

HMO Louisiana, Inc., Blue Cross and Blue Shield of Massachusetts, Inc., Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc., Blue Cross Blue Shield of Michigan, BCBSM, Inc. d/b/a BlueCross BlueShield of Minnesota, HMO Minnesota d/b/a Blue Plus, Comprehensive Care Services, Inc., Blue Cross & Blue Shield of Mississippi, HMO of Mississippi, Inc., Blue Cross and Blue Shield of Montana, Inc., Horizon Healthcare Services, Inc. d/b/a Horizon Blue Cross Blue Shield of New Jersey, Horizon Healthcare Plan Holding Company, Inc., Horizon Healthcare Insurance Company of New York, Horizon Healthcare of New Jersey, Inc., Horizon Healthcare of New York, Inc., Enterprise Holding Company, Inc., AtlantiCare Administrators, Inc., Horizon Healthcare Administrators, Inc., Horizon AtlantiCare LLC, Horizon Healthcare of Delaware, Inc., NASCO of New Jersey, Inc., Empire HealthChoice Assurance, Inc., d/b/a Empire Blue Cross Blue Shield, Empire HealthChoice HMO, Inc., WellChoice Insurance of New Jersey, Inc., WellChoice Holdings of New York, Inc., WellPoint Holding Corp., Blue Cross and Blue Shield of North Carolina, Hospital Service Association of Northeastern Pennsylvania, HMO of Northeastern Pennsylvania, Triple-S, Inc.; Triple-S, Inc., of Puerto Rico, Triple-C, Inc., Blue Cross Blue Shield of Rhode Island, Blue Cross and Blue Shield of South Carolina, BlueChoice HealthPlan of South Carolina, Inc. f/k/a Companion HealthCare Corporation, Planned Administrators, Inc., Thomas H. Cooper & Co., Inc., BlueCross BlueShield of Tennessee, Inc., Tennessee Health Care Network, Inc., Health Care Service Corporation, Group Health Maintenance Organization, Inc. d/b/a Bluelincs HMO, Group Health Service of Oklahoma, Inc. d/b/a Blue Cross Blue Shield of Oklahoma, HMO New Mexico, Inc., New Mexico Blue Cross and Blue Shield, Inc. d/b/a Blue Cross and Blue Shield of New Mexico, New Mexico Blue Cross and Blue Shield, Inc., Hallmark Services Corporation, BCI HMO, Inc. and HCSC Insurance Services Corporation, (collectively, the “Blue Parties”) respectfully move this

Court to enter the proposed Order Preliminarily Approving Proposed Settlement Among Certain Blue Parties and Physicians, Physician Groups, and Physician Organizations, Setting Form and Content of Notice to the Class, and Scheduling Settlement Hearing (the “Preliminary Approval Order”) in the action styled Love, et al. v. Blue Cross Blue Shield Ass’n, et al., (formerly Thomas, et al. v. Blue Cross Blue Shield Ass’n, et al.), Case No. 03-21296-CIV-MORENO/SIMONTON (the “Action”). A copy of the Settlement Agreement is submitted herewith as Exhibit 1, and a copy of the Preliminary Approval Order is submitted herewith as Exhibit 2.

In support of this motion, Representative Plaintiffs, Signatory Medical Societies, and the Blue Parties state as follows:

1. Representative Plaintiffs, Signatory Medical Societies, and the Blue Parties have entered into a Settlement Agreement. *See* Ex. 1 hereto.

2. Representative Plaintiffs, Signatory Medical Societies, and the Blue Parties respectfully request that this Court grant preliminary approval to the Settlement Agreement as fair, adequate, and reasonable.

3. Representative Plaintiffs, Signatory Medical Societies, and the Blue Parties respectfully request that this Court approve the notice plan set forth in Section 5 of the Settlement Agreement, and the notices, claim form and claim form instructions substantially in the forms attached as Exhibits to the Settlement Agreement.

4. Representative Plaintiffs, Signatory Medical Societies, and the Blue Parties respectfully request that the Court schedule a hearing as soon as practicable to consider preliminarily the Settlement Agreement and to enter the proposed Preliminary Approval Order.

Respectfully submitted this 27th day of April, 2007.

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CERTIFICATE OF SERVICE

I hereby certify that I electronically filed the foregoing document with the Clerk of the Court using CM/ECF. I also certify that a true and correct copy of the foregoing was served on the following Liaison Counsel this 27th day of April, 2007, by Federal Express. In addition, all counsel on the Court's January 12, 2005 Joint E-mail Service List was served by electronic mail.

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