

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

FRED R. RICHARDS and RICHARDS )  
& SONS CONSTRUCTION COMPANY, )  
INC., )

*Plaintiffs,*

v. )

BLUE CROSS AND BLUE SHIELD OF )  
ALABAMA and BLUE CROSS AND )  
BLUE SHIELD ASSOCIATION, )

*Defendants.*

Case No.: 2:12-CV-01133

**JOINT APPLICATION OF BOIES, SCHILLER & FLEXNER LLP,  
DONALDSON & GUIN, LLC, AND PITTMAN, DUTTON & HELLUMS, P.C.  
TO SERVE AS INTERIM CO-LEAD COUNSEL**

Pursuant to the Pretrial Order filed July 27, 2012 (Dkt. # 50) and Fed. R. Civ. P. 23(g), undersigned counsel from **Boies, Schiller & Flexner LLP, Donaldson & Guin, LLC** and **Pittman, Dutton & Hellums, P.C.** respectfully apply for the position of Interim Co-Lead Class Counsel with additional support in designated roles from the firms of Hausfeld LLP, Zuckerman Spaeder LLP, and Provosty & Gankendorff, LLC. Work will be shared and assigned beyond these firms. In their proposed leadership roles, counsel would also work cooperatively with firms filing federal antitrust complaints on behalf of insureds in Alabama.

**I. Rule 23(g)(1)(A) Standards for Appointing Class Counsel**

Rule 23(g)(1)(A)(i)-(iv) requires that courts must consider the following four factors in appointing class counsel (or interim class counsel, *see* Rule 23(g)(2)):

- a. “the work counsel has done in identifying or investigating potential claims in the action;”

- b. “counsel’s experience in handling class actions, other complex litigation, and the types of claims asserted in the action;”
- c. “counsel’s knowledge of the applicable law; and”
- d. “the resources that counsel will commit to representing the class”.

The leadership structure proposed herein readily satisfies these standards.

**A. The Work Counsel Have Performed in Identifying or Investigating the Claims in the Action**

The Boies firm (firm resume found at Ex. A), along with Hausfeld LLP (firm resume found at Ex. E), originated the legal theories and performed the initial factual investigation in support of this case. They filed the first complaint against a Blue Cross entity alleging illegal horizontal conduct in the Western District of North Carolina on February 7, 2012. (Dkt. No. 1, *Cerven v. Blue Cross and Blue Shield of North Carolina et al*, W.D.N.C. No. 5:12-cv-17.) The North Carolina case does involve different insurance laws, different markets, different classes, and other different analyses than this case – thus requiring separate actions in the two states -- but there is no question that illegal conduct alleged here was uncovered by counsel in the North Carolina action.

The North Carolina case preceded the filing of the Alabama actions by several months. Motions to dismiss addressing defenses anticipated in this litigation have been fully briefed in the North Carolina case and are awaiting a decision. Once rendered, that decision, while not dispositive, will receive much attention one way or the other in this case.

That initial complaint in North Carolina was the product of extensive factual and economic research, investigation, internal dialogue, and strategic planning. A comparison of that complaint with the later-filed complaints in this litigation will show their reliance on facts and legal theories and strategies first developed in the North Carolina complaint.

Following filing of the North Carolina complaint, and before filing of the first complaint in Alabama, the Boies Firm and Hausfeld LLP began to work with the firms of Pittman, Dutton & Hellums and Provosty & Gankendorff to prepare an action for filing in Alabama. The work of these firms was initially reflected in the *One Stop* complaint in this action.

It is important in considering the appointment of lead counsel in this action for the Court to compare the actual complaints filed in this action by any respective proposed leadership groups. Counsel respectfully submits that the complaint filed in the *One Stop* action evidences the substantial experience and work of counsel of undersigned counsel on the issues in this case. In addition, when compared to other complaints, that Complaint evidences the unique work of undersigned counsel that has been copied and cloned by other counsel without significant or material addition.

