

UNITED STATES DISTRICT COURT FOR  
THE EASTERN DISTRICT OF PENNSYLVANIA

**IN RE: PROCESSED EGG  
PRODUCTS ANTITRUST  
LITIGATION**

:  
: MDL No. 2002  
: Case No. 08-md-02002  
:  
:  
:  
:  
:  
:

**THIS DOCUMENT APPLIES  
TO: All Direct Purchaser Actions**

---

**DIRECT PURCHASER CLASS’  
MOTION FOR AN AWARD OF ATTORNEYS’ FEES  
AND FOR REIMBURSEMENT OF EXPENSES**

---

Pursuant to Rule 23(e) of the Federal Rules of Civil Procedure and the Court’s Order of June 26, 2017 (ECF 1532), the Direct Purchaser Class, through Bernstein Liebhard LLP, Hausfeld LLP, Lite DePalma Greenberg, LLC, and Susman Godfrey LLP, (“Co-Lead Counsel”), respectfully move this Court for an award of attorneys’ fees and reimbursement of expenses from the settlement with Cal-Maine Foods, Inc. This Motion is based on the Class’ supporting memoranda and declarations, submitted herewith. A proposed form of Order is attached.

Respectfully submitted,

**LITE DEPALMA GREENBERG, LLC**

Dated: September 8, 2017

/s/ Mindee J. Reuben  
Mindee J. Reuben  
1835 Market Street, Suite 2700  
Philadelphia, PA 19103  
Telephone: (267) 314-7980 (direct)  
Facsimile: (973) 623-0858  
[mreuben@litedepalma.com](mailto:mreuben@litedepalma.com)  
*Liaison Counsel and Co-Lead Counsel for  
Plaintiffs*

**HAUSFELD LLP**

Michael D. Hausfeld  
1700 K Street NW Suite 650  
Washington, DC 20006  
Telephone: (202) 540-7200  
Facsimile: (202) 540-7201  
[mhausfeld@hausfeldllp.com](mailto:mhausfeld@hausfeldllp.com)

**BERNSTEIN LIEBHARD LLP**

Stanley D. Bernstein  
10 East 40<sup>th</sup> Street  
New York, New York 10016  
Telephone: (212)779-1414  
Facsimile: (212) 779-3218  
[Bernstein@bernlieb.com](mailto:Bernstein@bernlieb.com)

**SUSMAN GODFREY LLP**

Stephen D. Susman  
654 Madison Avenue, 5<sup>th</sup> Floor  
New York, NY 10065-8404  
Telephone: (212)336-8330  
Facsimile: (212) 336-8340  
[ssusman@SusmanGodfrey.com](mailto:ssusman@SusmanGodfrey.com)  
*Co-Lead Counsel for Direct Purchaser  
Plaintiffs*

**UNITED STATES DISTRICT COURT FOR  
THE EASTERN DISTRICT OF PENNSYLVANIA**

**IN RE: PROCESSED EGG  
PRODUCTS ANTITRUST  
LITIGATION**

---

:  
: MDL No. 2002  
: Case No. 08-md-02002  
:  
:

**THIS DOCUMENT APPLIES  
TO: All Direct Purchaser Actions**

---

:  
:  
:  
:  
:  
:

---

**DIRECT PURCHASER CLASS' MEMORANDUM OF LAW IN  
SUPPORT OF MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND FOR REIMBURSEMENT OF EXPENSES**

---

**TABLE OF CONTENTS**

Table of Authorities ..... ii

I. INTRODUCTION .....1

II. BACKGROUND .....3

A. Facts and Procedural History .....3

B. Class Counsel Have Vigorously Prosecuted This Case .....6

1. Discovery .....6

a. Deposition Discovery.....6

b. Written Discovery .....7

2. Class Certification and Related Motions .....8

3. Merits Expert Reports and New *Daubert* Motions .....9

4. Motions for Summary Judgment .....10

5. Motions for Interlocutory Appeal .....11

6. Motion to Decertify.....11

7. Settlements .....12

a. Cal-Maine Settlement (\$28 million) .....12

b. NFC, Midwest Poultry, and UEP/USEM Settlements (\$1 million, \$2.5 million and \$500,000) .....13

c. NuCal and Hillandale Settlements (\$1.425 million and \$3 million).....13

d. Michael Foods Settlement (\$75 million) .....13

8. Notice, Claim Forms, and Related Motions.....14

III. CLASS COUNSEL’S APPLICATION FOR AWARD OF REQUESTED FEES AND REIMBURSEMENT OF EXPENSES WARRANTS APPROVAL.....15

A. The Class Has Received Reasonable Notice of the Requested Fees and Litigation Expenses, and Has Been Given a Reasonable Opportunity to Object ..15

