

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT
SYSTEM, THE CITY OF BRISTOL PENSION
FUND, and THE CITY OF OMAHA POLICE
AND FIRE RETIREMENT SYSTEM, on
behalf of themselves and all others similarly
situated,

Plaintiffs,

v.

INSULET CORPORATION, DUANE
DESISTO, PATRICK J. SULLIVAN,
ALLISON DORVAL, and BRIAN ROBERTS

Defendants.

Civ. A. No. 15-12345-MLW

CLASS ACTION

ECF CASE

**LEAD PLAINTIFFS' MOTION
FOR APPROVAL OF DISTRIBUTION PLAN**

Lead Plaintiffs Arkansas Teacher Retirement System, the City of Bristol Pension Fund, and the City of Omaha Police and Fire Retirement System (collectively, "Lead Plaintiffs"), upon the accompanying Declaration of Michelle Kopperud in Support of Lead Plaintiffs' Motion for Approval of Distribution Plan (the "Kopperud Declaration"),¹ submitted on behalf of the Court-approved Claims Administrator, Analytics Consulting, LLC ("Analytics"), and the accompanying Memorandum in Support of Lead Plaintiffs' Motion for Approval of Distribution Plan, hereby move this Court for entry of the [Proposed] Order Approving Distribution Plan (the "Distribution Order"), which will, *inter alia*:

¹ All terms with initial capitalization not otherwise defined herein shall have the meanings ascribed to them in the Kopperud Declaration or in the Stipulation of Settlement dated February 8, 2018 (ECF No. 110).

- (i) approve the administrative determinations of Analytics accepting and rejecting Claims submitted in connection with the Settlement reached in the above-captioned Action as stated in the Kopperud Declaration;
- (ii) direct that proceeds of the Settlement be distributed to Authorized Claimants following the Effective Date of the Settlement, which will occur when (a) the Court enters the Final Judgment Approving Class Action Settlement and Order of Dismissal with Prejudice (ECF No. 130-1) (the “Judgment”), or an alternative form of judgment that is not objected to by the Settling Parties (“Alternative Judgment”), and (b) the Judgment (or Alternative Judgment) has become Final and non-appealable;
- (iii) direct that the amount to be distributed in the Initial Distribution shall be the full Settlement Amount plus all interest accrued (the “Settlement Fund”) *less*
 - (a) the total amount of attorneys’ fees and expenses requested in Lead Counsel’s pending motion for fees and expenses (ECF No. 127) (and which also includes Lead Plaintiffs’ request for a service award to reimburse them for the time their employees spent prosecuting this action) (the “Fee and Expense Application”), with the further proviso that such total amount shall continue to remain in escrow, under the jurisdiction of the Court, until the Court rules on that Application;
 - (b) the amount of Analytics’ fees and expenses incurred and estimated to be incurred in the administration of the Settlement (to the extent approved by the Court); and
 - (c) the amount of any taxes and estimated taxes paid or to be paid, the costs of preparing appropriate tax returns, and any escrow fees;
- (iv) approve the recommended plan for distributing any funds remaining after the Initial Distribution;
- (v) release all claims against various persons and entities related to the administration of the Settlement; and

- (vi) authorize the destruction of Proofs of Claim and supporting documents at an appropriate time, as set forth in the proposed Distribution Order.

The proposed Distribution Order is attached as Exhibit 1.

DATED: April 22, 2019

Respectfully submitted,

**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**

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CERTIFICATE OF SERVICE

I hereby certify that on April 22, 2019, I caused the foregoing Lead Plaintiffs' Motion for Approval of Distribution Plan and the attached [Proposed] Order Approving Distribution Plan to be filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the email addresses of the registered participants as identified on the Notice of Electronic Filing.

/s/ James A. Harrod

James A. Harrod