

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEBRASKA**

ANTHONY GENNARO, JR., on Behalf of
Himself and All Others Similarly Situated,

Plaintiffs,

v.

NATIONAL RESEARCH CORPORATION,
MICHAEL D. HAYS, JOANN M. MARTIN,
BARBARA J. MOWRY, JOHN N.
NUNNELLY, and DONALD M. BERWICK,

Defendants.

4:17CV441

**ORDER FOR CONSOLIDATION AND
APPOINTMENT OF CO-LEAD
PLAINTIFFS AND CO-LEAD COUNSEL**

JAMES D. GERSON, on behalf of himself
and all other similarly situated shareholders of
NATIONAL RESEARCH CORPORATION,
and derivatively on behalf of Nominal
Defendant NATIONAL RESEARCH
CORPORATION,

Plaintiffs,

v.

MICHAEL D. HAYS, MICHAEL AND
KAREN HAYS GRANDCHILDREN'S
TRUST, DONALD M. BERWICK, JOANN
M. MARTIN, BARBARA J. MOWRY,
JOHN N. NUNNELLY,

Defendants,

-and-

NATIONAL RESEARCH CORPORATION,
Nominal Defendant.

4:17CV3152

**ORDER FOR CONSOLIDATION AND
APPOINTMENT OF CO-LEAD
PLAINTIFFS AND CO-LEAD COUNSEL**

This matter is before the Court on the Joint Motion for Consolidation of Related Actions and Appointment of Co-Lead Plaintiffs and Co-Lead Counsel (Filing No. 22 in Case No. 4:17CV441 and Case No. 4:17CV3152). Plaintiffs in both above-captioned cases request that the actions be consolidated in accordance with their Stipulation for Consolidation (Filing No. 23

in both cases). Plaintiffs also move for appointment of Anthony Gennaro, Jr. and James D. Gerson as co-lead plaintiffs, and the law firms of Kessler Topaz Meltzer & Check, LLP and Labaton Sucharow LLP as co-lead counsel for Plaintiffs. The parties' Stipulation for Consolidation provides the following recitals:

WHEREAS, on November 15, 2017, a Verified Class Action Complaint was filed on behalf of plaintiff Anthony Gennaro, Jr., a shareholder of National Research Corporation ("NRC"), by the law firm of Kessler Topaz Meltzer & Check, LLP (the "Gennaro Action").

WHEREAS, on November 15, 2017, plaintiff Anthony Gennaro also filed a motion for a preliminary injunction and request for hearing to enjoin the consummation of the proposed transaction whereby NRC will cash-out all of its shareholders of Class B common stock, other than Michael D. Hays (the "Proposed Transaction").

WHEREAS, November 16, 2017, the action *Gennaro v. National Research Corporation, et al.* was assigned to Judge John M. Gerrard.

WHEREAS, on November 16, 2017, a Verified Shareholder Class Action and Derivative Complaint was filed as a related case to the Gennaro Action on behalf of James D. Gerson, a shareholder of NRC, by the law firm of Labaton Sucharow LLP (the "Gerson Action").

WHEREAS, on November 17, 2017, plaintiff James Gerson also filed a motion for a preliminary injunction and request for hearing to enjoin the consummation of the Proposed Transaction.

WHEREAS, both the Gennaro Action and the Gerson Action are related to the same course of conduct by NRC and its board of directors in approving the Proposed Transaction.

WHEREAS, both the Gennaro Action and the Gerson Action allege substantively similar claims against the various defendants related to the Proposed Transaction, the separate prosecution of which would result in significant overlap of litigation efforts and substantive issues.

WHEREAS, in the interests of efficiency, counsel for both Anthony Gennaro and James D. Gerson have agreed to consolidate their efforts and jointly pursue their claims against NRC on behalf of NRC's shareholders.

(Filing No. 23 in both cases). The Plaintiffs represent that all Defendants in the Gennaro Action and the Gerson Action have agreed to consolidation and that the Joint Motion is unopposed. (Filing No. 22 in both cases). Upon review of the pleadings and parties' Stipulation for Consolidation, the Court concludes the above-captioned cases involve common questions of law and fact, and should be consolidated. See Fed. R. Civ. P. 42(a). The Court will adopt the parties' Stipulation for Consolidation and Proposed Order. Accordingly,

IT IS ORDERED that the Joint Motion for Consolidation of Related Actions and Appointment of Co-Lead Plaintiffs and Co-Lead Counsel (Filing No. 22 in Case No. 4:17CV441; Filing No. 22 in Case No. 4:17CV3152) is granted. The parties' Stipulation for Consolidation of Related Actions and Appointment of Co-Lead Plaintiffs and Co-Lead Counsel (Filing No. 23 in Case No. 4:17CV441; Filing No. 23 in Case No. 4:17CV3152) is adopted as set forth below:

1. The Gennaro Action and the Gerson Action shall be consolidated for all purposes, herein referred to as the "Consolidated Action." Any pleading or other document filed or served in the Consolidated Action shall bear a caption as follows:

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEBRASKA**

In re NATIONAL RESEARCH CORPORATION shareholder litigation

Consolidated Case No. 4:17-cv-00441-JMG-
MDN

2. The law firms of Kessler Topaz Meltzer & Check, LLP and Labaton Sucharow LLP will serve as co-lead counsel for Plaintiffs in the Consolidated Action.

3. Anthony Gennaro, Jr. and James D. Gerson shall serve as co-lead plaintiffs in the Consolidated Action.

4. The Bruning Law Group shall serve as liaison counsel in the Consolidated Action.

5. Hereafter, papers only need to be filed in Case No. 4:17-cv-00441-JMG-MDN.

6. All documents previously filed to date in either of the Gennaro Action or Gerson Action are deemed filed and are a part of the record in the Consolidated Action. Defendants shall have no obligation to respond or file an answer to the complaints filed in the Gennaro Action and Gerson Action. A consolidated amended complaint shall be filed in the Consolidated Action and shall be deemed the operative complaint and shall supersede all previous complaints filed in any of the Gennaro Action or the Gerson Action, or any other action subsequently

consolidated herewith. Defendants shall answer or move to dismiss the consolidated amended complaint within thirty (30) days of the filing of the consolidated amended 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. Any agreement reached between counsel for Defendants and Co-Lead Counsel shall be binding on all other plaintiffs.

8. This Order shall apply to this Consolidated Action and any future-filed actions relating to the subject matter of this case. When a case that properly belongs as part of the Consolidated Action is hereafter filed in the Court, this Court requests the assistance of Co-Lead Counsel in calling to the attention of the Court the filing of any case which might properly be consolidated as part of the Consolidated Action, and Co-Lead Counsel is to assist in assuring that counsel in subsequent actions receive notice of this Order.

DATED this 30th day of November, 2017.

BY THE COURT:

s/ Michael D. Nelson
UNITED STATES MAGISTRATE JUDGE