

Mark R. Thierman, NSB 8285
 THIERMAN LAW FIRM
 7287 Lakeside Drive
 Reno, NV 89511
 Telephone (775) 284-1500
 Leon Greenberg, NSB 8094
 A Professional Corporation
 633 South 4th Street - Suite 4
 Las Vegas, Nevada 89101
 Telephone (702) 383-6085
 Attorneys for Plaintiffs

OGLETREE, DEAKINS, NASH, SMOAK & STEWART, P.C.
 Jeffrey D. Winchester, Esq.
 Nevada Bar No. 10279
 3800 Howard Hughes Parkway, Suite 1100
 Las Vegas, Nevada 89169
 Telephone: (702) 791-7600
 Facsimile: (702) 369-5694

and

TAYLOR ENGLISH DUMA LLP
 Darren T. Horvath, Esq.
 Georgia Bar No. 368205
 Admitted *pro hac vice* (July 23, 2009)

1600 Parkwood Circle, Suite 400
 Atlanta, Georgia 30339
 Telephone: (770) 434-6868
 Facsimile: (770) 434-7376
 Attorneys for Defendants

RICK BRUNTON and MICHAEL LEBER
 individually and on behalf of all others similarly
 situated,

Plaintiffs,

v.

STARPOINT RESORT GROUP, INC. and
 GEOHOLIDAY DEVELOPMENT, LLC, and
 "John Does", name fictitious, actual name and
 number unknown,

Defendants.

Case No.: 09-cv-01101-RLH-PAL

ORDER GRANTING
 PRELIMINARY APPROVAL OF
 CLASS ACTION SETTLEMENT

The Court has before it Plaintiffs' unopposed motion for preliminary approval of a proposed class action settlement ("Settlement"). After reviewing the Motion for Preliminary Approval and the Stipulation and Settlement Agreement of Claims filed with the Court, the Court hereby finds and orders as follows:

1. The Court finds on a preliminary basis that the Settlement memorialized in the Stipulation and Settlement Agreement ("Stipulation") appears to be fair, adequate and reasonable, falls within the range of reasonableness, and therefore meets the requirements for preliminary approval.

2. The Court conditionally certifies for settlement purposes only the following class ("Class"):

All current and former commissions-only frontline timeshare salespeople/sales agents and frontline timeshare "closers" who participated in selling timeshares for the Defendants at Starpoint Resort Group, Inc.'s sales centers in Las Vegas, Nevada, on or after April 15, 2003 except for such persons who are listed on Exhibit "F" hereto

3. The Court finds, for purposes of settlement only, that the Class meets the requirements for certification under Fed. R. Civ. P. 23(a) and 23(b)(3) in that: (1) the Class is so numerous that joinder is impracticable; there are questions of law and fact that are common to all Settlement Class Members, which questions predominate over individual issues; (2) Plaintiffs' claims are typical of the claims of the Class; (3) the Named Plaintiffs and Plaintiffs' counsel will fairly and adequately protect the interests of the Class; and (4) a class action is superior to other available methods for the fair and efficient adjudication of the controversy.

4. The Court appoints for settlement purposes only, Named Plaintiffs Michael Leber and Rick Brunton, as class representatives for the Class.

5. The Court appoints for settlement purposes only, Mark Thierman of the

Thierman Law Firm and Leon Greenberg of Leon Greenberg Professional Corporation as counsel for the Class.

6. The Court appoints Rust Consulting as the Settlement Administrator.

7. The parties are ordered to carry out the settlement according to the terms of the Stipulation.

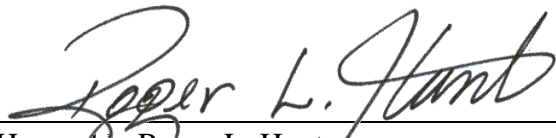
8. The Court orders the following schedule of dates for further proceedings:

- a. Deadline for serving and filing Motion for Final Approval: May 20, 2011.
- b. Final Approval Hearing: June 23, 2011 at 9:00 a.m., Courtroom 6C.

9. The Court approves, as to the form and content, the Notice of Class Action Settlement (“Notice”), attached hereto as Exhibit A, which informs the members of the Class of the terms of the proposed Settlement, the preliminary approval of the Settlement, and the scheduling of the Final Approval Hearing, and the Claim Forms attached hereto as Exhibits B through E. The Court finds that the dates selected for the mailing and distribution of the Notice and Claim Form meet the requirements of due process and provide the best notice practicable under the circumstances and shall constitute due and sufficient notice to all persons entitled thereto.

IT IS SO ORDERED.

Dated: March 8, 2011



Honorable Roger L. Hunt
UNITED STATES DISTRICT COURT JUDGE