**B. Counsels' Experience in Handling Class Actions, Other Complex Litigation, and the Types of Claims Asserted in the Action**

This Court most recently oversaw an MDL led by Pittman, Dutton & Hellums in *In re. Total Body Formulation* MDL No. 1985 and accordingly is familiar with that firm's experience and capabilities of overseeing complex class action litigation. The Court is also familiar with the experience and capabilities of Provosty & Gankendorff from that action. In addition to that firm's service in the *Total Body* MDL before this court, Pittman Dutton & Hellums maintains active roles in other class actions around the country, including roles in such antitrust cases as *In re Vitamins Antitrust Litigation*, MDL No. 1285 (D. D.C.) and *In re: NCAA Student-Athlete Name & Likeness Licensing Litig.*, Case No. 4:09-cv-01967-CW (N.D. Cal.). More detail regarding Pittman Dutton & Hellums' experience handling complex class action and antitrust litigation is contained in their firm resume and list of representative cases (Ex. B).

The Court is likewise familiar with Donaldson & Guin’s decades of leadership experience in complex financial class action cases, most recently including a \$230 million recovery in the HealthSouth bondholder litigation and the firm’s representation of the State of Alabama in obtaining a \$210+ million recovery from Regions Morgan Keegan. Donaldson & Guin has served as Lead, Co-Lead or in similar leadership positions in numerous securities, consumer fraud and antitrust actions across the country, as described in more detail in their attached firm resume (Ex. C).

The Boies firm’s experience in handling complex class actions – and especially antitrust class actions – is extensive. During 2012 to date, private antitrust cases alleging illegal horizontal conduct led by Mr. Isaacson have secured more than \$50 million in settlements. As lead counsel or co-lead counsel, the Boies firm has handled such notable antitrust class action settlements as<sup>1</sup>:

- *In re Vitamins Antitrust Litigation*, MDL No. 1285 (D.D.C.)(initial settlement of \$1.1 billion described by the Court as “unprecedented,” *In re Vitamins Antitrust Litig.*, 2000 U.S. Dist. LEXIS 8931 at \*20-21 (D.D.C. 2000) followed by other settlements) (co-lead with Michael Hausfeld)\*;
- *In re Scrap Metal Antitrust Litigation*, 1:02 CV 0844 (N.D. Ohio) (lead counsel) (partial settlements exceeding \$10 million)\*;
- *In re Vitamin C Antitrust Litigation* 1:06-MD-01738 (E.D.N.Y.) (ongoing) (co-lead counsel with Michael Hausfeld) (partial settlement of \$9.5 million with trial date this year against non-settling defendants)\*;
- *Molecular Diagnostics Labs. v. Hoffman-La Roche Inc.*, No. Civ. A. 04-01649 (D.D.C.) (\$33 million settlement) (co-lead with Michael Hausfeld)\*;
- *In re First Databank Antitrust Litigation*, 205 F.R.D. 408 (D.D.C.) (\$23 million settlement) (co-lead with Michael Hausfeld)\*;
- *In re Auction Houses Antitrust Litigation* (\$512 million settlement described by an interim plaintiffs’ counsel as “the most outstanding result I have ever heard of in the history of the antitrust laws”).

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<sup>1</sup> Undersigned counsel, William Isaacson, was personally involved with each case marked with an “\*”.

In addition to its work as plaintiffs' counsel in these antitrust class actions, the Boies firm also has been noted for its representation of the United States in *U.S. v. Microsoft* and for representing major companies prosecuting claims for antitrust violations on their individual behalf, including winning a record \$4.05 billion in settlements representing American Express in its antitrust suit against Visa, MasterCard and several large banks.

