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6 Attorneys for Plaintiffs Matthew C. Kilgore,  
 William Bruce Fuller and Kevin Wilhelmy  
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8 **UNITED STATES DISTRICT COURT**  
 9 **NORTHERN DISTRICT OF CALIFORNIA**

11 MATTHEW C. KILGORE, individually and on )  
 behalf of all others similarly situated; )  
 12 WILLIAM BRUCE FULLER, individually and )  
 on behalf of all others similarly situated; )  
 13 KEVIN WILHELMY, individually and on )  
 behalf of all others similarly situated, )

14 Plaintiffs, )

15 v. )

16 KEYBANK NATIONAL ASSOCIATION, a )  
 national banking association organized under )  
 17 the laws of the United States of America and )  
 successor in interest to KEYBANK USA, N.A.; )  
 18 KEY EDUCATION RESOURCES, a division )  
 of KEYBANK, NATIONAL ASSOCIATION; )  
 19 GREAT LAKES EDUCATIONAL LOAN )  
 20 SERVICES, INC., a Wisconsin corporation; )  
 STUDENT LOAN XPRESS, a Delaware )  
 21 corporation; AMERICAN EDUCATION )  
 SERVICES, form of entity unknown; DOES )  
 22 1-25, )

23 Defendants. )

Case No. C08-02958 TEH

**STIPULATION AND ~~[PROPOSED]~~  
 ORDER TO EXTEND TIME TO RESPOND  
 TO COMPLAINT AND TO CONTINUE  
 CASE MANAGEMENT CONFERENCE  
 FOR DEFENDANTS STUDENT LOAN  
 XPRESS, INC. AND AMERICAN  
 EDUCATION SERVICES**

**~~[DECLARATION OF ANDREW A.  
 AUGUST FILED CONCURRENTLY  
 HEREWITH]~~**

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 28 **STIPULATION AND [PROPOSED] ORDER TO EXTEND TIME  
 TO RESPOND TO COMPLAINT AND CONTINUE CMC  
 CASE NO. C08-02958 TEH**

1 WHEREAS, the Second Amended Complaint (“Complaint”) asserts claims on behalf  
2 of a California-only putative class of student-borrowers who were attending a helicopter pilot  
3 training school – Silver State Helicopters (“Silver State”) – when Silver State ceased operations and  
4 filed a voluntary petition for relief under chapter 7 of title 11 of the United States Code, 11 U.S.C.,  
5 § 101 et seq., in the United States District Court for the District of Nevada in February 2008, Case  
6 No. BK-S-08-10936-MKN;

7 WHEREAS, Silver State is not a party to this action, but rather, the Complaint asserts  
8 claims against Defendants who are the holders or servicers of loans taken out by students to finance  
9 their education at Silver State;

10 WHEREAS, the putative class is comprised of two classes: (a) a class of student-  
11 borrowers whose loans are held by Defendant Student Loan Xpress, Inc. (“SLX”) and serviced by  
12 Defendant American Education Services (“AES”) (the “SLX Class”); and (b) a class of student  
13 borrowers whose loans are held by Defendant KeyBank, N.A. (“KeyBank”) and serviced by  
14 Defendant Great Lakes Education Loan Services, Inc. (“Great Lakes”) (the “KeyBank Class”);

15 WHEREAS, this stipulation only relates to the claims brought on behalf of the SLX  
16 Class, and Plaintiffs, KeyBank and Great Lakes continue to litigate their respective claims;

17 WHEREAS, approximately 80% of the putative class members are part of the SLX  
18 Class because the vast majority of the loans at issue in this action are held by SLX and serviced by  
19 AES;

20 WHEREAS, as the Court is aware, this action is one of several actions pending  
21 against SLX arising from the closure and bankruptcy of Silver State, including other putative class  
22 actions pending in the United States District Court for the Middle District of Florida (the “Florida  
23 Action”) and the United States District Court for the District of South Carolina, and a non-class  
24 action now pending in the United States District Court for the Western District of Washington;

25 WHEREAS, in light of the parties efforts to resolve the claims asserted against SLX  
26 and AES through a proposed nationwide class action settlement that would be presented for  
27 preliminary approval to the court in the Florida Action, the parties have filed several stipulations

1 requesting an extension of time for SLX and AES to respond to the Complaint and a continuance of  
2 the Case Management Conference;

3 WHEREAS, the current deadline for SLX and AES to respond to the Complaint is  
4 October 13, 2009, and the Case Management Conference for SLX and AES is currently set for  
5 October 19, 2009 at 1:30 p.m. (see Dkt. 84);

6 WHEREAS, the parties in the Florida Action have completed nearly all of the work  
7 necessary to finalize the proposed nationwide settlement, and thus the parties intend to submit the  
8 proposed nationwide settlement for preliminary approval to the court in the Florida Action within the  
9 next two weeks;

10 WHEREAS, and as the parties have previously advised the Court, the proposed  
11 nationwide settlement of the Florida Action would resolve – and would result in the dismissal of –  
12 the claims asserted against SLX and AES in this Action;

13 WHEREAS, Plaintiffs in this Action, Plaintiffs in the Florida Action, and SLX have  
14 already expended considerable time and resources in their efforts to reach a settlement that is more  
15 than fair, reasonable, and adequate, conserves private and judicial resources, and ensures speedy  
16 relief for the proposed nationwide settlement class; and

17 WHEREAS, this request for a two-week extension will allow the parties to work on  
18 finalizing the proposed nationwide settlement and presenting it for preliminary approval to the court  
19 in the Florida Action, rather than immediately undertake motion practice and other litigation activity;

20 NOW, THEREFORE, IT IS HEREBY STIPULATED by and between Plaintiffs,  
21 SLX and AES, through their respective counsel of record, that SLX and AES shall have up to and  
22 including October 27, 2009 to answer, move, or otherwise respond to the Complaint. The parties  
23 also jointly request that the Case Management Conference for SLX and AES be continued to  
24 November 2, 2009 at 1:30 p.m.

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Dated: October 8, 2009

Respectfully submitted,

**PINNACLE LAW GROUP LLP**

By: /s/ *Andrew A. August*  
Andrew A. August (SBN 112851)  
Attorneys for Plaintiffs

Dated: October 8, 2009

**SIDLEY AUSTIN LLP**

By: /s/ *Robert M. Stone*  
Robert M. Stone (SBN 205365)  
Attorneys for Defendant  
STUDENT LOAN XPRESS, INC.

Dated: October 8, 2009

**MCKENNA LONG & ALDRIDGE LLP**

By: /s/ *Ann G. Grimaldi*  
Ann G. Grimaldi (SBN 160893)  
Attorneys for Defendant  
AMERICAN EDUCATION SERVICES

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**ORDER**

Based on the foregoing stipulation of counsel and good cause appearing therefore, it is  
HEREBY ORDERED that Student Loan Xpress, Inc. ("SLX") and American Education Services  
("AES") shall have up to and including October 27, 2009 to answer, move, or otherwise respond to  
the Complaint. Additionally, the Case Management Conference is hereby continued for SLX and  
AES until November 2, 2009, at 1:30 p.m.

PURSUANT TO STIPULATION OF COUNSEL, IT IS SO ORDERED.

Dated: October 13, 2009

