

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

MARIA BRENNAN,)	
on behalf of herself and all others)	
similarly situated,)	
Plaintiff)	
)	
)	
v.)	Civil Action No. 06-11357-NG
)	
)	
PROGRESSIVE FINANCIAL SERVICES, INC.,)	
Defendant)	

PRELIMINARY APPROVAL ORDER

This matter coming before the Court on the parties’ joint motion for preliminary approval of a Class Settlement Agreement (“Agreement”), the Court after hearing hereby orders:

1. This Order incorporates by reference the definitions set forth in the Class Action Settlement Agreement between the parties (“Agreement”) which has been filed with the parties’ motion for preliminary approval.
2. The Court finds that the proposed settlement is fair and reasonable and grants preliminary approval to said settlement.
3. The Court certifies a class pursuant to Fed. R. Civ. P. 23(b)(3), consisting of:

all Massachusetts residents who called Progressive Financial Services, Inc. in connection with an alleged student loan debt from August 5, 2005 – June 15, 2006.
4. The Court finds that Maria Brennan and Attorney Kenneth D. Quat have fairly

and adequately represented class members. The Court therefore appoints Maria Brennan as Class Representative and Attorney Kenneth D. Quat as Class Counsel.

5. A hearing on the fairness and reasonableness of the Agreement and whether final approval shall be given to it and the requests for fees and expenses by counsel for the class will be held before this Court on 9/27/07, 2007 at 2:30 ~~AM~~/P.M.

6. The Court approves as to form and content the Summary Class Notice and Full Notice of Class Action and Proposed Settlement attached as Exhibits 1 and 2 to this Order. The Court finds that these notices are written in plain English and in a manner calculated to be read and understood by Class Members. The Court further finds that the Full Settlement Notice fairly apprises the Class Members (1), of the pendency of the Litigation, (2) of the material terms of the proposed settlement; (3) of the proposed payment of fees and costs to Class Counsel; (4) of their right to exclude themselves from the Class and the proposed settlement, (5) that any judgment will bind all Class Members who do not request exclusion, and (6) that any Class Member may object to the settlement. The Court further finds that the manner of providing notice is reasonable and constitutes the best practicable means of providing notice under the circumstances.

7. Any person legally entitled to object to the approval of the proposed settlement may appear at the Fairness Hearing and object to the proposed settlement or any part thereof. However, in order to preserve the orderly functioning of the court proceedings and to give fair notice to Plaintiff and Defendants of any such objections, any Class Member who wishes to object to the settlement must file with the Clerk of Court a written objection which contains: (i) a statement of each objection being made; (ii) a detailed description of the facts underlying

each objection; (iii) a description of any legal authorities for each objection; (iv) a statement of whether the objector intends to appear at the Fairness Hearing; (v) a list of witnesses the objector wishes to call at the hearing; (vi) a list of any documents or exhibits which the objector wishes to introduce or discuss at the hearing. Said objection must be filed with the Court, or postmarked, properly addressed to the Court, no later than June 15, 2007. Copies of all objections and related documents must also be concurrently served on both Class Counsel and Defendant's Counsel:

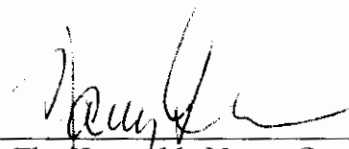
10. All requests for exclusion from the Settlement Class must be in writing and mailed to Class Counsel, postmarked no later than June 15, 2007.

11. No later than three business days prior to the Fairness Hearing, counsel for the parties shall file a joint status report on the number of opt-outs.

12. If the Effective Date does not occur, this Order shall be vacated and shall be without prejudice to the rights of the Parties and purported Class Members, all of whom shall be restored to their respective positions existing immediately before this Court entered this Order. In such event, the Litigation shall proceed as though no settlement class had been certified.

13. Defendant's agreement to the settlement that is hereby preliminarily approved shall not operate as a judicial admission, nor (if final approval is not granted) shall it estop Defendant from opposing both certification and the merits of the case on any grounds, factual, legal, or equitable.

DATE: 5/3/07

ENTER: 
The Honorable Nancy Gertner
United States District Court Judge