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**LOS ANGELES
SUPERIOR COURT**

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9 Message Services

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11 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
12 **FOR THE COUNTY OF LOS ANGELES**

13 GRANT R. OPPERMAN, et al., as
14 individuals, and on behalf of all others
15 similarly situated and the general public,

16 Plaintiffs,

17 vs.

18 CELLCO PARTNERSHIP d/b/a
19 VERIZON WIRELESS, a Delaware
20 Partnership, VERIZON WIRELESS
21 MESSAGING SERVICES, a Delaware
22 Corporation, and DOES 1 through 20,
23 inclusive,

24 Defendants.

CASE NO. BC 326764

CLASS ACTION – Assigned to Honorable
Robert Hess, Dept. 24 for All Proceedings

**[REVISED PROPOSED] ORDER RE:
PRELIMINARY APPROVAL OF
PROPOSED CLASS ACTION
SETTLEMENT**

25 WHEREAS, the Plaintiffs and Class Representatives Grant R. Opperman, Timothy
26 A. Davis, Amy Blumenfield, Alan C. Ivar, Michael Nunberg, Howard Zhao, Joshua A. Kaner,
27 John Christian Vinci, and Sunil Kamath, and Defendants Cellco Partners doing business as
28 Verizon Wireless, and Verizon Wireless Messaging Services (collectively “Verizon Wireless”)
have reached a proposed settlement and compromise of the disputes between them in the above-
captioned action, which is embodied in a Settlement Agreement filed with the Court;

WHEREAS, the Parties have applied to the Court for preliminary approval of the
proposed Settlement of the Action, the terms and conditions of which are set forth in the

1 Settlement Agreement;

2 AND NOW, the Court having read and considered the Settlement Agreement and
3 accompanying documents, and the parties to the Settlement Agreement having consented to the
4 entry of this Order, IT IS HEREBY ORDERED AS FOLLOWS:

5 1. The capitalized terms used in this Preliminary Approval Order shall have
6 the same meaning as defined in the Settlement Agreement except as may otherwise be ordered.

7 2. Subject to further consideration by the Court at the time of the Final
8 Approval Hearing, the Court preliminarily approves the Settlement as fair, reasonable and
9 adequate to the Settlement Class Members, as falling within the range of possible final approval,
10 and as meriting submission to the Settlement Class Members for their consideration.

11 3. For purposes of the Settlement only, the Settlement Class shall include any
12 present and/or former customer of Verizon Wireless who activated Verizon Wireless Cellular
13 Service for a Motorola V710 cellular telephone on or before January 31, 2005.

14 4. The Court appoints Poorman-Douglas Corporation as the Settlement
15 Administrator. The Settlement Administrator shall be responsible for administering the
16 Settlement according to the terms set forth in the Settlement Agreement.

17 5. A Final Approval Hearing shall be held before this Court at 8:30 a.m. on
18 January 17, 2006, in Dept. 24 of the Los Angeles County Superior Court, to address: (a) whether
19 the proposed Settlement should be finally approved as fair, reasonable and adequate; (b) whether
20 a final Order and Judgment should be entered; (c) whether Class Counsel's attorneys fees and
21 expense application should be approved; (d) whether the payment of incentive awards, as set forth
22 in the Settlement Agreement, should be approved; and (e) any other matters that the Court deems
23 appropriate.

24 With the exception of such proceedings as are necessary to implement, effectuate
25 and grant final approval to the terms of the Settlement Agreement, all proceedings are stayed in
26 this Action and all Settlement Class Members are enjoined from commencing or continuing any
27 action or proceeding in any court or tribunal asserting any claims encompassed by the Settlement
28 Agreement unless the Settlement Class Member files a valid and timely Request for Exclusion.