

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

LORI BILEWICZ, <i>et al.</i> ,	)	
and all others similarly situated,	)	
	)	
Plaintiffs,	)	Civil Action No. 13-10636-DJC
vs.	)	
	)	
FMR LLC; FMR LLC INVESTMENT	)	
COMMITTEE;	)	
and John and Jane Does 1-25,	)	
	)	
Defendants.	)	

AIDEN YEAW, ALEX C. BROWN,	)	
and all others similarly situated,	)	
	)	
Plaintiffs,	)	Civil Action No. 14-10035-DJC
vs.	)	
	)	
FMR LLC; FMR LLC RETIREMENT	)	
COMMITTEE;	)	
and John and Jane Does 1-25,	)	
	)	
Defendants.	)	

**PLAINTIFFS'  
UNOPPOSED MOTION FOR AN ORDER:**

- (1) CONSOLIDATING THE ACTIONS;
- (2) CONDITIONALLY CERTIFYING THE SETTLEMENT CLASS AS A NON-OPT OUT CLASS AND APPOINTING CLASS COUNSEL;
- (3) PRELIMINARILY APPROVING THE PROPOSED CLASS ACTION SETTLEMENT;
- (4) DIRECTING NOTICE TO SETTLEMENT CLASS MEMBERS AND APPROVING THE PLAN AND FORM OF NOTICE;
- (5) APPOINTING A SETTLEMENT ADMINISTRATOR;
- (6) SCHEDULING A FAIRNESS HEARING; AND
- (7) SCHEDULING A HEARING ON PLAINTIFFS' MOTION FOR FEES AND COSTS AND THE PAYMENT OF SERVICE AWARDS

Plaintiffs in *Bilewicz, et al. v. FMR LLC, et al.*, No. 13-10636-DJC (D. Mass.) (“Bilewicz Action”), Lori Bilewicz, Jason Arcelay, Hassan Baami, Virginia G. Cherry, Carol A. Corner-Dolloff, Kevin Desrosiers, Paul Dinicola, Robert Dugdale, Mark Evangelista, Dominic Farinella, Joseph E. Friend, Elizabeth Cathe Harris, Ajua Cynthia Johnson, Michael W. Jones, Kevin M. Judd, Sr., Robert Massoud, Jason Mora, Joseph L. Otero, Paula M. Parrish, Deborah Pontes, Janet C. Prifti, Heath Racine, Darren J. Rillovick, Mary J. Rusiecki, Krista Schepanovsky, Robert Visconti, and Jacqueline M. Wheeler (collectively, “Bilewicz Plaintiffs”), and Plaintiffs in *Yeaw, et al. v. FMR LLC, et al.*, No. 14-10035-DJC (D. Mass.) (“Yeaw Action”), Aiden Yeaw and Alex C. Brown (collectively, “Yeaw Plaintiffs”), having negotiated a Settlement Agreement in these two cases on behalf of themselves and a proposed Settlement Class with Defendant FMR LLC (“FMR”), hereby move the Court for an Order: (1) consolidating these two Actions; (2) conditionally certifying the proposed Settlement Class<sup>1</sup> as a non-opt-out class and appointing Class Counsel; (3) preliminarily approving the Settlement; (4) directing notice to Settlement Class Members and approving the plan and form of notice; (5) appointing KCC Class Action Services LLC as Settlement Administrator; (6) scheduling a Fairness Hearing; and (7) scheduling a hearing on Plaintiffs’ motion for fees and costs and the payment of service awards (“Preliminary Approval Order”).

Good cause exists for granting this motion, as the Settlement is well within the range of reasonableness and is the result of arm’s-length negotiations following hard-fought litigation and not the product of collusion, and Plaintiffs and Plaintiffs’ counsel have had the opportunity to assess thoroughly the strengths and weaknesses of their case and have also conditioned the settlement on confirmatory discovery. Certification of the proposed settlement class is warranted as all of the

---

<sup>1</sup> Capitalized terms herein and in the accompanying Memorandum in support of this motion have the definitions set forth in the Class Action Settlement Agreement submitted herewith as Ex. 1 to the Memorandum of Law in Support of this Motion.

elements of Federal Rule of Civil Procedure 23(a) are satisfied and certification of a non-opt out class is appropriate under Rule 23(b)(1).

Good cause exists for approving the proposed form and manner of giving notice of the settlement agreement because it is the best notice practicable under the circumstances and constitutes due and sufficient notice of the Settlement and the Fairness hearing to all persons affected by or entitled to participate in the Settlement, the hearing on the motion for fees or the Fairness Hearing, in full compliance with the requirements of due process and the Federal Rules of Civil Procedure.

Finally, good cause exists for approving the remaining aspects of this motion because they are reasonably necessary to the establishment of a process for final approval of the proposed settlement and providing an opportunity to proposed Settlement Class Members to object to or to comment on the proposed settlement and Class Counsel's request for an award of reasonable attorneys' fees.

Dated: July 3, 2014

Todd M. Schneider  
Mark T. Johnson  
SCHNEIDER WALLACE COTTRELL  
BRAYTON KONECKY LLP  
180 Montgomery Street, Suite 2000  
San Francisco, CA 94104  
Tel: (415) 421-7100  
Fax: (415) 421-7105

Garrett W. Wotkins  
Michael C. McKay  
SCHNEIDER WALLACE  
COTTRELL KONECKY LLP  
8501 North Scottsdale Rd., Suite 270  
Scottsdale, AZ 85253  
Tel: (480) 428-0142  
Fax: (866) 505-8036

Respectfully submitted,

/s/ Gregory Porter  
Gregory Y. Porter *admitted pro hac vice*  
BAILEY & GLASSER LLP  
910 17th Street, NW  
Suite 800  
Washington, DC 20006  
Tel: (202) 463-2101  
Fax: (202) 463-2103

John Roddy, BBO No. 424240  
BAILEY & GLASSER LLP  
125 Summer Street  
Suite 1030  
Boston, MA 02110  
Tel: (617) 439-6730  
Fax: (617) 951-3954

Peter Mougey  
Laura Dunning  
LEVIN, PAPANTONIO, THOMAS,  
MITCHELL, RAFFERTY & PROCTOR  
316 S. Baylen Street, Suite 600  
Pensacola, FL 32502  
Tel: (850) 435-7121  
Fax: (850) 436-6147

Joseph C. Peiffer  
Daniel J. Carr  
PEIFFER ROSCA ABDULLAH  
CARR & KANE, LLC  
201 St. Charles Avenue, Suite 4610  
New Orleans, LA 70170  
Tel: (504) 523-2434  
Fax: (504) 523-2464

*Attorneys for Plaintiffs*

**LOCAL RULE 7.1(A)(2) CERTIFICATION**  
**AND CERTIFICATE OF SERVICE**

I, Gregory Y. Porter, hereby certify that plaintiffs' counsel conferred with opposing counsel in an effort to resolve or narrow the issues presented in this motion prior to filing, and opposing counsel does not oppose the request for relief sought herein.

I, Gregory Y. Porter, hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on July 3, 2014.

*/s/ Gregory Y. Porter* \_\_\_\_\_