

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MARYLAND

IN RE MUTUAL FUNDS	)	MDL No. 1586
INVESTMENT LITIGATION	)	
	)	Case No. 04-MD-15862-04
This Document Relates To:	)	(Hon. J. Frederick Motz)
<i>Pilgrim Baxter Sub-Track,</i>	)	
04-md-15862-04	)	
	)	

**PLAINTIFFS' COUNSEL'S MOTION FOR ATTORNEYS' FEES AND  
REIMBURSEMENT OF LITIGATION EXPENSES IN THE  
PILGRIM BAXTER SUB-TRACK**

Court-appointed Class Lead Counsel, Bernstein Litowitz Berger & Grossmann LLP, and Court-appointed Derivative Lead Counsel, Chimicles & Tikellis LLP (collectively, "Plaintiffs' Counsel") respectfully move this Court, under Rule 23(h) of the Federal Rules of Civil Procedure, for an award of attorneys' fees and reimbursement of litigation expenses from the Gross Settlement Fund established by the Settlements of class and derivative claims pending in the Pilgrim Baxter sub-track of MDL-1586 - *In re Mutual Funds Investment Litigation* (the "MDL").

The grounds for this motion are set forth in the accompanying (i) Plaintiffs' Counsel's Memorandum Of Law In Support Of Motion For Attorneys' Fees And Reimbursement Of Litigation Expenses In The Pilgrim Baxter Sub-Track; (ii) Declaration of Chad Johnson, William C. Fredericks and Jerald Bien-Willner in Support of Final Approval of Proposed Settlements, Plan of Allocation of Settlement Proceeds, and Application for Attorneys' Fees and Reimbursement of Litigation Expenses in the Pilgrim Baxter Sub-Track, and all exhibits thereto; (iii) the affidavit and declaration of counsel for the Derivative Plaintiffs; and (iv) Plaintiffs' Omnibus Memorandum Of Law In Support Of Applications For Attorneys' Fees And

Reimbursement Of Expenses; all other papers and proceedings in these Actions; and such oral argument at the Court may permit.

A proposed order will be submitted prior to the Settlement Hearing.

DATED: September 14, 2010

Respectfully submitted,

**BERNSTEIN LITOWITZ BERGER &  
GROSSMANN LLP**

/s/ Chad Johnson

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BLBG #478901.1