

Cohen, et al v. SMHA., et al.
c/o Settlement Administrator
P.O. Box 23698
Jacksonville, FL 32241



Postal Service: Please do not mark barcode

BACKUS, NANCY E
8 SKIPJACK LN
SAVANNAH, GA 31411

**IN THE STATE COURT OF CHATHAM COUNTY
STATE OF GEORGIA**

<p>NICOLE M. COHEN, M.D., and CHADWICK E. HUGGINS, M.D., on behalf of themselves and all others similarly situated,</p> <p>Plaintiffs</p> <p>v.</p> <p>SMHA HEALTHCARE, INC. f/k/a MEMORIAL HEALTH, INC.; SMHA VENTURES, INC. f/k/a MPPG, INC.; SMHA HEALTHCARE CENTER, INC. f/k/a MEMORIAL HEALTH UNIVERSITY MEDICAL CENTER,) INC., SMHA CARDIOVASCULAR, LLC f/k/a MEMORIAL CARDIOVASCULAR CONSULTANTS, LLC, AND SMHA CARDIOLOGY, INC. f/k/a MEMORIAL SAVANNAH CARDIOLOGY INC.,</p> <p>Defendants.</p>	<p>CIVIL ACTION NO. STCV1801613</p>
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NOTICE OF COHEN CLASS ACTION SETTLEMENT

A Georgia court authorized this notice.
This is not a solicitation from a lawyer.

YOUR LEGAL RIGHTS ARE AFFECTED WHETHER YOU ACT, OR DON'T ACT. READ THIS NOTICE CAREFULLY. These rights and options—and the deadlines to exercise them—are explained in this notice.

Summary of Your Legal Rights and Options in This Settlement:

Do Nothing:	You will be paid a proportional share of the net settlement proceeds in accordance with the Distribution Plan and release certain claims. See sections 6 and 8 of this notice for more details.
Exclude Yourself	Get no payment. If you exclude yourself, you cannot object to the settlement, but you would not be barred by the settlement from bringing a suit of your own. See section 11 of this notice for more details.
Object:	Write to the Court about why you don't like the settlement and do not want it approved. Act by September 28, 2023. See section 12 of this notice for more details.
Go to a Hearing:	Ask to speak in Court about the fairness of the settlement on November 15, 2023. See section 14 of this notice for more details.

1. Why did I receive this notice?

You received this notice because it appears you are a member of a Class that is covered by this lawsuit and proposed settlement. The Plaintiffs have selected a third-party Administrator named American Legal Claim Services, who is not a Plaintiff or a Defendant, to provide this Notice to you, and to administer any monetary payments under the proposed settlement. The Court approved the Administrator.

2. What is this lawsuit about?

This lawsuit concerns an alleged breach of your employment contract with Memorial Health and related entities (“Memorial”). The Plaintiff filed the lawsuit in 2018 alleging that when Memorial sold its assets to an affiliate of HCA, it breached an agreement to provide certain severance/notice payments to physicians employed at Memorial. The suit sought to recover those severance/notice payments on behalf of the employed physicians.

3. What has happened so far in the case?

The case has been actively litigated for several years. The parties took discovery and each side moved for summary judgment. Plaintiff Nicole Cohen eventually moved the Court to convert the case into a class action and argued that all of the physicians with similar contracts should recover their severance/notice pay. On September 9, 2022, the Court granted the motion for class certification.

When the Court certified the original classes, the judge appointed Nicole Cohen as the Class Representative. The Court recognized Jeff Harris, Jed Manton, and Yvonne Godfrey of Harris, Lowry Manton LLP and Michael B. Terry, Jason J. Carter, Patrick Fagan, Naveen Ramachandrappa, J. Danny Vincent and Allen Page of Bondurant, Mixson & Elmore, LLP as **Class Counsel** for the Class.

Also in September of 2022, at the same time as the ruling on class certification, the Court made other rulings about the merits of the case. The Court granted summary judgment on some issues and denied it on other issues. The Defendants appealed both orders, and the Class appealed certain parts of the summary judgment order.

While the case was on appeal, the parties agreed to settle the lawsuit pursuant to the terms of a specific Settlement Agreement.

4. Why is there a settlement?

The parties have agreed to settle the lawsuit because the parties believe there are risks, uncertainty over the outcome, and potential delays involved in continuing litigation. The parties engaged in negotiations, assisted by a professional mediator, and have agreed to a settlement to promptly provide effective relief to the Class. The Class Representatives and Class Counsel think the settlement is in the best interests of all Class Members.

5. What does the settlement provide?

The Defendants have agreed to pay ten million dollars (\$10,00,000.00) to settle the lawsuit, which will be paid into the Settlement Fund (as defined in the Settlement Agreement). The settlement proceeds will be distributed to each Class Member based upon his or her share of the funds in accordance with a Distribution Plan. The Distribution Plan considers certain factors, including the amount that each Class Member would have been paid pursuant to the severance/notice calculation in his or her contract, whether that class member had already filed suit, and other risks associated with litigating the class members' claims. The amount payable to each Class Member will vary based on these factors. Class Counsel have hired a damages expert who will calculate the damages for each Class Member.