In other cases, the Boies firm and Mr. Isaacson have been noted for investigating, uncovering and filing suits disclosing the existence of cartels prior to any government action. *E.g., As China's Trade Clout Grows, So Do Price-Fixing Accusations*, WALL ST. J., Feb. 10, 2006, at A1. In *In re Vitamins Antitrust Litigation*, the Court wrote at the conclusion of the case:

it is clear that Boies Schiller was the driving force behind the initial investigation of the vitamins conspiracy. It was Boies Schiller that led a group of firms to research the industry and uncover the illegal actions of vitamins manufacturers across the globe. It was also Boies Schiller that shared early information with the Department of Justice, enabling the criminal investigation to begin. Once the major defendants pled guilty and agreed to pay record criminal fines, Boies Schiller maintained its prominent role in the litigation and helped lead the settlement process with Boies and Schiller helping to lead the discussions and Bill Isaacson (a member of Boies Schiller) drafting and editing much of the settlement document.

*In re Vitamins Antitrust Litigation*, 398 F. Supp. 2d 209, 226 (D.D.C. 2005). With respect to co-lead counsel Michael Hausfeld and his firm at the time, the Court then continued:

CMHT helped organize and manage the case, on both an overall and a daily basis. CMHT assigned tasks to various firms and oversaw the progress of discovery. CMHT also worked with economic experts whose evaluations were critical for establishing an appropriate damages estimate. CMHT coordinated with opt-outs and negotiated settlement provisions that were introduced when the parties came to a standstill. Through Yahner, CMHT drafted and edited major portions of the settlement agreement. Through Hausfeld, CMHT served as a principal negotiator during the six-month period of intense settlement negotiations.

The Boies firm's experience is particularly noteworthy for their multiple antitrust class action trials and their careful management of other law firm committees. For example, in *In re*

*Scrap Metal Antitrust Litigation*, the Honorable Katherine O'Malley appointed the Boies firm and William Isaacson to act as sole lead counsel and to administer an executive committee of other firms in the case. As lead counsel, Isaacson litigated the issues related to parallel criminal and civil litigation, *In re Scrap Metal Antitrust Litigation*, 2002 WL 31988168 (N.D. Ohio 2002); worked cooperatively with the Cleveland Office of the Antitrust Division; obtained partial settlements totaling more than \$10 million; obtained class certification over the opposition of non-settling defendants, a decision affirmed on appeal in a leading Sixth Circuit case, *In re Scrap Metal Antitrust Litig.*, 527 F.3d 517 (6<sup>th</sup> Cir. 2008), *cert. denied*, 129 S.Ct. 1673 (2009); and overcame pretrial *Daubert* motions, a decision also affirmed on appeal, *Id.*

As lead counsel in *In re Scrap Metal Antitrust Litig.*, Isaacson and the Boies firm obtained a jury verdict in 2006 for \$11.5 million, which after trebling and judgment reduction for other settlements, was entered as a judgment of \$23 million. In a lengthy opinion, the district court denied defendants' post-trial motions and, among other things, held that Isaacson's examination had revealed "conduct tantamount to suborning perjury by a key witness." *In re Scrap Metal Antitrust Litig.*, 2006 WL 2850453, at \*3 (N.D. Ohio, Sept. 30, 2006). As noted above, the jury verdict was affirmed on appeal by the Sixth Circuit.

Along with co-lead counsel Mr. Hausfeld, in *In re Vitamins Antitrust Litigation*, Isaacson and the Boies firm also won a jury verdict against four non-settling defendants before Chief Judge Hogan in the District of Columbia in 2003 of \$49.5 million (10% more than was requested from the jury), which was then trebled to \$148.5 million and reduced as a result of other settlements. Notably, each of these trials involved defendants whom the government had not prosecuted and who maintained that they were not involved in the subject conspiracies. Further background on the Boies firm can be found in their firm resume, Ex. A hereto.

**C. Counsel’s Knowledge of the Applicable Law**

The three proposed Interim Co-Lead Counsel firms could not have obtained the successes mentioned above in complex financial and antitrust class action litigation without a comprehensive knowledge of class action procedures, the continuing development of antitrust law, management of multiple law firms and consolidated cases. The results speak for themselves.