1. Summary of the Notice Provided.....15



2.	Timing of Motion for Fees and Expenses and Opportunity to Object.....	17
B.	The Fees Requested by Plaintiffs’ Counsel are Fair and Reasonable.....	17
1.	The Request For Attorneys’ Fees Is Fair and Reasonable Under the Percentage-of-Recovery Method .....	20
a.	Size of the Fund Created and Number of Persons Benefitted .....	20
b.	Absence of Substantial Objections .....	21
c.	The Skill and Efficiency of the Attorneys Involved .....	22
d.	The Complexity and Duration of the Litigation .....	24
e.	The Risk of Nonpayment.....	25
f.	The Amount of Time Devoted to the Case .....	26
g.	Awards in Similar Cases.....	27
h.	The Value of Benefits Attributable to Class Counsel.....	28
i.	Private Contingent Fee Arrangement.....	29
j.	Innovative Terms of the Settlement.....	31
2.	The Request for Attorneys’ Fees Is Fair and Reasonable Under the Lodestar Method .....	31
a.	Plaintiffs’ Counsel’s Hourly Rates Are Reasonable.....	31
b.	The Number of Hours Class Counsel Worked Is Reasonable .....	32
c.	Plaintiffs’ Counsel’s Negotiated Fee Results in a Fractional Multiplier .....	33
C.	The Request for Reimbursement of Non-Taxable Litigation Expenses Incurred Is Reasonable.....	34
1.	Individual Firm Expenses During the Covered Period.....	35
2.	Litigation Fund Expenses During the Covered Period .....	36
IV.	SUPPLEMENTAL INFORMATION FOR CONSIDERATION .....	37
A.	Agreements Among Counsel Regarding Fees, Expenses and Budgeting.....	37
B.	Agreements Among Counsel, or Between Counsel and Clients, Regarding	

	the Motion for Fees and Expenses, Including Incentive Awards .....	38
V.	CONCLUSION.....	38

**TABLE OF AUTHORITIES**

**CASES**

*Barel v. Bank of America*,  
255 F.R.D. 393 (E.D. Pa. 2009).....22

*Barkouras v. Hecker*,  
No. 06-366, 2007 U.S. Dist. LEXIS 44615(D.N.J. June 20, 2007)..... 31

*Batmanghelich v. Sirius XM Radio, Inc.*,  
No. CV 09-9190, 2011 U.S. Dist. LEXIS 155710 (C D. Cal. Sept. 13, 2011)..... 17

*Blum v. Stenson*,  
465 U.S. 886 (1984)..... 31

*Boeing Co. v. Van Gamert*,  
444 U.S. 472 (1980)..... 18

*Boyd v. Coventry Health Care Inc.*,  
299 F.R.D. 451 (D. Md. 2014)..... 25

*Bradburn Parent Teacher Store, Inc. v. 3M*,  
513 F. Supp. 2d 322 (E.D. Pa. 2007) ..... 27, 28, 29

*Chakejian v. Equifax Info. Servs., LLC*,  
275 F.R.D. 201 (E.D. Pa. 2011)..... 25

*Gunter v. RidgewoodEnergy Corp.*,  
223 F.3d 190 (3d Cir. 2000)..... 20, 31

*In re Aetna Inc.*,  
MDL No. 1219, 2001 WL 20928 (E.D. Pa. Jan. 4, 2001) ..... 34

*In re AT&T Corp. Secs. Litig.*,  
455 F.3d 160 (3d Cir. 2006)..... 18, 22, 29

*In re ATI Techs., Inc. Sec. Litig.*,  
No. 01-2541, 2003 WL 1962400 (E.D. Pa. 2004) ..... 18

*In re Auto. Refinishing Paint Antitrust Litig.*,  
2004 U.S. Dist. LEXIS 29162 (E.D. Pa. Oct. 3, 2004)..... 18, 25

