

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

GENEVA HENDERSON et al.,

Plaintiffs,

v.

EMORY UNIVERSITY et al.,

Defendants.

Civil Action No. 16-2920-CAP

**JOINT MOTION FOR PRELIMINARY
APPROVAL OF CLASS SETTLEMENT**

The Parties, by and through their counsel, in accordance with Rule 23(e) of the Federal Rules of Civil Procedure, hereby jointly move for preliminary approval of a class settlement. In support, the Parties state the following:

1. This action involves claims for alleged breaches of fiduciary duty and prohibited transactions in violation of the Employee Retirement Income Security Act of 1974, 29 U.S.C. § 1001, et seq. (“ERISA”) with respect to the Emory University Retirement Plan and the Emory Healthcare, Inc. Retirement Savings and Matching Plan (the “Plans”).

2. On April 28, 2020, after extensive litigation, lengthy discovery, and protracted arm's-length negotiations, the Parties reached a Settlement that provides meaningful monetary and significant non-monetary relief to Class Members.¹

3. The Settlement is fundamentally fair, adequate, and reasonable in light of the circumstances of the litigation. Preliminary approval of the Settlement is in the best interests of the Class Members. In return for a release of the Class Representatives' and Class Members' claims, the Defendants have agreed to pay a sum of \$16,750,000 into a Settlement Fund. The Settling Parties have further agreed to certain additional relief, as specified in Article 10 of the Settlement Agreement.

4. The first step in approving any proposed settlement in a class action is preliminary approval. Manual for Complex Litigation, Fourth, §21.632, at 320–21 (Fed. Jud. Ctr. 2004). At this stage, the Court reviews the proposed settlement to determine whether it is sufficient to warrant class notice and a hearing. *Id.*

5. The Settlement reached between the Settling Parties more than satisfies this standard and is clearly sufficient to warrant being preliminarily approved by the Court. Preliminary approval will not foreclose interested persons

¹ The fully executed settlement agreement dated April 28, 2020 (“Settlement”) is attached hereto as Exhibit A. Capitalized terms herein are defined in the Settlement.

from objecting to the Settlement and thereby presenting dissenting viewpoints to the Court.

6. Separately, Plaintiffs submit to the Court a Memorandum in Support of this Motion for Preliminary Approval, as well the Declaration of Class Counsel (Jerome J. Schlichter).

7. In accordance with this Motion, the Parties request the following:

- That the Court enter an Order granting preliminary approval of the Settlement Agreement;
- That the Court order any interested party to file any objections to the Settlement within the time limit set by the Court, with supporting documentation, and that such objections, if any, be served on counsel as set forth in the proposed Preliminary Approval Order and Class Notice, and permit the Parties the right to limited discovery from any objector as provided for in the proposed Preliminary Approval Order;
- That the Court schedule a Fairness Hearing for the purpose of receiving evidence, argument, and any objections relating to the Settlement Agreement. Given the processing and mailing of Settlement Notices, the objection deadline to the Settlement, the review and approval period of the Independent Fiduciary, among

other interim milestones and deadlines, the Parties request that a

Fairness Hearing **not be scheduled before September 27, 2020**; and

- That following the Fairness Hearing, the Court enter an order granting final approval of the Settlement and dismissing the Second Amended Complaint (Doc. 108) with prejudice.

Respectfully submitted this 29th day of May, 2020.

By:

/s/ Andrew D. Schlichter
SCHLICHTER BOGARD & DENTON, LLP
Jerome J. Schlichter*
Andrew D. Schlichter*
Kurt C. Struckhoff*
Alexander L. Braitberg*
100 South Fourth Street, Suite 1200
St. Louis, MO 63102
Phone: 314- 621-6115
Fax: 314-621-5934
jschlichter@uselaws.com
aschlichter@uselaws.com
kstruckhoff@uselaws.com
abraitberg@uselaws.com
*(admitted pro hac vice)

/s/ Bradley S. Wolff
Bradley S. Wolff, GA No. 773388
SWIFT, CURRIE, MCGHEE, & HIERS, LLP
1355 Peachtree St., N.E., Ste. 300
Atlanta, GA 30309-3231
Phone: (404) 874-8800
Fax: (404) 888-6199
brad.wolff@swiftcurrie.com

Counsel for Plaintiffs

By:

/s/ Matthew J. Sharbaugh (with permission)

Sean K. McMahan (Georgia Bar No. 140861)

Matthew J. Sharbaugh (pro hac vice)

Stephen K. Dixon (pro hac vice)

MORGAN, LEWIS & BOCKIUS LLP

1111 Pennsylvania Avenue, NW

Washington, DC 20004

Telephone: (202) 739-3000

Fax: (202) 739-3001

sean.mcmahan@morganlewis.com

matthew.sharbaugh@morganlewis.com

stephen.dixon@morganlewis.com

Jeremy P. Blumenfeld (pro hac vice)

MORGAN, LEWIS & BOCKIUS LLP

1701 Market Street

Philadelphia, PA 19103

Telephone: (215) 963-5000

Fax: (215) 963-5001

jeremy.blumenfeld@morganlewis.com

Deborah S. Davidson (pro hac vice)

MORGAN, LEWIS & BOCKIUS LLP

77 West Wacker Drive

Chicago, IL 60601

Telephone: (312) 324-1000

Fax: (312) 324-1001

deborah.davidson@morganlewis.com

Frank B. Strickland (Georgia Bar No. 687600)

TAYLOR ENGLISH DUMA LLP

1600 Parkwood Circle, Suite 200

Atlanta, GA 30339

Telephone: (678) 336-7133

fstrickland@taylorenghish.com

Counsel for Defendants

CERTIFICATE OF COMPLIANCE

Under the Civil Local Rules of Practice for the United States District Court for the Northern District of Georgia, this is to certify that the foregoing document complies with the font and point selections approved by the Court in Local Rule 5.1.C. The foregoing was prepared on computer using Times New Roman font (14 point).

/s/ Andrew D. Schlichter
Andrew D. Schlichter

CERTIFICATE OF SERVICE

I certify that on May 29, 2020, I caused to be served a true and correct copy of the foregoing with the Clerk of Court using the CM/ECF system, which will send notification of such filing to all parties to this matter via electronic notification or otherwise.

/s/ Andrew D. Schlichter
Andrew D. Schlichter