

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

MARY ORMOND, et al., On Behalf of)	
Themselves and All Other Similarly Situated,)	
)	
Plaintiffs,)	
)	Case No. 1:05-cv-1908-TWP-TAB
vs.)	
)	
ANTHEM, INC. and ANTHEM INSURANCE)	
COMPANIES, INC.,)	
)	
Defendants.)	

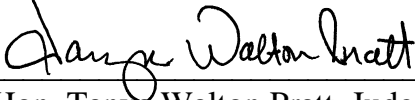
ENTRY ON PLAINTIFFS' OBJECTIONS TO MAGISTRATE JUDGE'S ORDER

This matter is before the Court on Plaintiffs' objections to the Magistrate Judge's prior discovery orders. The central issue relates to the Magistrate Judge's denial of Plaintiffs' request for the names of the 25 largest grandfathered groups ("GFGs") from Ohio, Connecticut, and Kentucky. Plaintiffs argue that the Magistrate Judge's ruling was in error because it was premised on a misunderstanding of the Plan of Conversion. That is, the Magistrate Judge allegedly exaggerated "the extent to which the Plan of Conversion dictates reliance on Anthem's books and records in determining the eligibility of a member to receive demutualization distributions." (Dkt. 332 at 4). Under Plaintiffs' theory, Anthem – rather than relying exclusively on its own books and records – allegedly relied on other sources of information and manipulated its own records to divert shares to the GFGs. According to Plaintiffs, the Magistrate Judge's ruling robs them of the opportunity to gather evidence that goes to the heart of one of their core allegations – "that Defendants allocated too many shares to the GFGs." (Dkt. 332 at 5). Along similar lines, Plaintiffs object to the Magistrate Judge's finding that the Plan of Conversion "specifies which headcounts to use." (Dkt. 332 at 13).

In the Court's view, these issues have effectively been rendered moot. On July 1, 2011, the Court issued a summary judgment decision in *Ormond*, which pared down the remaining issues for trial significantly. As it stands, Plaintiffs' sole surviving claim is for breach of duty in connection with the pricing and sizing of the Anthem, Inc. IPO. (Dkt. 446 at 53). In making its ruling, the Court expressly rejected Plaintiffs' claims related to a mis-allocation or an over-allocation of shares to the GFGs (including theories related to headcount inflation/manipulation). With the GFGs-related issues jettisoned from the equation, the Court finds that Plaintiffs' request no longer seeks relevant information.

But even if GFGs issues were still in play, the Court would likely not be inclined to reverse the Magistrate Judge's rulings, particularly given the deferential standard of review that applies to Rule 72(a) motions. *See* Fed. R. Civ. P. 72(a) ("the Court must "modify or set aside any part of [the magistrate judge's] order that is *clearly erroneous* or is *contrary to law*."") (emphasis added). For these reasons, Plaintiffs' Objections to the Magistrate Judge's Discovery Order (Dkt. 330) are **DENIED**.

SO ORDERED: 07/13/2011


Hon. Tanya Walton Pratt, Judge
United States District Court
Southern District of Indiana

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