**D. The Resources that Counsel Will Commit to Representing the Class**

Similarly, these firms could not have obtained for their clients and class members the benefits they have obtained in the matters described above and in their firm resumes without the resources necessary to fight toe-to-toe with well-heeled defendants. Moreover, each of these firms is experienced in managing the work and expenses of multiple participating law firms.

**II. Rule 23(g)(1)(B) Standards for Appointment of Interim Class Counsel**

In addition to considering the mandatory requirements of Rule 23(g)(1)(A), the Court also “may consider any other matter pertinent to counsel’s ability to fairly and adequately represent the interests of the class.” Rule 23(g)(1)(B). The undersigned applicants suggest that the following additional factors lend further support to their appointment.

**A. Local Knowledge & Experience**

This case is premised upon the market for small group and individual health insurance policies sold in Alabama. Although Rule 23(g)(1)(A)(iii) emphasizes the factor of counsels’ knowledge of the law, equally important is counsels’ knowledge of the background, history and facts upon which their legal claims are based. As noted above, the Boies firm, along with Hausfeld LLP, conducted the initial legwork of investigating the facts, digging up the statistics, researching local insurance and other legal requirements, conducting sophisticated economic

analyses, and otherwise conducting the factual background research necessary to support the claims in this and related litigation.

Moreover, as Birmingham area counsel, Pittman Dutton & Hellums and Donaldson & Guin developed information unique to Alabama for this action and bring essential local knowledge to the case which, when combined with their own background in complex financial and antitrust litigation, helps to form a formidable team.

**B. Ability and Willingness to Work With Others**

Each of the three firms proposed to serve as Interim Co-Lead Counsel has served as Lead Counsel managing the teamwork necessary to present a “united front” against sophisticated, well financed defendants and their large firm counsel. Each such firm has likewise been praised by courts supervising their efforts for their ability to coordinate plaintiff counsels’ work. For example, Judge Karon Bowdre of the Northern District of Alabama recently congratulated Mr. Guin of Donaldson & Guin, LLC and his co-counsel in the *HealthSouth Bondholder Litigation* for managing that litigation in a particularly professional manner. Judge Bowdre contrasted the work of Donaldson & Guin, LLC and their co-counsel with that of quarreling plaintiffs’ counsel in some other complex cases she had overseen, explaining:

And I just want to commend all of you for the way that you have conducted the case. ... [Bondholder Counsel] have proved to me that there are ways to conduct complex litigation with lots of lawyers involved and to do so in a professional manner. And I appreciate that very much. Transcript of July 22, 2010 fairness hearing, at 55:2-13.

All three proposed Interim Co-Lead Counsel pledge their best efforts to this Court to manage this litigation in a professional manner. That includes a pledge to involve interested plaintiff firms in an efficient and cost-effective manner that best benefits the putative class. Also included is our pledge to develop and maintain an appropriate litigation fund and to collect and

maintain time records from all counsel who might hope to be paid any court-awarded fee in the event of a favorable resolution of the claims.

**C. Coordination With Related Litigation in Other States**

No MDL petition has been filed and no meritorious MDL application is anticipated in this litigation (nor do undersigned counsel believe an MDL petition is appropriate). State insurance laws, state and local markets, the different classes for each state, and other factors all raise issues unique to each state. Accordingly, the best means for assuring any necessary coordination among the various cases, including those in other states, is to appoint counsel which are leading in other cases.

The Boies firm and the Hausfeld Firm are leading the North Carolina case with a cooperating group of law firms, and are coordinating that case to the extent relevant with the cases in other jurisdictions. Counsel for the plaintiffs in the Louisiana and Tennessee cases do not currently appear before this Court. Undersigned counsel have a favorable working relationship with the firms who filed those similar matters, and believe that we will be able to obtain their cooperation should any coordination be required.

