

IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

ADDIE T. COLEMAN, WILLIAM H.)
HARRISON, and JAMES L. DIXON,)
on behalf of themselves and all others)
similarly situated,)

Plaintiffs,)

v.)

GENERAL MOTORS ACCEPTANCE)
CORPORATION,)

Defendant.)

No. 3-98-0211

Judge Trauger
Magistrate Judge Griffin

Class Action

ORDER OF PRELIMINARY APPROVAL OF SETTLEMENT

The Class Representatives, on behalf of themselves and the Class Members, and the Defendant in this case (collectively, the "Parties"), have entered into a Settlement Agreement dated February 9, 2004 (the "Settlement Agreement"), providing for a proposed settlement (the "Settlement") of this lawsuit. Plaintiffs have moved for, and Defendant has stipulated to, entry of this Order, *inter alia*, (i) approving the request for filing the Eighth Amended Complaint, the settlement class definition, and the form and method of the notice to the Class; (ii) establishing a procedure for filing of objections to the Settlement; and (iii) scheduling a hearing for final approval of the Settlement. After due consideration,

IT IS ORDERED THAT:

This document was entered on
the docket in compliance with
Rule 58 and/or Rule 79(a).

FRCP, on 2/18/04 By vh

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1. This Order incorporates by reference the definitions in the Settlement Agreement, and all capitalized terms used in this Order will have the same meanings as set forth in the Settlement Agreement, unless otherwise defined in this Order.

2. By Order dated January 14, 2004, the Court certified this Litigation to proceed as a class action pursuant to Rule 23(b)(2) of the Federal Rules of Civil Procedure on behalf of a class consisting of “all black consumers who obtained non-recourse financing from GMAC in the United States pursuant to GMAC’s ‘Retail Plan -- Without Recourse’ between May 10, 1989 and the date of judgment; excluding black consumers who obtained such financing under special rate contracts for which markup is prohibited, pursuant to one of General Motors Corporation’s or GMAC’s Special Rate Programs.”

3. The Plaintiffs have filed a proposed Eighth Amended Complaint, dated February 9, 2004, which seeks the same relief for Hispanic consumers as that sought on behalf of Black consumers. Pursuant to the Court’s January 14, 2004 Order, the Eighth Amended Complaint does not assert any claims concerning GMAC’s Special Rate Programs. The Plaintiffs are granted leave to file their Eighth Amended Complaint and the Court Clerk is directed to file the same.

4. The trial of this matter, which is currently scheduled for February 17, 2004, is continued and will be set at a later date, if necessary, by further order of the Court.

5. The Parties have agreed to the following class for the purposes of settlement (the “Settlement Class”):

“All Black and Hispanic consumers whose Standard Rate Contracts were consummated on or after May 10, 1989, and have been or will be assigned to, or collected by GMAC (a Delaware corporation); GMAC (a New York corporation);

General Motors Acceptance Corporation, North America; General Motors Corporation; and any successors in interest of the foregoing, before the Effective Date.”

6. On or before March 8, 2004, Plaintiffs will file declarations on behalf of proposed Class Representatives Francisco Ramos Ramirez, Stephanie Gates, Carolyn Dixon and Xavier Young, which set forth the bases for their serving as Class Representatives. The Court has previously found that Addie T. Coleman, James L. Dixon, and William H. Harrison are adequate representatives of the Black Class Members.

7. In their Rule 23(e)(2) statement attached as Exhibit 1 to this Order, Class Counsel advised the Court of agreements entered into between Class Counsel and the Class Representatives concerning litigation related payments for their efforts devoted to this Litigation on behalf of the Class Members. In connection with Class Counsel's request for reimbursement of those payments, on or before March 8, 2004, the Class Representatives shall each file an affidavit detailing their involvement and efforts associated with this Litigation. Moreover, in addition to Exhibit 1, Class Counsel will submit an itemization of litigation expenses and reimbursement claims not otherwise provided.

