

**JAMES J. DONELON, COMMISSIONER  
OF INSURANCE FOR THE STATE OF  
LA, IN HIS CAPACITY AS  
REHABILITATOR OF LA HEALTH  
COOPERATIVE, INC.**

**VS.**

**TERRY S. SHILLING, ET AL.**

**FILED:** \_\_\_\_\_

**\* SUIT NO. 651,069, SEC. 22**

**\* 19<sup>TH</sup> JUDICIAL DISTRICT COURT**

**\* PARISH OF EAST BATON ROUGE**

**\* STATE OF LOUISIANA**

\_\_\_\_\_  
**DEPUTY CLERK**

**EX PARTE MOTION FOR ADMISSION PRO HAC VICE**

NOW INTO COURT, through undersigned counsel, comes Defendant, Milliman, Inc., and pursuant to Louisiana Supreme Court Rule XVII, Section 13 respectfully requests an Order from this Honorable Court enrolling as co-counsel Justine N. Margolis of the law firm DENTONS US, LLP, 1221 Avenue of the Americas, New York, New York, 10020-1089; Telephone: 212-768-6700; Facsimile: 212-768-6800.

Ms. Margolis is admitted to practice in California, Illinois, Missouri, New York, US Court of Appeals for the Eight Circuit, Central and Northern Districts of California, Eastern and Western Districts of Arkansas, US District Court for the Eastern District of Missouri, Southern District of Illinois, Eastern District of Wisconsin, and the Southern District of New York.

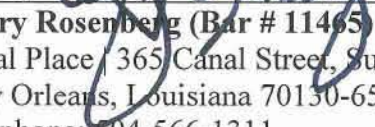
Ms. Margolis is in good standing with the State Bar of California (admitted June 2, 2014), Illinois (admitted May 10, 2007), Missouri (admitted October 4, 2006), New York (admitted October 28, 2015), as reflected in the attached Certificates of Good Standing (Exhibit A). Also attached to this motion is a Verified Application for *Pro Hac Vice* Admission in Louisiana (Exhibit B) and an affidavit of Ms Margolis (Exhibit C).

Accordingly, undersigned counsel verifies that this motion and the documents attached have been served on all counsel of record and the Louisiana Attorney Disciplinary Board and that the requisite fee, as required in Section 13(A)(4)(ii) of the Local Rule XVII, has been paid to the Disciplinary Board.

Respectfully submitted,

**PHELPS DUNBAR LLP**

BY: \_\_\_\_\_

  
**Harry Rosenberg (Bar # 11465)**  
Canal Place / 365 Canal Street, Suite 2000  
New Orleans, Louisiana 70130-6534  
Telephone: 504-566-1311  
Telecopier: 504-568-9130  
Email: rosenbeh@phelps.com

And

**H. Alston Johnson (Bar # 7293)**  
400 Convention Street, Suite 1100  
Baton Rouge, LA 70802  
Telephone: 225-346-0285  
Telecopier: 225-381-9197  
Email: johnsona@phelps.com

And

V. Thomas Clark, Jr. (#20519)  
J. Robert Wooley (#13679)  
Kellen J. Mathews (#31860)  
Grant J. Guillot (#32484)  
**ADAMS AND REESE, LLP**  
450 Laurel Street, Suite 1900  
Baton Rouge, Louisiana 70801  
Telephone: (225) 336-5200  
Facsimile: (225) 336-5220

**ATTORNEYS FOR MILLIMAN, INC.**

**CERTIFICATE OF SERVICE**

I hereby certify that on the 12 day of March, 2018, that a copy of the foregoing has been served upon all known counsel of record either by facsimile, electronic mail and/or via U.S. mail, first class postage prepaid and properly affixed.

\_\_\_\_\_  
Harry Rosenberg

JAMES J. DONELON, COMMISSIONER  
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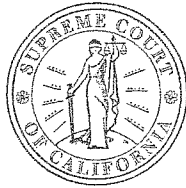
**ORDER**

Considering the foregoing *Ex Parte Motion for Admission Pro Hac Vice*, and for good cause shown,

IT IS HEREBY ORDERED that Justine N. Margolis of the law firm of Dentons US, LLP be admitted *pro hac vice* as co-counsel for Defendant, Milliman, Inc., in this matter.

