") is attached to the Settlement Agreement as Exhibit A, and is
18 hereby approved as to form.

19 5. The Parties are hereby authorized to administer and supervise the notice plan,
20 as more fully set forth in the Settlement Agreement, as follows:

21 (a) No later than fifty (50) days before the Settlement Hearing, Defendants
22 will cause the Class Action Settlement Administrator to send the Settlement Class Notice by
23 first-class mail, postage prepaid, to each reasonably identifiable Class Member's last known
24 address, pursuant to the provisions of the Settlement Agreement, after a National Change of
25 Address ("NCOA") search has been conducted of the addresses that Defendants have of the
26 Class Members.

27 (b) Defendants will cause the Class Action Settlement Administrator to re-
28 mail any notices returned by the postal service with a forwarding address that are received by

1 Defendants at least 20 days before the Settlement Hearing.

2 (c) No less than seven (7) calendar days prior to the Settlement Hearing,
3 Defendants' Counsel shall serve on Class Counsel and file with the Court proof, by
4 declaration, that the notice requirements as set forth in paragraph 5(a)-(b) of this Order have
5 been completed.

6 6. The Court finds that the Settlement Class Notice to be sent to Class Members
7 regarding the certification of the Class and the Proposed Settlement, including the methods of
8 dissemination to the Class Members in accordance with the terms of this Order and the
9 Settlement Agreement, constitutes the best notice practicable under the circumstances and
10 constitutes valid, due and sufficient notice to all Class Members, complying fully with the
11 requirements of California Code of Civil Procedure Sections 382 and 1781, California Rules
12 of Court 3.766(d)-(e), and 3.769(f), the California and United States Constitutions, and any
13 other applicable law.

14 7. The Court hereby approves Gilardi & Co., LLC as Class Action Settlement
15 Administrator, who shall be responsible for performing the acts specified in the Settlement
16 Agreement and such other acts upon which the Parties may agree.

17 8. Any Class Member who does not, in connection with the Settlement Class
18 Notices, file a valid and timely request for exclusion, will be bound by the Final Order and
19 Judgment, dismissing the Action on the merits and with prejudice.

20 9. Any Class Member may enter an appearance in the Action and/or may seek to
21 intervene in the Action, individually or through counsel of his or her choice and at his or her
22 expense. Class Members who do not enter an appearance and do not exclude themselves from
23 the Class will be represented by Class Counsel. Any Class Member who intends to appear at
24 the Settlement Hearing, with or without counsel, shall file a Notice of Intention to Appear no
25 later than January 8, 2008 and serve Class Counsel and Defendants' Counsel in accordance
26 with the Settlement Class Notice.

27 10. Any Class Member who seeks to be excluded from the Class must send a
28 written request for exclusion by first-class mail, postmarked on or before January 8, 2008 to

1 the Clerk of the Court, c/o Gilardi & Co., P.O. Box 8060, San Rafael, CA 94912-8060. Such
2 Request for Exclusion must contain: (a) the name of this Litigation (*Daniel C. Silva et al. v.*
3 *Provident Funding Associates, L.P. et al.*, No. CIV 443418); (b) the full name and current
4 address of the Class Member; (c) a clear statement of the intention to exclude such as "I wish
5 to be excluded from the Class; (d) the Class Member's Provident loan number; and (e) the
6 signature of the Class Member.

7 11. Objections by a Class Member to: (a) the Proposed Settlement; (b) the
8 proposed payment of fees and reimbursement of expenses to Class Counsel; (c) the proposed
9 payment to Class Representatives; and/or (d) entry of Final Order and Judgment shall be
10 heard, and any papers submitted in support of said objection shall be considered by the Court
11 at the Settlement Hearing only if, on or before January 8, 2008, such objector files with the
12 Clerk of the San Mateo Superior Court: (1) his, her or its objection including the factual basis
13 for such objection, including any evidence the Class Member wants to introduce in support of
14 the objection; (2) if applicable, a statement of his, her or its intention to appear at the
15 Settlement Hearing; (3) the full name, current address, and telephone number of the objecting
16 Class Member; (4) the Class Member's Provident loan number; and (5) the signature of the
17 Class Member. Additionally, for the objection to be considered by the Court the Class Member
18 must serve copies of the foregoing and all other papers in support of such objections
19 (including any briefs or declarations) on counsel for the Parties identified in the Settlement
20 Class Notice. In order to be considered at the Settlement Hearing, all objections must be
21 actually received by the counsel identified in the Class Notice on or before January 8, 2008 .
22 A Class Member need not appear at the Settlement Hearing in order for his, her or its objection
23 to be considered.

24 *ten (10)*
25 12. No later than ~~seven (7)~~ days before the Settlement Hearing, the Parties shall
26 file all papers in support of the Application for Final Approval of the Settlement, the
27 Application for Payment of Attorneys' Fees and Reimbursement of Expenses, Application for
28 Additional Compensation for the Class Representatives and/or any papers in response to any
valid and timely objection with the Court, and shall serve copies of such papers upon each

1 other and upon any Class Member who has complied with the provisions of paragraph 11 of
2 this Order concerning filing objections.

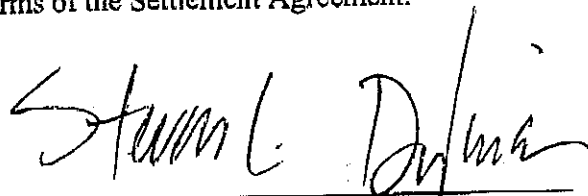
3 13. The Settlement Hearing may, from time to time and without further notice to
4 the Class Members (except those who have filed timely and valid objections), be continued or
5 adjourned by order of the Court.

6 14. All costs incurred in identifying and notifying the Class Member, as well as
7 administering the settlement claims process, shall be paid as set forth in the Settlement
8 Agreement by Defendants. In the event the Settlement Agreement is not approved by the
9 Court, or otherwise fails to become effective, neither the Class Representatives, Class Counsel,
10 nor any member of the Class shall have any obligation to repay the amounts actually and
11 properly disbursed to accomplish such notice and administration.

12 15. Counsel for the Parties are hereby authorized to utilize all reasonable
13 procedures in connection with the administration of the settlement that are not materially
14 inconsistent with either this Order or the terms of the Settlement Agreement.

15 IT IS SO ORDERED.

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17 Date: November 27, 2007

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20 Steven L. Dylina
21 Judge of the Superior Court

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