Similarly, each of the proposed Interim Co-Lead Counsel firms herein has a favorable working relationship with the firms who filed the *Conway* action on behalf of Blue Cross providers. Accordingly, we are confident that we can coordinate with counsel in the *Conway* action in an efficient and professional manner.

**D. Class Action Trial Experience**

The singular experience of the Boies firm and Mr. Isaacson in the trial of antitrust class actions is noted above. The Court also has personal knowledge of Pittman Dutton & Hellums' extensive record of jury trial victories. Donaldson & Guin attorneys likewise have obtained many

a trial victory, including multiple class action trials. In this day of complex litigation, the combination of team-wide trial experience in class action litigation is valuable.

**E. Involvement of Additional Counsel**

Despite undersigned counsels' best efforts to obtain all counsels' agreement to this proposed structure, not all counsel who have filed the related cases have agreed to support this application. It is anticipated that some will support the Cohen Milstein firm, and perhaps others, as Lead or Co-Lead Counsel. The undersigned counsel recognize that there certainly are capable attorneys among the other firms in these consolidated cases who have much to contribute to the case. While undersigned counsel have had cordial and professional discussions with other firms, we remain of the opinion that the leadership structure proposed here, including the management committees addressed below, provides the most effective means of pursuing the claims asserted in these cases – claims that, as noted above, were first developed and filed by the Boies and Hausfeld firms.

Undersigned counsel are not aware of any other firm's contention that one or more of the undersigned should not serve as a Co-Lead Counsel. They have heard only from other firms who wish to serve as additional Co-Lead Counsel to the Boies firm and potentially others of the undersigned. But adding additional Co-Lead Counsel will not in undersigned counsels' opinion be the most efficient and effective means of representing the class members' interests.

**III. Disclosure of Any and All Agreements Among the Applicants and Any Other Counsel in These Consolidated Cases.**

Other than their agreement to submit this application and to conduct the litigation in the manner set forth herein, there are no fee division, work assignment or other agreements among the applicants, or with the supporting or any other counsel in the consolidated cases with respect to this litigation.

#### **IV. Proposed Management Structure and Organization of Work**

Should the Court accept this application, undersigned counsel would propose to organize the anticipated work among all plaintiffs' counsel as follows. The purpose of this structure is not to exclude other counsel: the undersigned would add to these structures other plaintiffs' counsel who express interest in working on this matter and who have filed actions in Alabama for insureds.

**A. First Chair at Hearings and Trial:** William Isaacson (Boies firm), with the assistance of Donaldson & Guin, would serve as first chair at hearings and trial. The Boies firm has over 250 attorneys in twelve offices throughout the country. Mr. Isaacson has been with the firm since its inception and has had the privilege of working with some of the finest and most experienced antitrust attorneys in the country. Isaacson has had the honor of being recognized for his work individually and on behalf of the firm. (<http://www.bsflp.com/lawyers/data/0010>) For example, Lawdragon was kind enough to describe him "as one of the 500 leading lawyers in the U.S.," and within the Boies firm he was recognized by The Legal 500 as a "leader" of the firm "with many successes."

**B. Written Submissions:** Boies, Schiller & Flexner, Donaldson & Guin, and Zuckerman Spaeder would take primary responsibility for all written submissions, with added assistance from other firms on an issue-by-issue basis.

The law firm of Zuckerman Spaeder has been a principal firm involved in the North Carolina action and has played a significant role in briefing of the motions to dismiss. Its background in the legal issues that may arise in this action will be of assistance to the plaintiffs.