BATON ROUGE, LOUISIANA this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
DISTRICT COURT JUDGE



# Supreme Court of California

JORGE E. NAVARRETE

*Court Administrator and Clerk of the Supreme Court*

## CERTIFICATE OF THE CLERK OF THE SUPREME COURT

OF THE

STATE OF CALIFORNIA

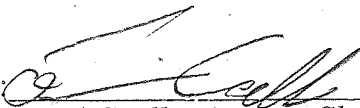
### JUSTINE NOELLE MARGOLIS

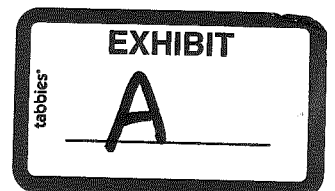
*I, JORGE E. NAVARRETE, Clerk of the Supreme Court of the State of California, do hereby certify that JUSTINE NOELLE MARGOLIS, #296557, was on the 2nd day of June, 2014, duly admitted to practice as an attorney and counselor at law in all the courts of this state, and is now listed on the Roll of Attorneys as a member of the bar of this state in good standing.*

*Witness my hand and the seal of the court  
on the 19th day of December, 2017.*

JORGE E. NAVARRETE  
*Clerk of the Supreme Court*

By

  
F. Coello, Deputy Clerk



## Certificate of Admission To the Bar of Illinois

I, Carolyn Taft Grosboll, Clerk of the Supreme Court of Illinois, do hereby certify that

Justine Noelle Margolis

has been duly licensed and admitted to practice as an Attorney and Counselor at Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on 05/10/2007 and is in good standing, so far as the records of this office disclose.

IN WITNESS WHEREOF, I have hereunto  
subscribed my name and affixed the  
seal of said Court, this 20th day of  
December, 2017.

*Carolyn Taft Grosboll*

Clerk,  
Supreme Court of the State of Illinois

*The Supreme Court of Missouri*



*Certificate of Admission as an  
Attorney at Law*

I, Betsy AuBuchon, Clerk of the Supreme Court of Missouri, do hereby certify that the records of this office show that on 10/4/2006,

*Justine Noelle Margolis*

was duly admitted and licensed to practice as an Attorney and Counselor at Law in the Supreme Court of Missouri and all courts of record in this state, and is, on the date indicated below, a member in good standing of this Bar.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the seal of the Supreme Court of Missouri at my office in Jefferson City, Missouri, this 19<sup>th</sup> day of December 2017.

A handwritten signature in cursive script that reads "Betsy AuBuchon".

Clerk of the Supreme Court of Missouri



*State of New York*  
*Supreme Court, Appellate Division*  
*Third Judicial Department*

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*I, Robert D. Mayberger, Clerk of the Appellate Division of the Supreme Court of the State of New York, Third Judicial Department, do hereby certify that*

*Justine Noelle Margolis*

*having taken and subscribed the Constitutional Oath of Office as prescribed by law, was duly licensed and admitted to practice by this Court as an Attorney and Counselor at Law in all courts of the State of New York on the 28th day of October, 2015, is currently in good standing and is registered with the Administrative Office of the Courts as required by section four hundred sixty-eight-a of the Judiciary Law.*

*In Witness Whereof, I have hereunto set my hand and affixed the Seal of said Court, at the City of Albany, this 19th day of December, 2017.*

*Robert D Mayberger*

*Clerk*





**LOUISIANA ATTORNEY DISCIPLINARY BOARD**

2800 Veterans Memorial Blvd., Suite 310

Metairie, Louisiana 70002

Phone: (504) 834-1488 • Fax: (504) 834-1449 • 1-800-489-8411

Website: [www.ladb.org](http://www.ladb.org)

Thursday, February 15, 2018

Mr. Harry Rosenberg  
Phelps Dunbar  
365 Canal Street, Su. 2000  
New Orleans, LA 70130-6534

Ref: **Application for *Pro Hac Vice* Admission**  
**Case Name: James J. Donelon, Commissioner of Insurance for the State of Louisiana, in his Capacity as Rehabilitator of Louisiana Health Cooperative, Inc. v. Terry s. Shilling et al, 19<sup>th</sup> JDC for Parish of East Baton Rouge, No. 651,069, Sec. 22**  
***Disciplinary Board No: 18-PHV-084***

Dear Mr. Rosenberg:

This will acknowledge receipt of an application for pro hac vice admission for Justine Noelle Margolis filed on February 15, 2018; a conformed copy is enclosed.