8. Based on the Court's preliminary review of the Settlement Agreement, argument of counsel and the entire record, including Defendant's stipulation, the Plaintiffs' Motion for Preliminary Approval of Settlement is granted.

9. A hearing (the “Fairness Hearing”) shall be held before this Court on March 29, 2004, at 9:00 a.m. C.S.T. to hear objections and determine (i) whether the proposed Settlement and compromise of this Litigation as set forth in the Settlement Agreement is fair, reasonable and adequate to the Class Members and should be approved by the Court; (ii) whether the Final

Judgment should be entered approving the Settlement; and (iii) whether to approve the request of Class Counsel for payment of attorneys' fees and reimbursement of expenses *and litigation - related reimbursements to Class Representatives*.

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10. The Parties shall cause the Notice attached as Exhibit 2 to this Order to be published once in English in "USA Today" as well as twice in the newspapers affiliated with the National Newspapers Publishers and the National Association of Hispanic Publications during the next four weeks. The Notice published in the National Association of Hispanic Publications will be in both English and Spanish. The Court finds that such Notice is reasonable notice of the proposed Settlement pursuant to Fed.R.Civ.P. 23(e)(1)(B). On or before March 20, 2004, the Parties shall file with the Court an affidavit or declaration of publication of the Notice consistent with the requirements of this paragraph.

11. Any interested person may appear at the Fairness Hearing to show cause why the proposed Settlement should or should not be approved as fair, reasonable, adequate, and in good faith and/or why the request of Class Counsel for approval of attorneys' fees and expenses and litigation-related reimbursements to the Class Representatives should or should not be approved as fair and reasonable; provided, however, that no person shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement or the fees, costs, and reimbursements requested by Class Counsel, unless that person has (i) sent or delivered written objections and copies of any supporting papers and briefs so that they are received no later than March 22, 2004, upon counsel below:

National Consumer Law Center
Attn: Stuart T. Rossman
77 Summer Street, 10th Floor
Boston, MA 02110-1006
Fax: (617) 542-8028

Co-Counsel for Plaintiffs

-and-

Thomas E. Dutton
Kirkland & Ellis
200 E. Randolph Drive
Chicago, IL 60601
Fax: (312) 861-2200

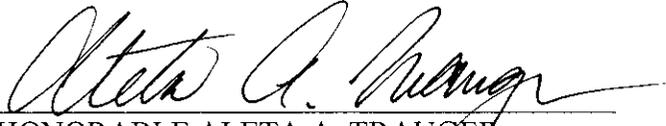
*Co- Counsel for Defendant General Motors
Acceptance Corporation*

and (ii) has filed said objections, papers and briefs, showing due proof of service upon said counsel with the Clerk of the United States District Court for the Middle District of Tennessee, Nashville, Tennessee, on or before the same date. Any Class Member who does not submit an objection in the manner provided above shall be deemed to have waived any objection to the Settlement and shall forever be foreclosed from making any objection to class certification, to the fairness, adequacy or reasonableness of the Settlement, and to any attorneys' fees and reimbursements approved.

12. All memoranda, affidavits, declarations and other evidence in support of the request for approval of the Settlement and Class Counsel's request for approval of attorneys' fees, costs and reimbursement of expenses shall be filed on or before March 8, 2004.

13. The Court expressly reserves its right to adjourn the Fairness Hearing from time to time without further notice other than to counsel of record and to approve the proposed Settlement and request for approval of attorneys' fees and expenses at or after the originally scheduled Fairness Hearing.

IT IS SO ORDERED.


HONORABLE ALETA A. TRAUGER
UNITED STATES DISTRICT JUDGE

IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
AT NASHVILLE

FILED
COPY
FEB 12 PM 12:34

U.S. DISTRICT COURT
MIDDLE DISTRICT OF TN

ADDIE T. COLEMAN, WILLIAM H.)
HARRISON, JAMES L. DIXON,)
CAROLYN DIXON, FRANCISCO R.)
RAMIREZ, STEPHANIE GATES, AND)
XAVIER YOUNG,)
on behalf of themselves and all)
others similarly situated,)
)
Plaintiffs,)
)
v.)
)
GENERAL MOTORS ACCEPTANCE)
CORPORATION.)
)
Defendant.)