Zuckerman Spaeder LLP has served as lead counsel or co-lead counsel in a wide variety of class action proceedings, including *Smith v. Collinsworth, et al.* (Circuit Court for Saline

County, Arkansas, CV 2004-742-2) (health insurance, settled for \$40 million); *Spencer v. Hartford Financial Svcs Group, Inc.* (D.Conn., Case No. 3:05-cv-0168) (insurance fraud, settled for \$72.5 million); *In re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation* (S.D.N.Y., Master File No. 07-cv-9633 (JSR)) (settled for approximately \$400 million); *The Farm and Industrial Supply Company, Inc. Profit Sharing Plan and 401(K) Plan, et al. v. First Mercantile Trust Co., et al.*, 02-2946-M/A (W.D. Tenn.) (ERISA and fiduciary claims; settled for \$18 million, and pension plan administration changes); *Smith v. Colmers*, No. .24-C-05-007421 OG (Circ. Ct. Balt. City, Md.); *Janigian v. Cano*, No. 07-0508-PLF (D.D.C.) (Medicaid/nursing home cost of care litigation; settled for \$16 million and structural changes to calculation and payment for nursing home care); *Minter v. Wells Fargo Bank*, No. 07-CV-03442 (D. Md.) (150,000-member class of consumer borrowers; case is ongoing).

**C. Coordination of Discovery:** Dino Gankendorff of Provosty & Gankendorff and William Butterfield and Arthur N. Bailey, Jr. of Hausfeld LLP would coordinate discovery efforts and oversee e-discovery. The law firm of Provosty and Gankendorff, L.L.C. has been instrumental to successful discovery efforts in such antitrust class action litigations as *In re: Vitamin Antitrust Litigation*, MDL No. 1285 (D.D.C.), *In re: Air Cargo Shipping Services Litigation*, MDL 1775, U.S.D.C., Eastern District of New York, and its knowledge of e-discovery currently put to use in *In re: NCAA Student-Athlete Name & Likeness Licensing Litigation*, Case No. 4:09-cv-01967-CW, Northern District of California will be of great assistance to Class Plaintiffs. Further background on Provosty and Gankendorff can be found in their firm resume, Ex. D hereto.

Hausfeld LLP is home to nationally known experts on electronic discovery, who will lend their expertise to what is usually one of the more complicated negotiations involved in a case.

William Butterfield is on the Steering Committee of The Sedona Conference®<sup>2</sup> Working Group on Electronic Document Retention and Production, where he served as editor-in-chief of the *Case for Cooperation* (2009), and was a co-editor of The Sedona Conference® *Commentary On Preservation, Identification and Management of Sources of Information that are Not Reasonably Accessible* (2008). He is also a member of Sedona Conference® Working Group on International Electronic Information Management, Discovery and Disclosure. Mr. Butterfield is an adjunct professor at American University, Washington College of Law, where he teaches a course in electronic discovery. He also serves on the Masters Conference Advisory Board, and on the faculty of Georgetown University Law Center's Advanced E-Discovery Institute. Mr. Butterfield's expertise in civil discovery has also been recognized by Congress. Last year, he was invited to testify before the House Judiciary Committee, Subcommittee on the Constitution, regarding the costs and burdens of civil discovery. Arthur N. Bailey, Jr. manages the electronic discovery in *Four in One Company, Inc. v. SK Foods, LP. et al.*, (E.D. Cal.) and related cases. In addition, Mr. Bailey has had extensive involvement in electronic discovery in complex litigation matters including *In re Rail Freight Fuel Surcharge Antitrust Litigation* (D.D.C.); *In re TFT-LCD (Flat Panel) Antitrust Litigation*, MDL 1827 (N.D. Cal.); *James v. UMG Recordings, Inc.*, (N.D. Cal.) and *Int'l Union of Operating Engineers, Stationary Engineers Local 39 Pension Trust Fund v. The Bank of New York Mellon Corp., et al.*, (N.D. Cal.).

With regard to discovery work and antitrust class actions litigations, PG attorneys are respected as significant contributors, and possess excellent track records collaborating with appointed lead counsel on discovery issues. For example, with Boies, Schiller and Flexner, and Michael Hausfeld, PG assisted in the successful prosecution of antitrust litigations such as *In re:*

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<sup>2</sup> The Sedona Conference® is composed of leading jurists, lawyers, experts, academics and others, at the cutting edge of issues in electronic discovery.