The application and all supporting documents will be reviewed by the Office of Disciplinary Counsel for approval. In addition, please note that Rule XVII, Section 13 (ii) allows the Louisiana Attorney Disciplinary Board twenty (20) days from date of service to object to the application. If any additional information is required, we will contact you.

You will receive notice when the application is approved.

Sincerely,

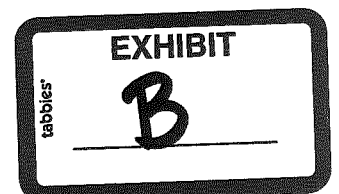
A handwritten signature in black ink that reads "Jennifer J. Stewart". The signature is fluid and cursive, with a large initial "J".

Jennifer J. Stewart  
Deputy Administrator

/js

Enclosure (1)

Cc: Justine Noelle Margolis, Applicant (w/o enclosure)





18-PHV-084

2018 FEB 15 PM 1:26

APPLICATION FOR *PRO HAC VICE* ADMISSION IN LOUISIANA<sup>1</sup>

1. Full name of Applicant: Justine Noelle Margolis
  
2. Full name, address and telephone number of law firm in which the applicant practices:
 

Dentons US LLP

1221 Avenue of the Americas

New York, NY 10020

(212) 768-6700
  
3. Applicant's residence address and telephone number:
 

110 3rd Avenue, #14B

New York, NY 10003

(480) 239-6949
  
4. Name of case in which admission is sought: James J. Donelon, Commissioner of Insurance for the  
State of Louisiana, in his capacity as Rehabilitator of Louisiana Health Cooperative, Inc. v. Terry S. Shilling et al.
  
5. Court or agency and docket number of case: \_\_\_\_\_  
19th Judicial Circuit Court, Parish of East Baton Rouge, Louisiana; Suit No. 651,069 Section: 22
  
6. Name, address and phone number of each client sought be to represented:
 

<u>Milliman, Inc.</u>	
<u>1301 Fifth Avenue, Suite 3800</u>	
<u>Seattle, WA 98101-2646</u>	
<u>(206) 624-7940</u>	
_____	_____
_____	_____
_____	_____

<sup>1</sup> If the spaces are not sufficient to allow for complete responses, please append any additional responses to this Application.

7. Please list every court before which you have been admitted to practice (excluding *pro hac vice* admissions), the respective period(s) of admission and your bar roll or other identifying number before the courts:

California; Admitted 6/2/14; Bar No. 296557

Illinois; Admitted 5/10/07; Bar No. 6291777

Missouri; Admitted; 10/4/06; Bar No. 58483

New York; Admitted; 10/28/15; Bar No. 5380985

Federal Courts:

Eastern District of Arkansas; Admitted 2/5/07

Western District of Arkansas; Admitted 2/5/07

Central District of California; Admitted 10/24/14

Northern District of California; Admitted 8/12/14

Southern District of Illinois; Admitted 10/3/07

Eastern District of Missouri; Admitted 1/5/07

Southern District of New York; Admitted 9/5/17

Eastern District of Wisconsin; Admitted 7/24/09

U.S. Court of Appeals, Eighth Circuit; Admitted 10/14/10

8. Please check the appropriate box indicating whether you:

(a) have been denied admission *pro hac vice* in this state

yes  no

(b) had admission *pro hac vice* revoked in this state

yes  no

(c) have otherwise formally been disciplined or sanctioned by any court in this state

yes  no

If you answered affirmatively to these questions, please specify:

