

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' MOTION FOR FINAL APPROVAL OF THE SETTLEMENTS  
AND PLAN OF ALLOCATION IN THE PILGRIM BAXTER SUB-TRACK**

Court-appointed Lead Plaintiff in the Class Action, the Ohio Public Employees Deferred Compensation Plan (“Class Lead Plaintiff”), on behalf of itself and all members of the Settlement Class; and plaintiffs Chuck Hall, Korshed Junglawala, Risa Schneps, Katherine Simpkins and James Cohen, acting on behalf of the mutual funds that are successors to PBHG Funds Inc. (the “Funds”) in the Derivative Action (collectively, the “Derivative Plaintiffs,” and together with Class Lead Plaintiff, the “Plaintiffs”), respectfully move this Court, under Rules 23(e) and 23.1 of the Federal Rules of Civil Procedure, for final approval of their respective proposed 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 “Settlements”) and final approval of the proposed plan of allocation of the settlement proceeds in the Pilgrim Baxter sub-track.

The grounds for this motion are set forth in the accompanying (i) Plaintiffs’ Memorandum Of Law In Support Of Final Approval Of The Settlements And Plan Of Allocation 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 declaration of

counsel for the Derivative Plaintiffs; and (iv) Plaintiffs' Omnibus Memorandum Of Law In Support Of Final Approval Of The Proposed Settlements And Plans Of Allocation; all other papers and proceedings in these Actions; and such oral argument at the Court may permit.

A proposed Order and Final Judgment with respect to each Settlement and a proposed Order with respect to the plan of allocation will be submitted prior to the Settlement Hearing.

DATED: September 14, 2010

Respectfully submitted,

**BERNSTEIN LITOWITZ BERGER &  
GROSSMANN LLP**

/s/ Chad Johnson

Chad Johnson  
William C. Fredericks  
Jerald Bien-Willner  
John J. Mills  
1285 Avenue of the Americas  
New York, NY 10019  
Telephone: (212) 554-1400

*Lead Counsel for the Class Lead Plaintiff  
and the Settlement Class*

**CHIMICLES & TIKELLIS LLP**

Nicholas E. Chimicles, Esq.  
Denise Davis Schwartzman, Esq.  
Timothy N. Mathews, Esq.  
361 West Lancaster Avenue  
Haverford, PA 19041  
Telephone: (610) 642-8500

*Fund Derivative Counsel*

BLBG #478902.1