*In re Auto. Refinishing Paint Antitrust Litig.*,  
2008 U.S. Dist. LEXIS 569 (E.D. Pa. Jan. 3, 2008)..... 25, 27

*In re Continental Illinois Sec. Litig.*,  
962 F.2d 566 (7th Cir.1992) ..... 30

*In re Corel Corp., Inc. Sec. Litig.*,  
293 F. Supp. 2d 484 (E.D. Pa. 2003) ..... 34

*In re Diet Drugs Antitrust Litig.*,  
582 F.3d 524 (3d Cir. 2009)..... 18, 20, 22

*In re Fasteners Antitrust Litig.*,  
No. 08-md-1912, 2014 U.S. Dist. LEXIS 9990 (E.D. Pa. Jan. 27, 2014) .....*passim*

*In re Flonase Antitrust Litig.*,  
291 F.R.D. 93 (E.D. Pa. 2013)..... 25

*In re Flonase Antitrust Litig.*,  
951 F. Supp. 2d 739 (E.D. Pa. 2013) .....*passim*

*In re Gen. Instrument Sec. Litig.*,  
209 F. Supp. 2d 423 (E.D. Pa. 2001) ..... 28

*In re Ikon Office Solutions, Inc. Sec. Litig.*,  
194 F.R.D. 166 (E.D. Pa. 2000)..... 30, 34

*In re Imprelis Herbicide Marketing, Sales Practices and Prods. Liability Litig.*,  
296 F.R.D. 351 (E.D. Pa. 2013)..... 17

*In re Ins. Brokerage Antitrust Litig.*,  
MDL No. 1663, Civ. No. 045184, 2009 WL 4118567 (D.N.J. Feb. 17, 2009 ..... 30, 33

*In re Linerboard Antitrust Litig.*,  
MDL No. 1261, 2004 WL 1221350 (E.D. Pa. June 2, 2004) ..... 18, 24, 28

*In re Mercedes-Benz Tele Aid Contract Litig.*,  
MDL No. 1914, 2011 U.S. Dist. LEXIS 101995 (D.N.J. Sept. 9, 2011)..... 31

*In re Motorsports Merch. Antitrust Litig.*,  
112 F. Supp. 2d 1329 (N.D. Ga. 2000)..... 24

*In re Orthopedic Bone Screws Products Liability Litig.*,  
No. 97-381, 2000 WL 1622741 (E.D. Pa. Oct. 23, 2000) ..... 30

*In re Processed Egg Prods. Antitrust Litig.*,  
284 F.R.D. 249 (E.D. Pa. 2012)..... 22

*In re Processed Egg Prods. Antitrust Litig.*,  
No. 08-md-2002, 2012 U.S. Dist. LEXIS 160764 (E.D. Pa. Nov. 9, 2012)..... 19, 21, 24

*In re Prudential Ins. Co. Am. Sales Practice Litig.*,  
148 F.3d 283 (3d Cir. 1998)..... 18, 20

*In re Ravisent Techs., Inc. Sec. Litig.*,  
No. 00-CV-1014, 2005 WL 906361 (E.D. Pa. April 18, 2005)..... 27, 28

*In re Remeron Direct Purchaser Antitrust Litig.*,  
 No. 03-0085, 2005 WL 3008808 n.1 (D.N.J. Nov. 9, 2005) ..... 28, 30

*In re Rent-Way Sec. Litig.*,  
 305 F. Supp. 2d 491 (W.D. Pa. 2003)..... 26

*In re Residential Doors Antitrust Litig.*,  
 Nos. 94-cv-3744 & 96-cv-2125, 1998 WL 151804 (E.D. Pa. Apr. 2, 1998)..... 28

*In re Rite Aid Corp. Sec. Litig.*,  
 362 F. Supp. 2d 587 (E.D. Pa. 2005) ..... 18

*In re Rite Aid Corp. Sec. Litig.*,  
 396 F.3d 294 (3d Cir. 2005)..... 22

*In re Unisys Corp. Sec. Litig.*,  
 No. 99-5333, 2001 U.S. Dist. LEXIS 20160 (E.D. Pa. Dec. 6, 2001)..... 34