The nature of the allegations: \_\_\_\_\_

The name of the authority bringing such proceedings: \_\_\_\_\_

The caption of the proceedings: \_\_\_\_\_

The date filed: \_\_\_\_\_

What findings were made: \_\_\_\_\_

What action was taken in connection with those proceedings: \_\_\_\_\_

\_\_\_\_\_

9. Have you ever been publicly disciplined by any lawyer disciplinary committee, state or federal court, or lawyer disciplinary agency in any other jurisdiction?  
 yes                       no

If you answered affirmatively, as to each such discipline, please provide the following:

A summary of the allegations against you: \_\_\_\_\_  
\_\_\_\_\_

The name of the state or federal authority bringing such proceedings: \_\_\_\_\_

The date the discipline was imposed: \_\_\_\_\_

The style of the proceedings: \_\_\_\_\_

The findings made and discipline imposed in connection with the proceedings: \_\_\_\_\_  
\_\_\_\_\_

(A copy of any public Order of lawyer discipline imposed against the applicant shall be appended to this Application)

10. Please state whether you have been held formally in contempt or otherwise sanctioned by any court in a written order in the last five (5) years.  
 yes                       no

If you answered affirmatively, as to each occurrence, please provide the following:

The nature of the allegations: \_\_\_\_\_

The name of the court before which such proceedings were conducted: \_\_\_\_\_  
\_\_\_\_\_

The date of the contempt order or sanction: \_\_\_\_\_

The caption of the proceedings: \_\_\_\_\_

The substance of the court's rulings (a copy of the written order or transcript of the oral rulings shall be attached to this Application): \_\_\_\_\_

11. Please state whether you have been convicted of any crimes (other than minor, non-alcohol related traffic violations).  
 yes                     no

If you answered affirmatively, as to each occasion, please provide the following:

The substance of the criminal charge(s) \_\_\_\_\_  
\_\_\_\_\_

The name of the court before which the proceeding was conducted: \_\_\_\_\_  
\_\_\_\_\_

The approximate date the proceeding was concluded: \_\_\_\_\_

The outcome of the proceeding: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(A copy of any such Judgment or Order of Conviction shall be appended to this Application.)

12. Are there any criminal charges (other than minor, non-alcohol related traffic violations) or lawyer disciplinary complaints or proceedings presently pending against you?  
 yes                     no

If you answered affirmatively, as to each such pending criminal charge or lawyer disciplinary complaint or proceeding, please provide the following:

The name and address of the court or agency before which the criminal proceeding or lawyer disciplinary complaint or proceeding is pending: \_\_\_\_\_  
\_\_\_\_\_

The substance and nature of any criminal charge or lawyer disciplinary complaint or proceeding pending against you: \_\_\_\_\_  
\_\_\_\_\_

(A copy of any pending lawyer discipline complaint(s) or proceeding(s), or criminal charge(s), shall be appended to this Application.)

13. Please state the name and address of each court or agency and a full identification of each proceeding in which the applicant has moved a Louisiana Court or agency, and/or filed an application to appear *pro hac vice*, or appeared *pro hac vice*, in this state within the preceding two years; the date of each application; and the outcome of the application.

None

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14. Please list the name, address, telephone number and bar number of an active member in good standing of the bar of this state who will sponsor your *pro hac vice* request. The bar member preferably will be the attorney of record for the client(s) you seek to represent.

Harry Rosenberg / Phelps Dunbar LLP	11465
Name	Bar number
365 Canal Street, Suite 2000	
Address	
New Orleans, LA 70130	(504) 568-9130
	Telephone number

15. Please list your prior or continuing representation in other matters of one or more of the clients you propose to represent and any relationship between such other matter(s) and the proceeding for which you seek admission.

(SEE ATTACHED FOR FULL RESPONSE)

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16. Please list any special experience, expertise, or other factor deemed to make it particularly desirable that you be permitted to represent the client(s) you propose to represent.

(SEE ATTACHED FOR FULL RESPONSE)

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17. Please attach to this application a current (issued within 90 days) certificate of good standing from every state you are presently licensed to practice in.

