

**IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS  
COUNTY DEPARTMENT, CHANCERY DIVISION**

DEMBO TRAVEL	)	
CONSULTANTS, INC.,	)	
on behalf of itself and all	)	
others similarly situated,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	No. 03 CH 20187
	)	
PCS INTERNATIONAL, LTD.	)	Judge McGann
	)	
Defendant.	)	
	)	

**PRELIMINARY APPROVAL ORDER OF THE CLASS ACTION SETTLEMENT**

This matter comes before the Court on the joint request (the “Joint Motion”) of Dembo Travel Consultants, Inc., and a class of persons similarly situated (“Plaintiff”), on the one hand, and PCS International, Ltd. (“PCS”), on the other, collectively, the “Parties,” for preliminary approval of the Class Action Settlement Agreement (the “Agreement”), dated August 20, 2008. The Court has reviewed the Agreement, the Joint Motion and its attached exhibits and, good cause appearing,

IT IS HEREBY ORDERED AS FOLLOWS:

Definitions. For the purposes of this Order, the Court adopts by reference the definitions set forth in the Definitions section and throughout the Class Action Settlement Agreement, which is attached to the Joint Motion as Exhibit 1.

Preliminary Approval. The Court preliminarily approves the Settlement of the Action as set forth in the Agreement and Exhibits to the Parties’ Joint Motion as being fair, reasonable, and adequate. Specifically, this Court finds that the establishment of a Settlement Fund of \$600,000.00, to be distributed as follows, is fair and reasonable in settlement of disputed claims:

- (A) For its role in the litigation, as well as for settlement of its individual claims, Class Representative Dembo Travel Consultants, Inc. shall receive payment of \$5,000.00 from the Settlement Fund;
- (B) Class counsel shall receive payment of 25% of the Settlement Fund, or \$150,000.00, which amount shall be paid from the Settlement Fund;
- (C) After the amounts to the Class Representative and class counsel, plus the costs of notice and class administration, are deducted from the Settlement Fund, each Class Member who submits a claim form shall receive a *pro rata* share of the money remaining in the Settlement Fund, in the form of a check not to exceed \$500.00; and
- (D) To the extent any money remains in the Settlement Fund after the distribution of (A) through (C) above, those remaining funds shall revert to Defendant PCS.

If the above Settlement is not given final approval for any reason or in any way, or the Effective Date does not occur, or if the Agreement is rescinded and terminated, the Parties shall be restored to their respective positions in the Action as of the approximate date prior to which the agreement-in-principle to settle the Action was reached. In such event, the terms and provisions of the Agreement shall have no further force and effect with respect to the Parties, shall be deemed to be without prejudice in any way to the position of the Parties with respect to this Action or any other action, and shall not be used in the Action or in any other proceeding for any purpose, except as provided in the Agreement or herein.

The Settlement reached applies to the following class of persons, which has been certified for settlement purposes and meets the requirements of 735 ILL. COMP. STAT. 5/2-801:

All persons with Illinois telephone fax numbers who, on or after a date four years prior to the filing of this action (December 2, 2003), were sent advertising faxes by PCS International, Ltd. and with respect to whom PCS International, Ltd. cannot provide evidence of prior express permission or consent for the sending of such faxes.

Final Approval Fairness Hearing. A Final Approval Fairness Hearing will be held on November 5, 2008, at 10:30 a.m., at which time the Court will finally determine whether the Settlement of the Action should be finally approved as fair, reasonable, and adequate and

whether the Judgment and Order of Dismissal with Prejudice (the “Final Order”) should be entered. The Court may adjourn or continue the Fairness Hearing without further notice to the Settlement Class.

Form and Content of Notice. The Court approves, as to form and content, for fax distribution and publication, the forms of notice attached as Group Exhibit 3 to the Joint Motion for Preliminary Approval, to be issued in accordance with the parties’ Settlement Agreement.

Best Practicable Notice. The Court finds that dissemination of the Notice in the manner described in the parties’ Settlement Agreement and the submitted Certifications constitutes the best notice practicable under the circumstances and complies fully with 735 ILL. COMP. STAT. 5/2-803, any and all substantive and procedural due process rights guaranteed by the Constitutions of the United States and the State of Illinois, and any other applicable law. No further notice to the class is required. The Court also finds that transmission of the Notice by facsimile does not constitute a violation of the Telephone Consumer Protection Act, 47 U.S.C. § 227(b)(1)(C), or any similar state statute.

Requests for Exclusion. Any Class Member may seek to be excluded from the Settlement. Any Class Member so excluded shall not be bound by the Settlement and shall not be entitled to any of its benefits. To be effective, a request for exclusion must be sent to the Settlement Administrator, First Class, Inc., and be received by October 20, 2008. The request for exclusion must include the class member’s full name, address, and fax number, must refer to the name and number of the case, and state words to the effect of: “I want to be excluded from the Settlement in *Dembo v. PCS*” The Settlement Administrator shall provide copies of any and all requests for exclusion to Class Counsel and PCS’s Counsel and, no later than 5 days before the Fairness Hearing, Class Counsel shall file and serve a list of all individuals or entities who timely and effectively request exclusion.

Objections. Any Class Member who objects to the Settlement shall have a right to appear and be heard at the Fairness Hearing provided that such Person files with the Court and delivers to Class Counsel and Defendant's Counsel a written notice of objection no later than 14 days before the Settlement Hearing. Any Person who objects to the Settlement must file a statement of reasons as to why he or she is objecting to the settlement, of no more than 15 pages, with the Clerk of the Court. Class Counsel and Defendant's Counsel may, but need not, respond to the objections, if any, by means of a memorandum of law of no more than 15 pages filed and served no later than 3 days prior to the Settlement Hearing. The manner in which a notice of objection should be prepared, filed, and delivered shall be stated in detail in the Notice. Only Class Members who have filed and delivered valid and timely written notices of objection will be entitled to be heard at the Fairness Hearing, unless the Court orders otherwise. Any Class Member who does not make his or her objection in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the Settlement unless otherwise ordered by the Court.

Defendant's Denial of Liability. The Court notes that PCS denies any liability to Plaintiff or to the Class for any matter whatsoever and makes no admission by entering into a settlement or by agreeing to this Order. Without conceding any infirmity in its defenses, and while continuing to deny all allegations of liability, PCS considers it desirable that the Plaintiff's Action against PCS be dismissed with prejudice and that the claims against PCS be released, on the terms set forth herein, in order to avoid further expense, dispose of burdensome and protracted litigation and to put to rest all claims which have or could have been asserted against PCS arising from the acts, transactions, or occurrences alleged in the Action.

Extension of Deadlines. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to the Class.

Deadline for Opt-Outs. To be legally effective, all requests for exclusion described above, must be received on or before October 20, 2008.

Deadline for Objections. Class Member Objections, as described above, must be delivered to Class Counsel and PCS's Counsel and filed with the Court on or before October 20, 2008.

Deadline for Submitting Claim Forms. Class members who wish to receive their monetary share of the settlement distribution must send in a claim form, which must be received by the Settlement Administrator on or before October 20, 2008.

SO ORDERED this \_\_\_\_ day of \_\_\_\_\_

**ENTERED**  
JUDGE PATRICK MCGANN-1510  
AUG 22 2008  
DOROTHY BROWN  
CLERK OF THE CIRCUIT COURT  
OF COOK COUNTY, ILL.  
DEPUTY CLERK