IN THE UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF MARYLAND

IN RE MUTUAL FUNDS INVESTMENT LITIGATION	:	**MDL DOCKET NO. 1586**
IN RE ALGER, COLUMBIA, JANUS, MFS, ONE GROUP AND PUTNAM	:	**Civil No. 04-md-15863 (JFM)**
This Document Relates to: IN RE MFS MUTUAL FUNDS DERIVATIVE LITIGATION	:	
Hammerslough v. Massachusetts Financial Services Company et al.	:	Case No. 04-cv-01620 (D. Md.)

[PROPOSED] FUND DERIVATIVE ORDER

For the reasons stated in the memorandum opinion filed on November 3, 2005, it is, this _____ day of _____ 2005 ORDERED

1. Defendants' motion to dismiss is granted in part and denied in part;

2. The motion is denied as to the claim asserted under Section 36(b) of the Investment Company Act in Count I against defendants Massachusetts Financial Services Company, MFS Fund Distributors, Inc. and MFS Service Center, Inc.

3. The motion is denied without prejudice as to the claim asserted under Section 48 of the Investment Company Act in Count V against Sun Life Financial, Inc. to the extent it is based on a violation of Section 36(b) of the Investment Company Act.

4. In accordance with the Order entered December 8, 2004, all claims against Canary Capital Partners, LLC, Canary Capital Partners, Ltd., Canary Investment Management, LLC and Edward J. Stern are stayed;

5. The motions are granted as to all remaining Federal and state claims, and those claims are dismissed without leave to amend, against: Sun Life Financial, Inc., Massachusetts Financial Services, Company, MFS Fund Distributors, Inc., MFS Service Center, Inc., John W. Ballen, Kevin R. Parke, Jeffrey L. Shames, Lawrence H. Cohn, William R. Gutow, Atwood Ives, Abby M. O'Neill, Lawrence T. Perera, William J. Poorvu, J. Dale Sherratt, Elaine R. Smith, Ward Smith, Hon. Sir. J. David Gibbons, Arnold D. Scott, David B. Stone, Bank of America, Corporation, Banc of America Securities LLC, Aurum Securities Corporation, Aurum Capital Management Corporation, Trautman Wasserman & Company, Inc., Pritchard Capital Partners, LLC, and Salomon Smith Barney, Inc.

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J. Frederick Motz
United States District Judge