VERIFICATION

Our signatures serve as verification that (1) the information contained in this application is true and correct, to the best of our information and belief; (2) the application fee required by Louisiana's *pro hac vice* admission rule been remitted to the Louisiana Attorney Disciplinary Board (unless an exemption is applicable); (3) the out-of-state attorney is "temporarily present in this state" pursuant to R.S. 37:214; (4) in the event this application is approved, all documents requiring the signature of counsel for a party may not be signed solely by the out-of-state attorney, but also must bear the signature of the Louisiana associated counsel; (5) this application has been or will be served upon all parties and upon the Louisiana Attorney Disciplinary Board; and (6) we are familiar with the Louisiana Rules of Professional Conduct, the rules of discipline of the Louisiana Attorney Disciplinary Board, and the local rules and court procedures of the court or agency before which the applicant is seeking to practice.

Dentons US LLP

1221 Avenue of the Americas  
New York, NY 10020

(212) 768-6700

Business Address and Phone Number  
of Applicant

Phelps Dunbar LLP

365 Canal Street, Suite 2000, New Orleans, LA 70130

(504) 568-9130 / Bar No.: 11465

Business Address, Phone Number,  
and Bar Roll Number of  
Louisiana Associated Attorney

Justine Noelle Margolis

Full Name of Applicant

Signature of Applicant

Harry Rosenberg

Full Name of Louisiana  
Associated Attorney

Signature of Louisiana  
Associated Attorney

APPLICATION FOR *PRO HAC VICE* ADMISSION IN LOUISIANA  
(Application of Justine N. Margolis)

**Addendum: Answers to Questions 15 and 16**

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**15. Please list your prior or continuing representation in other matters of one or more of the clients you propose to represent and any relationship between such other matter(s) and the proceeding for which you seek admission.**

My colleagues at Dentons and I serve as national coordinating counsel for Milliman, Inc. ("Milliman") in connection with actions filed by various State Insurance Commissioners relating to Milliman's actuarial work on behalf of health insurance CO-OPs created under the Patient Protection Affordable Care Act.

My *pro hac* application has been granted in the below case.

- *Jeff Gaither, Deputy Liquidator of Kentucky Health Cooperative, Inc. v. Beam Partners, Terry S. Shilling, Janie Miller, Officers and Board of Directors of the Kentucky Health Cooperative, Inc., Joseph E. Smith, CGI Technologies and Solutions, Inc., Milliman, Inc. and Rachel W. Killian, Civil Action No. 16-CI-I160 (Franklin Circuit Court, Commonwealth of Kentucky, Second Amended Complaint filed August 30, 2017)*

**16. Please list any special experience, expertise, or other factor deemed to make it particularly desirable that you be permitted to represent the client(s) you propose to represent.**

As noted above, my colleagues at Dentons and I serve as national coordinating counsel for Milliman in connection with actions filed by various State Insurance Commissioners relating to Milliman's actuarial work on behalf of health insurance CO-OPs created under the Patient Protection Affordable Care Act. In addition, I have specialized expertise representing actuaries and defending companies against allegations regarding actuarial negligence and/or fraud.

JAMES J. DONELON, COMMISSIONER  
OF INSURANCE FOR THE STATE OF  
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\* PARISH OF EAST BATON ROUGE

\* STATE OF LOUISIANA

AFFIDAVIT


STATE OF NEW YORK

COUNTY OF New York

I, the undersigned, hereby state under oath that I am a member in good standing of the Bar of California, Illinois, Missouri, and New York and that no disciplinary proceedings or criminal charges have ever been instituted against me. This affidavit is submitted in support of the *Ex Parte Motion for Admission Pro Hac Vice* to enroll as co-counsel for Defendant, Milliman, Inc. in the above referenced matter.

  
JUSTINE N. MARGOLIS

Sworn to and subscribed before me  
this 8<sup>th</sup> day of March, 2018.

  
NOTARY PUBLIC

BERNADETTE MARIE BENTO  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 01BE6271936  
Qualified in Nassau County  
Certificate filed in New York County  
My Commission Expires November 13, 2020