No. 3-98-0211
Judge Trauger
Magistrate Griffin
Class Action

RULE 23(e)(2) STATEMENT

In connection with the proposed settlement plaintiffs have agreed to pay class representatives the following amounts from 9.2 Litigation Expenses and Reimbursement:

Addie T. Coleman	\$20,000.
William H. Harrison	\$15,000.
James L. Dixon	\$15,000.
Carolyn Dixon	\$10,000.
Francisco R. Ramirez	\$15,000.
Stephanie Gates	\$10,000.
Xavier Young	\$10,000.

Respectfully Submitted:
Attorneys for Plaintiffs

CLINT W. WATKINS (BPRN 15728)
Law Office of Clint W. Watkins
5214 Maryland Way
Suite 402
Brentwood, TN 37027
(615) 376-7000

WYMAN O. GILMORE, JR. (BPRN 19906)
Gilmore Law Office
P.O. Box 729
Grove Hill, AL 36451
(251) 275-3115

DARNLEY STEWART
Bernstein, Litowitz,
Berger & Grossman, LLP
1285 Avenue of the Americas
New York, NY 10019-6028
(212) 554-1400



MICHAEL E. TERRY (BPRN 3856)
Terry & Gore
209 Tenth Avenue South
Suite 310 Cummins Station
Nashville, Tennessee 37203
(615) 256-5555

NATIONAL CONSUMER LAW CENTER
Stuart Rossman
77 Summer Street, 10th Floor
Boston, MA 02110-1006
(617) 523-8010

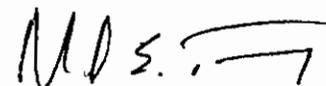
GARY KLEIN
Grant & Roddy
44 School Street
Boston, MA 02108
(617) 248-8700

CERTIFICATE OF SERVICE

I certify that a true and exact copy of the foregoing document was hand delivered this the 12th day of February, 2004 to the following:

Andrew Colocotronis
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
2200 Riverview Tower
900 South Gay Street
Knoxville, Tennessee 37901

Thomas Dutton
Kirkland & Ellis
200 East Randolph Drive
Chicago, Illinois 60601



MICHAEL E. TERRY

UNITED STATES DISTRICT COURT FOR THE MIDDLE DISTRICT OF TENNESSEE
Case No. 3-98-0211 – Coleman, et al. v. General Motors Acceptance Corporation

Notice of Proposed Class Action Settlement

TO: BLACK AND HISPANIC GMAC CUSTOMERS whose Standard Rate Contracts were acquired between May 10, 1989 and the present by General Motors Acceptance Corporation (“GMAC”), General Motors Acceptance Corporation, North America, or General Motors Corporation.

Why Is This Notice Important? If you had an account with GMAC or any of the other companies listed above, involving the purchase of a motor vehicle at any time between May 10, 1989 and the present, you might be a member of a certified class action lawsuit in which a proposed Settlement has been reached. Plaintiffs allege that GMAC has a policy or practice that results in Blacks and Hispanics paying more than similarly situated white customers in violation of the Equal Credit Opportunity Act. Capitalized terms used in this Notice are defined in the Settlement Agreement.

This Is Only A Summary Notice. You can log onto www.ECOA-settlement.com to review a copy of the Settlement Agreement and all documents submitted to the Court in connection with preliminary approval, which contain further information about the Settlement.