*Vitamin Antitrust Litigation*, MDL No. 1285 (D.D.C.) on the discovery committee for that action. With co-lead BS&F and Hausfeld, LLP, PG is currently appointed/invited to provide contributions to the committees of numerous antitrust class actions such as the discovery committee on *In re: NCAA Student-Athlete Name & Likeness Licensing Litigation*, Case No. 4:09-cv-01967-CW, Northern District of California, as well as roles in *In re: TFT-LCD Antitrust Litigation*, MDL No. 1827, U.S.D.C., Northern District of California, or other complex litigations such as the consolidated “Digital Download” actions in *James v. UMG Recording, Inc.*, Case No. CV11-01613 (PG in “the *Ridenhour* Action”), and with Hausfeld, LLP in *In re: Air Cargo Shipping Services Litigation*, MDL 1775, U.S.D.C., Eastern District of New York.

**D. Work with experts:** Megan Jones of Hausfeld LLP and Chris Hellums of Pittman, Dutton & Hellums, PC will lead work with expert witnesses relating to class certification and merits issues.

Megan Jones of Hausfeld specializes in calculating damages for victims of antitrust cartels. Recoveries from the cases she has been involved in total over half a billion dollars, each case requiring her to master the intricacies of economic markets as well as work with experts to develop economic models for her clients’ recovery. She has been recognized for her antitrust expertise nationally as well as by the bench.<sup>3</sup> Ms. Jones was selected by Law360 as a “Rising Star” in antitrust (one of five selected in the U.S.). *The Legal 500*, which provides comprehensive worldwide coverage on legal services, selected Ms. Jones as one of the top 10 Leading Lawyers in the U.S. in plaintiffs’ representation for antitrust. In the previous year, the

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<sup>3</sup> Judge Richard L. Voorhees of the Western District Court of North Carolina remarked in his class certification opinion, “As an initial matter, the competency of Plaintiffs’ counsel, as well as counsel’s ability to handle a complex class action is evident. Class Counsel, who have appeared before the Court on numerous occasions during the course of the litigation, have been exceptionally well-prepared on each occasion and demonstrated a mastery of both antitrust and class action jurisprudence. Plaintiffs’ counsel have vigorously prosecuted this action and will undoubtedly continue to do so upon certification.” Judge Richard L. Voorhees, *In re Polyester Staple Antitrust Litigation*, MDL Docket No. 3:03CV1516 (W.D. N.C.), July 19, 2007.

publication recommended Ms. Jones for having a “good understanding of business and operational environments.”

**E. Communication Facilitator:** Chris Hellums of Pittman, Dutton & Hellums, P.C. would be the facilitator for communications with Defendants along with Michael Hausfeld of Hausfeld LLP with respect to settlement issues. Mr. Hellums serves as a primary contact between Plaintiffs and defense counsel. Mr. Hellums also has a working relationship with Whatley Kallas, LLC, which serves as counsel of record in the consolidated provider case *Conway, et al. v. Blue Cross and Blue Shield of Alabama, et al.* Mr. Hellums effectively served in this role in MDL 1985, *In re Total Body Essential Nutrition, Inc. Products Liability Litigation*.

As detailed above and in the attached materials for Hausfeld LLP, Michael Hausfeld is a nationally recognized leader of the plaintiff antitrust bar who has led historic settlements.

**F. Coordination with Related Actions:** All three Interim Co-Lead Counsel would seek the coordination of related actions in Alabama.

For the foregoing reasons, and having fulfilled the requirements of Rule 23(g) of the Federal Rules of Civil Procedure, the undersigned firms jointly propose their appointment as Interim Co-Lead Counsel.

/s/ Chris T. Hellums  
Chris T. Hellums  
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**CERTIFICATE OF SERVICE**

I hereby certify that on September 4, 2012, I filed the foregoing document via the CM/ECF system, which will automatically serve and send email notification of such filing to all registered attorneys of record.

*/s/ Chris T. Hellums*  
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Chris T. Hellums