*In re U.S. Bioscience Sec. Litig.*,  
 155 F.R.D. 116 (E.D. Pa. 1994)..... 18

*In re U.S. Bioscience Sec. Litig.*,  
 No. 92-0678, 1994 WL 485935 (E.D. Pa. May 23, 1994)..... 30

*In re Warfarin Sodium Antitrust Litig.*,  
 391 F.3d 516 (3d Cir. 2004)..... 18

*Interfaith Cmty. Org. v. HoneywellInt’l, Inc.*,  
 426 F.3d 694 (3d Cir. 2005)..... 31

*Lazy Oil Co. v. Witco Corp.*,  
 95 F. Supp. 2d 290 (W.D. Pa. 1997)..... 27

*Meijer, Inc. v. 3M*,  
 No. 04-5871, 2006 WL 2382718 (E.D. Pa. Aug. 14, 2006) ..... 34

*Milliron v. T-Mobile USA, Inc.*,  
 No. 08-4149, 2009 WL 3345762 (D.N.J. Sept. 14, 2009) ..... 30, 33

*Nichols v. SmithKline Beecham Corp.*,  
 No. 00-6222, 2005 WL 950616 (E.D. Pa. April 22, 2005)..... 28, 34

*Public Interest Research Group of N.J., Inc. v. Windall*,  
 51 F.3d 1179 (3d Cir. 1985)..... 31

*Serrano v. Sterling Testing Sys., Inc.*,  
 711 F. Supp. 2d 402 (E.D. Pa. 2010) ..... 22

*Stop & Shop Supermarket Co. v. SmithKlineBeecham Corp.*,  
No. 03-4578, 2005 WL 1213926 (E.D. Pa. May 19, 2005).....29

*Sullivan v. DB Investments, Inc.*,  
667 F.3d 273 (3d Cir. 2011)..... 18, 33

**Statutes**

15 U.S.C. § 1..... 3

**Rules**

Fed. R. Civ. P. 23(e) ..... 1

Fed. R. Civ. P. 23(h) ..... 15

Fed. R. Civ. P. 23(h)(1)..... 15

Rule 23(f) ..... 1, 9

## I. INTRODUCTION

Pursuant to Fed. R. Civ. P. 23(e), the Direct Purchaser Class (the "DPPs"), through co-lead Class counsel Bernstein Liebhard LLP, Hausfeld LLP, Lite DePalma Greenberg, LLC, and Susman Godfrey LLP ("Co-Lead Counsel"), respectfully move for an award of attorneys' fees and reimbursement of litigation expenses from the settlement with Defendant Michael Foods, Inc. ("MFI").

The MFI settlement provides the DPPs with \$75 million in compensation, bringing the total settlement recoveries to date to approximately \$136 million. It is respectfully submitted that these results would not have been possible without initiative, investigation, diligence, and investment of tremendous resources (both people and financial) by Class Counsel over a period spanning approximately nine years. Before reaching the settlement with MFI, Class Counsel (among other things) defeated Defendants' motions to dismiss; conducted expansive fact discovery; invested millions of dollars in expert economic analysis; defeated Defendants' *Daubert* motions seeking to exclude the Class' economic experts; following extensive briefing, expert discovery and an evidentiary hearing, won certification of a nationwide class of direct purchasers of shell eggs; defeated Defendants' Rule 23(f) petition seeking Third Circuit review of the Court's Order granting class certification<sup>1</sup>; and following briefing and a hearing, largely defeated Defendants' various motions for summary judgment, while prevailing in part on the Class' own motion for summary judgment on Capper-Volstead issues.

Notably, this was not a case where Class Counsel were able to utilize the fruits of a government prosecution. Rather, Class Counsel needed to develop the factual record in support of the allegations and claims, and demonstrate that the evidence meets the high legal thresholds for class certification and ultimately taking the case to trial. These challenges

---

<sup>1</sup> Class Counsel certainly do not seek to minimize the role of the Court's detailed and lengthy decision in the Third Circuit's determination to deny interlocutory appeal.

were all the greater, given the efforts of the many skilled defense counsel who brought their talents and experience to bear in challenging the Class every step of the way. As noted, Class Counsel needed to invest millions of dollars in the multiple rounds of expert analysis that were necessitated both by the legal requirements of the case and the Defendants' aggressive challenges to the Class experts' work. And this certainly was not a case where success was guaranteed by any means.

