

FILED ENTERED
LOGGED RECEIVED

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND

OCT 25 2010

IN RE MUTUAL FUNDS)
INVESTMENT LITIGATION)
This Document Relates To:)
Pilgrim Baxter Sub-Track,)
04-md-15862-04)

MDL 1586

AT BALTIMORE
CLERK U.S. DISTRICT COURT
DISTRICT OF MARYLAND
DEPUTY

Case No. 04-MD-15862-04
(Hon. J. Frederick Motz)

**[PROPOSED] ORDER APPROVING PLAN OF ALLOCATION
IN THE PILGRIM BAXTER SUB-TRACK**

J. FREDERICK MOTZ, District Judge

This matter came for hearing on October 21, 2010 (the “Final Settlement Hearing”) on the application of Plaintiffs to determine whether the proposed Plan of Allocation in the Pilgrim Baxter sub-track is fair, reasonable and adequate and should be approved by the Court. This Order incorporates by reference the definitions in this Court’s May 19, 2010 Preliminary Order for Notice and Hearing in Connection with Settlement Proceedings in the Pilgrim Baxter Sub-Track (the “Preliminary Approval Order”), and all terms used herein shall have the same meanings as set forth in the Preliminary Approval Order. Any capitalized terms herein that are not defined in the Preliminary Approval Order shall have the same meanings as set forth in the Stipulations.

And it appearing that, pursuant to the specifications of the Court in the Preliminary Approval Order, the Long-Form Notice of the proposed Settlements and Final Settlement Hearing, substantially in the form approved by the Court, was posted on the Settlement website, www.mutualfundsettlements.com/pb, and was made available for mailing to Settlement Class Members and current shareholders in any of the mutual funds that are successors to PBHG Funds, Inc. upon request; that the Notice was mailed

to all Settlement Class Members reasonably identifiable as shown by the records of DST Systems, Inc., which maintains trading data and records concerning the PBHG Funds, at the respective addresses set forth in such records; that the Long-Form Notice was mailed to all Settlement Class Members and current shareholders in any of the mutual funds that are successors to PBHG Funds, Inc. who so requested; that the Proof of Claim form was posted on the Settlement website, www.mutualfundsettlements.com/pb, was made available for mailing to Settlement Class Members upon request, and was mailed to all Settlement Class Members who so requested; and that the Publication Notice, substantially in the form approved by the Court, was published in accordance with the Preliminary Approval Order;

And the Court, having considered all matters submitted to it at the Final Settlement Hearing, along with all prior submissions by the Parties and others (including any and all objections), and otherwise having determined the fairness, reasonableness and adequacy of the proposed Plan of Allocation;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Court has jurisdiction over the subject matter of the Actions and all matters relating thereto, and over all parties to the Actions.

2. The Court hereby finds that notice of the motion for approval of the proposed Plan of Allocation was given to all members of the Settlement Class who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the motion for approval of the proposed Plan of Allocation met the requirements of due process, Rule 23 of the Federal Rules of Civil Procedure, and Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private

Securities Litigation Reform Act of 1995, and constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto. The Court also finds that the form and method of providing notice to current shareholders in any of the mutual funds that are successors to PBHG Funds, Inc. of the motion for approval of the proposed Plan of Allocation was reasonable and adequate and in compliance with Rule 23.1(c) of the Federal Rules of Civil Procedure and due process.

3. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Claimants as set forth in the Long-Form Notice provides a fair and equitable basis upon which to allocate the net proceeds of the Settlements (and the funds obtained by the Office of the New York Attorney General in its settlement with the Canary Defendants) to members of the Settlement Class and the mutual funds that are successors to PBHG Funds, Inc. with due consideration having been given to administrative convenience and necessity.

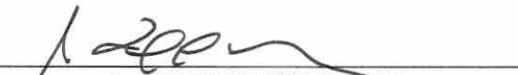
4. The Court hereby finds and concludes that the Plan of Allocation, and the claims process for administering the Plan of Allocation, are, in all respects, fair, reasonable and adequate to the Classes and the mutual funds that are successors to PBHG Funds, Inc. The Court has reviewed any and all objections to the Plan of Allocation filed with the Court and overrules all such objections. The Court hereby finds, after reviewing the objection to the Plan of Allocation submitted by Theodore Bechtold in the Strong Sub-Track of MDL-1586 and the objection that Theodore Bechtold attempts to raise in this Sub-Track, that Theodore Bechtold has no standing to object to the Plan of

Allocation in the Pilgrim Baxter Sub-Track. Accordingly, the Court hereby approves the Plan of Allocation proposed by Plaintiffs.

5. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED:

Dated: Baltimore, Maryland
October 25, 2010



J. FREDERICK MOTZ
United States District Judge