

MEMO ENDORSED

(P. 2)

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE AMERICAN MEDICAL ASSOCIATION, et al.,
:
:
Plaintiffs, :
:
:
-against- :
:
UNITED HEALTHCARE CORPORATION, et al.,
Defendants. :

Case No. 00 Civ. 2800
(LMM)(GWG)

USDC SDNY
DOCUMENT
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**MOTION FOR AN ORDER GRANTING FINAL APPROVAL OF THE
PROPOSED SETTLEMENT AND MOTION OF CLASS COUNSEL FOR
AWARD OF ATTORNEYS FEES, REIMBURSEMENT OF EXPENSES AND
COMPENSATORY PAYMENTS TO CLASS REPRESENTATIVE PLAINTIFFS**

PLEASE TAKE NOTICE that pursuant to Fed. R. Civ. P. 23(e), and upon the accompanying papers, and upon all prior proceedings and pleadings had herein, Class Plaintiffs will move this Court before the Honorable Lawrence M. McKenna, United States District Judge for the Southern District of New York, on September 13, 2010 at 10:30 A.M. or as soon thereafter as counsel can be heard, at the United States Courthouse, 500 Pearl Street, New York, New York 10007, for an Order granting Final Approval of the Proposed Settlement. Defendants join in this Motion and will be submitting a separate memorandum of law in support.

PLEASE TAKE FURTHER NOTICE that, pursuant to Fed. R. Civ. P. 23(h), and on the accompanying papers, Class Counsel will move this Court for an Award of Attorneys Fees, Reimbursement of Expenses and Compensation to Class Representative Plaintiffs as follows:

1. An award of \$87,500,000, representing 25% of the Cash Settlement Fund, not including interest of approximately \$12,000,000.00 that has been earned;
2. An award of \$1,500,000 for expenses incurred by Class Counsel in the prosecution of this Action; and

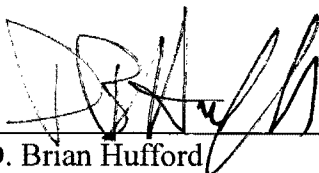
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3. Compensatory awards of \$25,000.00 for each of the individual Class Representative Plaintiffs.

Pursuant to the Court's Order of August 24, 2010, any Settlement Class Member who has submitted an objection to the request for fees and expenses must file any answering papers to the Rule 23(h) motion for Award of Attorneys Fees, Reimbursement of Expenses and Compensation to Class Representative Plaintiffs by September 10, 2010.

Respectfully submitted,

POMERANTZ HAUDEK
GROSSMAN & GROSS LLP



D. Brian Hufford

*Motion granted. After consideration of the
Guinnell factors (see City of Detroit v. Grum
Corp. (495 F.2d 448, 2d Cir., 1974), the Court finds the
Settlement to be fair, adequate and reasonable.
The Court has considered all objections and finds
none persuasive. The fees and expenses and com-
pensatory awards are reasonable in light of the
complexity of the case and the result (and notes,
regarding the objections of the AFA and others,
that the initial objections of the Wilentz firm
and others assisted the Court in better under-
standing the issues, and that the 5-day hear-
ing of all objections resulted in enabled the
final approval hearing to be completed in less
than one full day). The Court is persuaded by
defendants' arguments that the Settlement
does not involve any violation of ERISA.
Submits judgment on notice. So ordered.*

Th. N. [Signature]
(CD) 9/20/10