The proposed MFI settlement is the eighth settlement to confer a monetary benefit on Class members (in addition to other benefits), and the largest settlement (\$75 million) achieved by Plaintiffs to date (and more than all of the previous settlements combined).<sup>2</sup> MFI has already deposited the \$75 million in an escrow account, where it is earning interest for the benefit of the Class (if the Court approves the settlement). The Court preliminarily approved the MFI Settlement on June 27, 2017 (ECF 1523), at which time the Court granted Plaintiffs leave to file this Motion for an award of attorneys' fees and reimbursement of litigation expenses.

Under all the circumstances, it is respectfully requested that the Court approve a fee award to Class Counsel of 33% of the MFI Settlement Fund, which is \$24.75 million, for work undertaken between March 1, 2014 and June 30, 2017 (the "Covered Period"), as well as reimbursement of non-taxable litigation expenses in the amount of \$2,613,674.80 (\$2,436,069.89 in Litigation Fund expenses from 3/1/2015-6/30/2017 and \$177,604.91 in individual firm expenses during the Covered Period). As demonstrated herein, such a result here would be fully consistent with the principles that govern fee awards and reimbursement of expenses both in this Circuit and in other courts.

---

<sup>2</sup> The Court previously approved Plaintiffs' settlements with Defendants Sparboe Farms, Inc. (ECF 698); Moark, LLC, Norco Ranch, Inc., and Land O' Lakes, Inc. (ECF 700); Cal-Maine Foods, Inc. (ECF 1082); NuCal Foods, Inc., Hillandale Farms of Pa, Inc. and Hillandale-Gettysburg, L.P. (ECF 1418); and Midwest Poultry Services, L.P., National Food Corporation, and United Egg Producers and United States Egg Marketers (ECF 1419).



## II. BACKGROUND

### A. Facts and Procedural History

As this Court is well aware, this multi-district litigation concerns an alleged output-reduction conspiracy among the nation's largest egg producers. The DPPs allege that Defendants and other named and unnamed co-conspirators violated the Sherman Antitrust Act, 15 U.S.C. § 1, *et seq.*, by engaging in an unlawful conspiracy to reduce output and thereby artificially fix, raise, maintain and/or stabilize the prices of shell eggs in the United States. As a result of Defendants' alleged conduct, the DPPs paid prices for shell eggs that were higher than they otherwise would have been absent the conspiracy. The lawsuit seeks treble damages, injunctive relief, attorneys' fees and costs from Defendants.

Various DPPs filed their initial complaints in September 2008. On January 30, 2009, DPPs filed their first Consolidated Amended Complaint ("CAC") further detailing these allegations. (ECF 41). DPPs then entered a settlement agreement with Defendant Sparboe Farms, Inc. ("Sparboe") pursuant to which the DPPs uncovered additional detail about the egg industry, the alleged conspiracy, and the specific actions taken by the remaining Defendants in furtherance of this conspiracy. The DPPs included these details in a Second Consolidated Amended Complaint ("SAC"), filed on December 14, 2009. (ECF 221).

In February 2010, nine Defendants filed individual motions to dismiss the SAC, challenging the sufficiency of the allegations in the SAC as to their individual participation in the conspiracy. (*E.g.*, ECF 232-34, 236, 238-40). All remaining Defendants filed motions to dismiss the SAC to the extent its allegations were directed to egg products as opposed to shell eggs (ECF 235), and a motion to dismiss claims for damages incurred prior to September 22, 2004 (ECF 241). In March 2010, DPPs filed their opposition to the motions to dismiss the SAC. (ECF 263-265).

In June 2010, while the motions to dismiss were pending, the DPPs entered into a

settlement agreement with Defendants Moark, LLC, Norco Ranch, Inc., and Land O' Lakes, Inc. (the "Moark Defendants") for \$25 million, and moved the Court for preliminary approval of the Moark settlement in June 2010. (ECF 347, 349). The Court granted final approval of the Moark settlement in July 2012. (ECF 700).

In September 2011, the Court denied the motions to dismiss filed by most of the Defendants, but granted motions by Defendants Hillandale Farms of Pa, Inc. and Hillandale-Gettysburg, L.P. ("Hillandale Defendants") and United Egg Association ("UEA") without prejudice. (ECF 563). Plaintiffs subsequently obtained leave to file a Third Consolidated Amended Complaint ("TAC") over the opposition of the Hillandale Defendants (ECF 772). The TAC is the operative pleading in the litigation. (ECF 779).

