

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

VANESSA WILLIAMS and KORY TURNER,
individually and on behalf of all persons similarly
situated,

Plaintiffs,

vs.

EQUITABLE ACCEPTANCE CORPORATION,
SLF CENTER, LLC, INTEGRA STUDENT
SOLUTIONS, LLC, JEFFREY D. HENN, and
TERESA HENN,

Defendants.

No. 18-CV-07537 (NRB)

**ORDER GRANTING PRELIMINARY
APPROVAL OF CLASS
SETTLEMENT, PROVISIONALLY
CERTIFYING A SETTLEMENT
CLASS, DIRECTING NOTICE TO
CLASS MEMBERS, APPOINTING
CLASS ADMINISTRATOR, AND
SETTING FAIRNESS HEARING**

NAOMI REICE BUCHWALD, United States District Judge:

This matter comes before the Court on the motion of Plaintiffs Vanessa Williams and Kory Turner (together, “Named Plaintiffs”), on behalf of themselves and putative class members, with the consent of Defendants Equitable Acceptance Corporation (“EAC”) and Jeffrey Henn (collectively, “Defendants”), for preliminary approval of the Stipulation of Settlement as to All Claims Against All Defendants, dated February 18, 2021 (the “Settlement Agreement”), and related relief. The Court has reviewed the Settlement Agreement and the documents submitted by the parties in support thereof, and good cause appearing,

NOW IT IS HEREBY ORDERED AS FOLLOWS:

1. Definitions. For the purposes of this Order, the Court adopts by reference the definitions set forth in the “Definitions” section of the Settlement Agreement.
2. Certification of the Class. The Court provisionally finds that this class meets the requirements set forth in Rules 23(b)(2) and 23(b)(3), and hereby:

- (a) Provisionally certifies under both Fed. R. Civ. P. 23(b)(2) and 23(b)(3), for settlement purposes only, pending a Fairness Hearing and further order of the Court, a class consisting of “All individuals who obtained a Credit Plan from EAC to finance student loan assistance services”;
 - (b) For the purposes of the proposed settlement, the Court approves Vanessa Williams and Kory Turner as the Named Plaintiffs and class representatives; and
 - (c) For the purposes of the proposed settlement, appoints the New York Legal Assistance Group and Quinn Emanuel Urquhart & Sullivan, LLP as Class Counsel pursuant to Federal Rule of Civil Procedure 23(g).
3. Preliminary Approval: The Court preliminarily approves the proposed settlement as set forth in the Settlement Agreement as being sufficiently fair, reasonable, and adequate to the Class, and finds that it is the result of intensive, arms-length negotiations between experienced attorneys familiar with the legal and factual issues of this case. Specifically, the Court finds that:
- (a) The payment of a Settlement Amount of \$1,000,000 is provisionally found to be fair, reasonable, and adequate;
 - (b) The non-monetary relief provided for in the Settlement Agreement, under which EAC has ceased all collections on the Credit Plans, is prohibited from selling and issuing Credit Plans in the future, will request that each Credit Reporting Agency to which a Credit Plan was reported by EAC delete the Credit Plan from the Class Member’s credit reporting file, and will cooperate with Class Members in disputes with Dealers, is

provisionally found to be fair, reasonable, and adequate, and provides valuable relief to the Class;

- (c) The Allocation Plan submitted by Class Counsel provides for distribution of the Settlement Amount in a manner that is fair, reasonable, and adequate;
- (d) The anticipated payment to Class Counsel of attorneys' fees and expenses in the approximate amount of \$162,500 is provisionally found to be fair and reasonable, considering the work performed by Class Counsel in litigating the Action and that at least 75% of the settlement fund will be distributed directly to Class Members;
- (e) Defendants are to contribute \$500,000, the first half of the Settlement Amount, to the Class Settlement Account through the Class Administrator within ten (10) business days of the Court's entry of this Order;
- (f) Defendants are to contribute \$500,000, the second half of the Settlement Amount, to the Class Settlement Account through the Class Administrator no later than ten (10) business days preceding the Fairness Hearing;
- (g) Defendants are to contribute a sum equal to twice the gross amount of any payment made by a Class Member to EAC after February 12, 2021 that was not timely returned by EAC to the Class Member, and shall contribute this amount to the Class Settlement Account through the Class Administrator on the later of ten (10) days preceding Fairness Hearing or within ten (10) days of incurring the payment obligation; and

- (h) The Service Award payments of \$3000 to each Named Plaintiff to account for their roles in litigating the Action are provisionally found to be fair, reasonable and adequate.
- 4. Class Administrator: The Court appoints Atticus Administration, LLC to serve as the Class Administrator, and approves the payment of all Administration Expenses from the Class Settlement Account.
- 5. Class Notice: The Court approves the form and content of the Individual Notices:
 - (a) The Court finds that the Individual Notices will fully and accurately inform potential Class Members of all material elements of the proposed settlement, the right to be excluded from the Class, and the right to object to the settlement.
 - (b) No later than sixty (60) days prior to the Objection, Exclusion, and Claim Submission Deadline, the Class Administrator shall distribute the Individual Notices to all potential Class Members. The Class Administrator shall cause a website to be established and post a copy of the Individual Notice on the website by no later than the date on which the Individual Notices begin to be sent out.
 - (c) The Court finds that the following plan to distribute notice provides the best notice practicable under the circumstances, constitutes due and sufficient notice to the Class, and complies with the requirements set forth under Federal Rule of Civil Procedure 23 and any other applicable law. The Court expressly authorizes the following methods of notice: the Class Administrator will distribute the Individual Notice to all Class Members

by email, linking to an electronic Claim Form (for Compensation Class Members only); for each Compensation Class Member who has not submitted a Claim Form, a reminder email will be sent no less than forty-five (45) days before the Objection, Exclusion, and Claim Submission Deadline; a text message reminder will then be sent to some or all Compensation Class Members who have not submitted Claim Forms; and, finally, a post card notice will be sent by first-class-mail not later than twenty-one (21) days prior to the Objection, Exclusion, and Claim Submission Deadline, to any Class Member for whom the email notice is returned as undeliverable, as well as to any Compensation Class Member who did not open either of the notice emails sent;

- (d) The Defendants will provide notice to the appropriate federal and state officials as required by the Class Action Fairness Act;
- (e) Class Counsel and the Class Administrator may make any amendments to or modifications to the Individual Notices and the Allocation Plan without notice to or approval by the Court so long as such changes are not materially inconsistent with this Order and do not materially limit the rights of potential Class Members.