The settlement includes physicians who were employed by MPPG, Inc., Memorial Cardiovascular Consultants, LLC, and Memorial Savannah Cardiology, Inc.

The cardiologist class members were added to the Complaint as part of the settlement and they make up a "subclass" represented by Chadwick E. Huggins, M.D. as the subclass representative.

The Settlement Agreement, the Distribution Plan and other papers can be found at mppgclassaction.com.

6. What am I giving up to accept the settlement?

If the Court approves the proposed settlement and it becomes final and judgment is entered, you will be releasing Memorial and its affiliates, employees, and other related persons from any possible claims that could have been brought in the lawsuit and that relate to your employment agreement and Memorial's decision to sell its assets to an affiliate of HCA. The Settlement Agreement, including the full release language, is available at mppgclassaction.com. You may direct your questions to Class Counsel at no expense to you.

7. When and where will the Court decide whether to approve the settlement?

The Court will hold a hearing to decide whether to approve the settlement. You may attend and you may ask to speak, but you don't have to. The hearing will be held November 15, 2023 at 10:00 a.m. At this hearing, the Court will consider whether the settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay to Class Counsel. At or after the hearing, the Court will decide whether to approve the settlement.

The Court has reserved the right to change the date and time of the Final Approval Hearing without further notice to the Class. The hearing may be held virtually. If you would like to attend or watch the hearing, please check the website mppgclassaction.com for any changes of the hearing date, and instructions for remote access (if applicable).

8. How and when can I receive payment?

You do not need to do anything to receive payment. If the settlement is approved, and if you are entitled to receive money, a check will be mailed to you at this same address, unless you provide updated contact information to the Administrator. If there is an appeal, then settlement checks will not be issued until the appeal is resolved and the order approving the settlement is approved by the appeals court.

9. Do I have a lawyer in this case?

The Court recognized Jeff Harris, Jed Manton, and Yvonne Godfrey of Harris, Lowry Manton LLP and Michael B. Terry, Jason J. Carter, Patrick Fagan, Naveen Ramachandrapa, J. Danny Vincent and Allen Page of Bondurant, Mixson & Elmore, LLP as **Class Counsel** for the Class. These lawyers are called Class Counsel. You will not be personally charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

10. How will the lawyers be paid?

Class Counsel will ask the Court to award attorneys' fees and will seek reimbursement of their expenses incurred

to prosecute this action and administer this settlement of no more than 33% of the Settlement Fund, all to be paid from the Settlement Fund. Attorneys' fees and expenses will be determined by the Court following a hearing and will be based upon the evidence presented and legal principles that govern such awards. The Court may award less than the amounts requested. The Defendants have agreed not to oppose the application for attorneys' fees and expenses.

11. How do I get out of the settlement?

To exclude yourself from the settlement, you must submit to the Administrator at the address listed below, a written, signed, and dated statement that you are opting out of the Class and that you understand that you will receive no money from the Settlement of this Action. To be effective, this opt-out statement (i) must be mailed to the Administrator no later than August 29, 2023, (ii) include your name and last four digits of your social security number, and (iii) must be personally signed and dated by you.

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The Administrator and Class Counsel will collect a list of the names of all persons who have requested exclusion by the deadline and provide to the Court for filing. You can't exclude yourself on the phone or by e-mail. If you are excluded, you will not get any settlement payment, you cannot object to the settlement, you will not be legally bound by anything that happens in this lawsuit, and you may be able to sue (or continue to sue) the Defendants in the future for these same claims, but your claims may be time-barred (or otherwise deficient).

12. How do I object to the settlement?


If you are a Class Member, you can object to the settlement entirely or any portion of it. You can give reasons why you think the Court should not approve it. The Court will consider your views. To object, you must file a letter that includes certain information. This information is available online at mppgclassaction.com.

You must mail or electronically file the objection with the Clerk of the Court, State Court of Chatham County, 133 Montgomery Street, Suite 501, Savannah, Georgia 31401, so that is received by the Clerk no later than September 28, 2023.

13. Do I have to come to the hearing?

No, but you are welcome to come (or view virtually, if applicable) at your own expense. If you send an objection as described above, you don't have to come to Court. As long as you submitted your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but this is not necessary.

14. May I speak at the hearing?

You may ask the Court for permission to speak at the hearing. To do so, you must send a letter saying that it is your "Notice of Intention to Appear." Include your name, address, telephone number, and your signature.  Your Notice of Intention to Appear must be received by October 13, 2023, by the Clerk of the Court, State Court of Chatham County, 133 Montgomery Street, Suite 501, Savannah, Georgia 31401.

15. Are there more details about the settlement?

You may visit the website at mppgclassaction.com, where you will find copies of the Settlement Agreement and significant orders, as well as other information that may help you determine whether you are a Class Member and whether you are eligible for a payment.

PLEASE DO NOT CALL THE COURT WITH QUESTIONS