Discovery began in earnest following the rulings on the motions to dismiss. Fact discovery commenced in April 2012, and was an enormous undertaking. Depositions commenced in April 2013. On August 2, 2013, in the midst of heated discovery, the DPPs entered a settlement agreement with Defendant Cal-Maine Foods, Inc. ("Cal-Maine") for \$28 million, and moved the Court for preliminary approval of the Cal-Maine settlement in August 2013. (ECF 848). The Court granted final approval of the Cal-Maine settlement on October 10, 2014. (ECF 1082).

On May 30, 2014, following the conclusion of fact discovery, the DPPs moved for certification of two litigation classes, one for direct purchasers of shell eggs and one for direct purchasers of egg products. (ECF 978). The Court certified a class of direct purchasers of shell eggs ("Litigation Class") on September 21, 2015 (ECF 1325), as amended November 12, 2015 (ECF 1347) ("Class Cert. Order"). The Court declined to certify an egg products class.

Between March 2014 and November 2014, the DPPs reached settlements with five other groups of Defendants: Midwest Poultry Services, L.P. ("Midwest Poultry"), for \$2.5

million; National Food Corporation (“NFC”), for \$1 million; United Egg Producers and United States Egg Marketers (“UEP/USEM”), for \$0.5 million plus significant cooperation; NuCal Foods, Inc. (“NuCal”), for \$1.425 million; and the Hillandale Defendants, for \$3 million. The Court granted final approval of these settlements on June 30, 2016. (ECF 1418, 1419).

Expert merits discovery commenced in January 2015 and was completed in early May 2015, followed by *Daubert* motions by both Plaintiffs and Defendants. The various *Daubert* motions were resolved following oral argument between July and September 2016. (ECF 1422-23, 1426-29, 1431-32).

Summary judgment motions were filed on July 2, 2015 by all parties. After several rounds of briefing (including responses, replies, and post-hearing briefs) and oral argument, the Court resolved these motions, predominantly in favor of Plaintiffs, in September 2016. (ECF 1435-36, 1439-1440, 1441-42, 1444-45). Defendants Ohio Fresh Eggs, L.L.C. (“Ohio Fresh”) (ECF 1452), R.W. Sauder, Inc. (“Sauder”) (ECF 1450), and Rose Acre Farms, Inc. (“Rose Acre”) (ECF 1451), the remaining Defendants in this litigation, have sought permission to file interlocutory appeals from the denial of their individual summary judgment motions. Those requests for interlocutory appeal are presently pending before the Court.<sup>3</sup>

On December 8, 2016, Plaintiffs reached a settlement agreement with MFI, and moved the Court for preliminary approval on January 5, 2017. (ECF 1481). The Court granted preliminary approval on June 27, 2017. (ECF 1523-24). Plaintiffs will file their motion for final approval on October 19, 2017, and a fairness hearing is scheduled for November 6, 2017. (ECF 1523).

On September 2, 2016, Defendants Rose Acre, MFI and Ohio Fresh moved to

---

<sup>3</sup> MFI has also sought permission to file an interlocutory appeal from the denial of its individual summary judgment motion (ECF 1449), but that motion has been stayed as to Plaintiffs pending settlement approval. (ECF 1477).

decertify the certified class of shell egg purchasers.<sup>4</sup> (ECF 1433-34). After briefing, oral argument, and supplemental briefing after the oral argument, the Court denied the motion to decertify on August 14, 2017. (ECF 1531-32).

The DPPs believe the case is ready to be scheduled for trial.

**B. Class Counsel Have Vigorously Prosecuted This Case**

Class Counsel obtained the \$75 million MFI Settlement through diligent and thorough work. Examples of just some of Class Counsel's efforts during the Covered Period are highlighted below and discussed in the accompanying Declaration of Mindee J. Reuben ("MJR Decl.").<sup>5</sup>

**1. Discovery**

**a. Deposition Discovery**

Class Counsel commenced depositions of Defendants in April 2013. During the Covered Period, and particularly from March 4, 2014 through May 13, 2015, DPPs took and/or defended over 50 depositions across the United States, including depositions of experts in connection with Plaintiffs' motion for class certification and merits expert reports. Class Counsel were careful to staff depositions efficiently, with most depositions (with the exception of expert depositions) covered by a single DPP attorney. MJR Decl. ¶ 11.