6. Objections to Settlement: A Class Member who wishes to object to the fairness, reasonableness or adequacy of the proposed settlement may do so by filing an objection as set forth below:

- (a) A Class Member who wishes to object must submit to the Class Administrator a written statement of reasons, including any legal support

or evidentiary support, for his or her objection, postmarked or electronically submitted no later than the Objection, Exclusion, and Claim Submission Deadline.

- (b) The Objection, Exclusion, and Claim Submission Deadline shall be **July 13, 2021** (twenty-one (21) days before the scheduled date of the Fairness Hearing.)
- (c) An objection must include the name, title, and docket number of the Action, as well as the full name, address, telephone number, email address if available, and signature (including electronic signature) of the Class Member.
- (d) Objectors who intend to speak at the Fairness Hearing should advise the Class Administrator in their written objection. If an Objector retains counsel to appear on his or her behalf at the Fairness Hearing, such counsel must file with the Court and serve on Defendants' Counsel and Class Counsel a notice of intention to appear, which must be received on or before the Objection, Exclusion, and Claim Submission Deadline.
- (e) The Class Administrator shall promptly send a copy of each objection it receives to Defendants' Counsel and Class Counsel by email and in no event later than ten (10) business days before the scheduled date of the Fairness Hearing.
- (f) Any Class Member who does not submit a valid and timely objection shall be deemed to have waived and forfeited any and all rights that he or she

may have to object and shall be barred from making any objection to the fairness, reasonableness or adequacy of the proposed settlement.

7. Requests for Exclusion: Any Class Member may seek to exclude himself or herself from the Settlement Agreement. Any Class Member so excluded shall no longer be a member of the Class, shall not be bound by the Settlement Agreement, and shall not be entitled to any of its benefits.

- (a) A Class Member who wishes to be excluded from the Class must send to the Class Administrator a request for exclusion postmarked or electronically submitted no later than the Objection, Exclusion, and Claim Submission Deadline.
- (b) A valid request for exclusion must be in writing, and must contain the information described in ¶ 6(c).
- (c) The Class Administrator shall promptly send a copy of each request for exclusion it receives to Defendants' Counsel and Class Counsel by email and in no event later than ten (10) business days before the scheduled date of the Fairness Hearing.
- (d) Any Class Member who does not timely submit a valid request for exclusion shall be deemed a Class Member and shall be bound by the terms of the Settlement Agreement as well as the Final Approval Order.

8. Claim Submission: Any Class Member seeking a distribution from the Class Settlement Account must send or electronically submit a Claim Form to the Class Administrator postmarked no later than the Objection, Exclusion, and Claim Submission Deadline. Class Counsel reserves the right to allow any Class Member who submit a Claim Form after the

Objection, Exclusion, and Claim Submission Deadline to receive a distribution from the Class Settlement Account.

9. Fairness Hearing: A Final Approval and Fairness Hearing will be held on **August 3, 2021** at **11:30 a.m.**, at which time the Court will determine whether to grant final approval of the Settlement Agreement as fair, reasonable, adequate, and in the best interests of the Class, and whether to enter the Final Approval Order. The Fairness Hearing will be held virtually, via telephone conference.

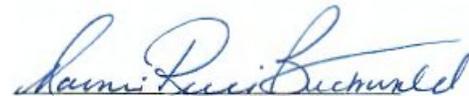
- (a) Any Class Member who wishes to speak at the Fairness Hearing to object to the Settlement must submit a written objection in accordance with ¶ 6. Any Class Member who wishes to speak at the Fairness Hearing for any other reason must notify the Class Administrator at least seven (7) days before the Fairness Hearing with an explanation of what the Class Member wishes to say. Such speakers will be permitted at the discretion of the Court.
- (b) Any Class Member may listen to the Fairness Hearing without signing up in advance. The Court will make dial-in information for the Fairness Hearing available via ECF no later than 24 hours before the Fairness Hearing. Class Counsel **will** post this information on the settlement website and provide it to the Class Administrator.
- (c) Papers in support of a motion for entry of the Final Approval Order and the petition for attorneys' fees shall be filed with the Court on or before **July 2, 2021**. Any responses to objections to the proposed Settlement Agreement or the petition for attorney's fees, and any further papers in

support of the motion for entry of the Final Approval Order or the petition for attorneys' fees, shall be filed with the Court on or before **July 27, 2021**.

10. Termination: This Order shall terminate in the event that the Court denies the motion to enter the Final Approval Order following the Fairness Hearing, or the Settlement Agreement is rejected by the mandate of an appellate court. In such event, the Settlement Agreement shall be null and void and shall have no force or effect, no Settling Party shall be bound by any of its terms, all Settling Parties and Class Members shall be restored to their respective positions existing immediately before the Execution Date, and any order entered by the Court in accordance with the Settlement Agreement shall be treated as vacated.

SO ORDERED.

Dated: April 27, 2021
New York, New York



NAOMI REICE BUCHWALD
UNITED STATES DISTRICT JUDGE