

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

COLE’S WEXFORD HOTEL, INC.,	)	
on its own behalf and on behalf of all	)	
others similarly situated,	)	Case No. 2:10-cv-01609-JFC
	)	
Plaintiffs,	)	
	)	
v.	)	
	)	
UPMC and	)	
HIGHMARK, INC.,	)	
	)	
Defendants.	)	
	)	
	)	

ORDER

WHEREAS:

A. Plaintiff class representative, Cole’s Wexford Hotel, Inc., and Defendant, UPMC, have entered into a Settlement Agreement dated March 4, 2016 (“Agreement”), with amendments dated April 4, 2016, and April 8, 2016, in full and final settlement of each and every Released Claim against UPMC, the terms of which are set forth in the Agreement; and

B. Plaintiff has moved pursuant to Rule 23 of the Federal Rules of Civil Procedure, for an Order certifying a Settlement Class;

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Court hereby certifies the Action to proceed as a class action for purposes of the Settlement with UPMC only, pursuant to Rule 23 of the Federal Rules of Civil Procedure, on behalf of all persons, whether natural or fictitious, who purchased small group health insurance coverage in Western Pennsylvania from, or otherwise paid any small group plan premiums or portion thereof to, Highmark Health Insurance Co. (“HHIC”) or a similar for profit subsidiary of Highmark, Inc. between July 1, 2010 and March 21, 2012.

2. Excluded from the Settlement Class are any putative Class Members who exclude themselves from the Class, as well as UPMC, Highmark Inc., and their respective officers, employees, agents, representatives, parents, subsidiaries, and affiliates.

3. The Court finds that the prerequisites for a class action under Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied.

4. The number of Class Members is over 10,000 and therefore the Class is so numerous that joinder of all members thereof is impracticable.

5. There are questions of law and fact common to the Class, such as whether UPMC violated the federal antitrust laws; the relevant geographic and product markets; whether UPMC conspired with Highmark to monopolize the markets for health care and health insurance; and whether UPMC and Highmark's alleged conspiratorial actions led to excess, above-market supracompetitive premiums charged by HHIC to small groups.

6. The claims of the Plaintiff are typical of the claims of the Class they seek to represent. Plaintiff is a small business that purchased small group insurance from HHIC for the entire class period, and alleges that the anticompetitive conduct of UPMC and Highmark harmed Plaintiff in the same way that it harmed everyone in the Small Group Class.

7. Plaintiff and Settlement Class Counsel have and will fairly and adequately represent the interests of the Class. Plaintiff is an adequate representative for many of the same reasons it is a typical plaintiff. Furthermore, Settlement Class Counsel is highly experienced and more than capable of representing the Settlement Class.

8. Questions of law and fact common to the members of the Class predominate over any questions affecting only individual members of the Class. Predominance of common questions does not require unanimity of common questions, but rather that common questions

outweigh individual questions. The central questions relating to UPMC's liability are common to the proposed Small Group Settlement Class, and the evidence of liability is common to the class. Likewise, Plaintiffs' theory of antitrust injury is common to the class.

9. A class action is superior to other available methods for the fair and efficient adjudication of the controversy. A class action appears to be the only method of recovery for a large majority of the proposed class.

10. The Court finds and concludes that pursuant to Rule 23 of the Federal Rules of Civil Procedure and for purposes of settlement only, Plaintiff is an adequate class representative and certifies Plaintiff as class representative for the Settlement Class.

11. The firms of Del Sole Cavanaugh Stroyd; Boies, Schiller & Flexner LLP; Stone & Magnanini; Stone Law Firm LLC; and Scott M. Hare, Esq. are appointed as Settlement Class Counsel. Settlement Class Counsel is authorized to act on behalf of the Settlement Class with respect to all acts required by, or which may be undertaken pursuant to, the Agreement or such other acts that are reasonably necessary to consummate the proposed Settlement set forth in the Agreement.

IT IS SO ORDERED, ADJUDGED, AND
DECREED. Dated this 29th day of July, 2016.

/s/ JOY FLOWERS CONTI
Joy Flowers Conti
Chief United States District Court Judge