The testimony obtained through these depositions greatly informed the DPPs' knowledge of the alleged conspiracy, gained admissions that strengthened the DPPs' motion for class certification, assisted the DPPs in defending against multiple motions for summary

---

<sup>4</sup> MFI also moved to decertify the Litigation Class, but that motion was stayed as to Plaintiffs (ECF 1477).

<sup>5</sup> Class Counsel have skillfully and aggressively litigated this matter from the outset, and will continue doing so through trial. The examples set forth in this Motion generally reflect work undertaken during the Covered Period from March 1, 2014 through June 30, 2017, unless otherwise noted. Additional detail regarding the work performed by each DPP law firm can be found in each firm's declaration filed in support of this Motion; these law firm declarations are attached to the Declaration of Mindee J. Reuben ("MJR Decl."), filed herewith.

judgment, and assisted the DPPs in reaching settlements with now eight Defendants, including MFI. MJR Decl. ¶ 12. Without question, the discovery taken by the DPPs has already paid dividends to the Class and will continue to do so through trial.

**b. Written Discovery**

Class Counsel continued to engage in written discovery during the Covered Period, including preparing and serving objections and responses to Defendants' First Set of Requests for Admission and Second Set of Interrogatories (contention interrogatories). MJR Decl. ¶ 13.

In May 2014, Class Counsel worked with the then-proposed class representatives (both shell egg and egg products at that time) and their individual counsel to prepare objections and responses to Defendants' First Set of Requests for Admission. The DPP proposed class representatives each responded to 68 requests for admission; and one of the DPP proposed class representatives responded to an additional 15 requests for admission from Defendant Rose Acre. MJR Decl. ¶ 14.

In June 2014, Class Counsel again worked with the then-proposed class representatives and their individual counsel to prepare objections and responses to Defendants' Second Set of Interrogatories. Although Defendants only issued one interrogatory, it contained multiple parts:

Separately and for each Defendant state each agreement which you contend the Defendant entered into in violation of the Sherman Act; the identity of each party to such agreement, whether named as a Defendant or not; whether the agreement was written or oral, if written, identify the document containing the agreement and the specific language which constitutes the agreement and if oral, the individuals entering into the agreement or the conduct manifesting assent to the agreement; the date on which the Defendant entered into the agreement and the date on which the agreement terminated with respect to that Defendant; and actions or omissions taken pursuant to each agreement, which actions or omissions you contend caused You harm.

Following two rounds of meet and confer discussions with Defendants, the DPPs' response to Defendants' Second Set of Interrogatories totaled 26 pages and designated hundreds of responsive documents. MJR Decl. ¶ 16.

## **2. Class Certification and Related Motions**

In early 2014, Class Counsel began the long, complex and arduous process of preparing their motion for class certification. This effort included working with expert economist Dr. Rausser in connection with his opening, and subsequent rebuttal, reports in support of class certification. Plaintiffs filed their motion for class certification on May 30, 2014, accompanied by 188 exhibits as well as Dr. Rausser's opening report. (ECF 978-979). Class Counsel prepared Dr. Rausser for, and defended Dr. Rausser at, a two-day deposition in June 2014. MJR Decl. ¶ 17.

Defendants filed their opposition to class certification on August 6, 2014 (ECF 1033), along with a motion under *Daubert* to exclude Dr. Rausser's testimony in support of class certification. Class Counsel then deposed Defendants' economic expert, William C. Myslinski, Ph.D., on August 26, 2014. MJR Decl. ¶ 18.

Class Counsel submitted a reply in further support of the DPPs' motion for class certification on September 19, 2014, along with another 39 exhibits and a reply report by Dr. Rausser. (ECF 1059-1060). MJR Decl. ¶ 19. The DPPs also responded to Defendants' motion to exclude Dr. Rausser's opinions in support of class certification.

Following extensive briefing by the parties (ECF 1031, 1058, 1101, 1102) and a hearing, the Court on January 26, 2015, denied Defendants' motion to exclude Dr. Rausser's opinions. (ECF 1124). MJR Decl. ¶ 20.