The Settlement: If the Settlement is approved by the Court, GMAC has agreed to: (i) not acquire any Contract from dealerships if the APR is more than 2.50 percentage points above the Buy Rate (2.00 percentage points if it is an Extended Term Contract); (ii) add a disclosure in Contracts produced and distributed by GMAC informing vehicle purchasers that the Annual Percentage Rate may be negotiable and that the selling dealership may assign the Contract and retain its right to receive a portion of the finance charge; (iii) launch a Diversity Marketing Initiative involving 1.25 million preapproved firm offers of credit to Black and Hispanic consumers over the next several years with respect to vehicle financing at a participating GM dealership; (iv) contribute \$1.6 million to fund certain consumer education and assistance initiatives with respect to credit financing; and (v) pay Class Counsels’ attorneys fees up to \$9 million and costs up to \$600,000 with Court approval. Because this Settlement resolves a claim for declaratory and injunctive relief only, there will be no compensatory damages paid to Class Members. Class Counsel has advised the Court of agreements entered into between Class Counsel and the Class Representatives concerning litigation related payments for their efforts devoted to this Litigation, and will request reimbursement of those payments as costs under Section 9.2 of the Settlement Agreement. These requests are outlined in Exhibit 1 to the Preliminary Order, but in no way is the Court's final approval of the settlement contingent on approval of the reimbursement requests. You will be releasing all claims for equitable, declaratory and/or injunctive relief that have been made, or could have been made, in this Litigation under the ECOA or any other federal or state statute or any common law theory arising out of the business practices challenged in the Litigation, that arose or that will arise on or before the Effective Date. Notwithstanding the foregoing, you will not be releasing any claims for monetary relief.

Objections: If you wish to object to the Settlement, to Class Counsel's request for attorneys' fees and expenses or to Class Counsel's request for reimbursements to Class Representatives, you must deliver by hand or send by first class mail, postage prepaid, your position with all supporting papers, such that they are received on or before March 8, 2004, to:

Plaintiffs' Co-Counsel:

National Consumer Law Center
Attn: GMAC Settlement
77 Summer Street, 10th Floor
Boston, MA 02110-1006

GMAC's Co-Counsel:

Thomas E. Dutton
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601

You also must file such papers, showing proof of service upon all counsel identified above, with the Clerk of the United States District Court for the Middle District of Tennessee, 801 Broadway, Room 800, Nashville, Tennessee 37203, on or before the same day. Any Class Member who does not make an objection in the manner provided shall have waived such objection and shall forever be foreclosed from making any objection to the fairness, adequacy or reasonableness of the proposed Settlement, to Class Counsel's request for attorneys' fees and expenses or to Class Counsel's request for reimbursements to Class Representatives.

Fairness Hearing: A hearing will be held before the Honorable Aleta A. Trauger in Courtroom 873 at the United States District Court for the Middle District of Tennessee, 801 Broadway, Nashville, Tennessee, on March 29, 2004, at 9:00 a.m. C.S.T. (the "Fairness Hearing"), to determine whether the proposed Settlement is fair, adequate and reasonable and should be approved; and whether an award of attorneys' fees, costs and reimbursements should be made to Class Counsel, including related reimbursements to Class Representatives. **You may, but are not required to, attend the Fairness Hearing.**

For More Information, or to obtain a copy of the Settlement Agreement as described above, you can contact the lawyers representing the Class: National Consumer Law Center, 77 Summer Street, 10th Floor, Boston, MA 02110 (617-542-8010); Bernstein Litowitz Berger & Grossmann LLP, 1285 Avenue of the Americas, 38th Floor, NY, NY 10019 (212-554-1400); Law Office of Clint W. Watkins, 5214 Maryland Way, Ste. 402, Brentwood, TN 37027 (615-376-7000); Terry & Gore, 209 Tenth Ave. South, Ste. 310 Cummins Station, Nashville TN (615-256-5555); or Gilmore Law Office, 116 Court St., P.O. Box 729, Grove Hill, AL 36451 (251-275-3115).

Please Do Not Contact The Court Or The Clerk Of The Court Concerning This Notice

Dated: February 18, 2004

By Order of the Court

THE HONORABLE ALETA A. TRAUGER
UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE