



GRANTED

EFiled: Sep 11 2015 04:24PM EDT
Transaction ID 57856846
Case No. Multi Case



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ANDREW SMUKLER, On Behalf of
Himself and All Others Similarly
Situated,

Plaintiff,

v.

IPC HEALTHCARE, INC., MARK J.
BROOKS, THOMAS P. COOPER,
FRANCESCO FEDERICO,
WOODRIN GROSSMAN, ADAM D.
SINGER, C. THOMAS SMITH, R.
JEFFREY TAYLOR, CHUCK TIMPE,
ROBERT M. WACHTER, TEAM
HEALTH HOLDINGS, INC. and
INTREPID MERGER SUB, INC.,

Defendants.

C.A. No. 11392-CB

MELISSA CRESCENTE, Individually and
On Behalf of All Others Similarly Situated,

Plaintiff,

v.

ADAM D. SINGER, R. JEFFREY
TAYLOR, THOMAS P. COOPER,
MARK J. BROOKS, FRANCESCO
FEDERICO, WOODRIN GROSSMAN, C.
THOMAS SMITH, CHUCK TIMPE,
ROBERT M. WACHTER, TEAM
HEALTH HOLDINGS, INC., INTREPID
MERGER SUB, INC.,

Defendants.

C.A. No. 11405-CB

**[PROPOSED] ORDER OF CONSOLIDATION
OF RELATED ACTIONS AND APPOINTMENT OF LEAD COUNSEL**

It appearing that the above-captioned actions involve the same subject matter, and that the administration of justice would be best served by consolidating the actions,

IT IS HEREBY ORDERED this ___ day of September, 2015:

1. The above captioned actions are to be consolidated for all purposes, including, but not limited to, pre-trial proceedings, discovery, and trial (the “Consolidated Action”).

2. Any papers to be filed hereafter need only be filed in C.A. No. 11392-CB.

3. The Consolidated Action caption shall be:

IN RE IPC HEALTHCARE, INC.
STOCKHOLDERS LITIGATION

CONSOLIDATED
C.A. No. 11392-CB

4. The law firms of FARUQI & FARUQI, LLP, 20 Montchanin Road, Suite 145 Wilmington, DE 19807 and RIGRODSKY & LONG, P.A., 2 Righter Parkway, Suite 120, Wilmington, DE 19803 are hereby designated as Co-Lead Counsel for the Consolidated Action. Defendants take no position as to the appointment of Co-Lead Counsel.

5. All documents previously filed to date in any of the cases consolidated herein are deemed filed and are a part of the record in the

Consolidated Action. Defendants accept service of the complaints filed in the above-captioned actions.

6. The Verified Complaint filed by Melissa Crescente, Case No. 11405-CB, is hereby designated the operative complaint for the Consolidated Action (“*Crescente* Complaint”). However, Defendants shall have no obligation to respond or file an answer to the *Crescente* Complaint or any other complaint filed in the related actions. A Verified Consolidated Amended Complaint (“Consolidated Complaint”) shall be filed in the Consolidated Action and shall be deemed the operative complaint and shall supersede the *Crescente* Complaint and all previous complaints filed in any of the above-captioned actions or any other action subsequently consolidated herewith. Following the filing of the Consolidated Complaint, the parties shall confer upon a schedule for Defendants to respond to the Consolidated Complaint.

7. Co-Lead Counsel shall set policy for plaintiffs for the prosecution of this litigation, delegate and monitor the work performed by plaintiffs’ attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery proceedings, and provide supervision and coordination of the activities of plaintiffs’ counsel. Co-Lead Counsel shall have the authority to negotiate a settlement, subject to approval of plaintiffs and the Court.

8. Any agreement reached between counsel for defendants and the Co-Lead Counsel shall be binding on all plaintiffs.

9. Co-Lead Counsel shall be responsible for the overall conduct of the litigation on behalf of the plaintiffs and the proposed class.

10. Co-Lead Counsel shall also be responsible and authorized to communicate with the Court, including receiving orders, notices, correspondence, and telephone calls from the Court on behalf of all plaintiffs. Co-Lead Counsel shall also attend all hearings and shall be responsible for the submission of pleadings, motions and other papers to the Court and ensuring that the prosecution of this litigation comports with all applicable Delaware Rules.

11. This Order shall apply to any case arising out of the same or similar transactions and/or events as the Consolidated Action (including any proxy filed in connection with the proposed merger of IPC Healthcare, Inc. and Team Health Holdings, Inc.) that is subsequently filed in, remanded to, or transferred to this Court. When a case that properly belongs as part of the Consolidated Action is hereafter filed in, remanded to, or transferred to this Court, Co-Lead Counsel shall call such filing, remand, or transfer to the attention of the Register in Chancery for purposes of moving the Court for an order consolidating such case(s) with the Consolidated Action. Co-Lead Counsel shall further assist in ensuring that counsel

for the parties to such subsequent action(s) receive notice of this Order.

CHANCELLOR ANDRE G. BOUCHARD

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Multi-Case

File & Serve

Transaction ID: 57853368

Current Date: Sep 11, 2015

Case Number: Multi-Case

Case Name: Multi-Case

Court Authorizer: Bouchard, Andre G

/s/ Judge Bouchard, Andre G