The Court then held a two-day evidentiary hearing on the DPPs' class certification motion on March 10 and 11, 2015. Among other things, Class Counsel prepared a 150-page "deck" that highlighted significant points of law and fact and was offered to assist the Court,

as well as the parties, during the hearing. The hearing entailed both oral argument and expert testimony. After the hearing, Class Counsel prepared a post-hearing submission to address three specific questions raised by the Court. (ECF 1156). MJR Decl. ¶ 21.

The Court certified a Litigation Class of direct purchasers of shell eggs on September 21, 2015. (Class Cert. Order).

**Supplemental Briefing Regarding Class Period.** As part of its September 2015 Order certifying a Litigation Class, the Court also requested supplemental briefing regarding the appropriate class period. (ECF 1325). Class Counsel submitted the requested briefing on October 16, 2015 (ECF 1334), and, on February 3, 2016, the Court issued an Order defining the class period (ECF 1372). MJR Decl. ¶ 22.

**Defendants' Rule 23(f) Appeal.** On October 5, 2015, Defendants MFI, Rose Acre, R.W. Sauder, and Ohio Fresh filed a petition, pursuant to Fed. R. Civ. P. 23(f), for permission to appeal from the Court's grant of class certification. Class Counsel promptly prepared the DPPs' opposition, filing the opposition papers on October 15, 2015. The Third Circuit denied Defendants' petition on December 3, 2015 (ECF 1357). MJR Decl. ¶ 23.

### **3. Merits Expert Reports and New *Daubert* Motions**

During the second half of 2015, and pursuant to the pre-trial schedule set by the Court, Class Counsel began working with Dr. Rausser in connection with his preparation of a merits expert report. Dr. Rausser submitted his opening merits report on January 22, 2015. In response, Defendants submitted four expert reports on or around March 13, 2015. Class Counsel then worked with Dr. Rausser in connection with his preparation of a Reply Merits Report, which Dr. Rausser submitted on April 3, 2015. MJR Decl. ¶ 24.

Thereafter, in May 2015, Defendants made their second attempt to exclude the opinions and testimony of Dr. Rausser. (ECF 1190). Following briefing, another round of expert depositions, and oral argument, Class Counsel succeeded in defeating Defendants'

motion. (ECF 1428). MJR Decl. ¶ 25.<sup>6</sup>

#### 4. Motions for Summary Judgment

Defendants filed a number of individual and joint motions for summary judgment against the DPPs on July 2, 2015. Individual motions for summary judgment were filed against the DPPs (as well as the Direct Action Plaintiffs (the "DAPs") and the Indirect Purchaser Plaintiffs ("IPPs")) by Defendants Ohio Fresh (ECF 1227, 1232); MFI (ECF 1228, 1234); Daybreak (ECF 1229); Sauder (ECF 1230-31); and Rose Acre (ECF 1238, 1242). Joint motions for summary judgment were filed by Defendants against the DPPs (as well as the DAPs) regarding egg products (ECF 1233) and regarding damages (ECF 1244, 1250). MJR Decl. ¶ 28.

Following service of the motions for summary judgment, Class Counsel began the arduous process of drafting opposition papers. Working with DAP and IPP counsel on most, but not all, of the oppositions to Defendants' motions for summary judgment, Class Counsel labored tirelessly over the next 42 days to prepare their opposition papers, including responses to Defendants' statements of fact, counter-statements of fact, and collection and designation of exhibits in support, for each dispositive motion. On August 13, 2015, Plaintiffs' Counsel submitted their opposition papers. *See* MJR Decl. ¶ 29 and Exhibit A (MJR Letter Regarding Docketing of Oppositions to Summary Judgment).

Also on July 2, Class Counsel (along with counsel for the DAPs and IPPs) filed a joint motion for summary judgment against all Defendants relating to agricultural cooperative antitrust exemptions under the Capper-Volstead Act. Class Counsel took the laboring oar in drafting, preparing exhibits, and filing the motion (including a detailed undisputed statement

---

<sup>6</sup> Class Counsel also participated in motions to exclude three of Defendants' experts, Drs. Burtis, Walker, and Darre. (ECF 1195, 1196, and 1997). Following briefing, depositions of these experts, and oral argument, the Court denied those motions as well. (ECF 1427, 1432, and 1430). MJR Decl. ¶¶ 26-27. Class Counsel believed that the motions were important, even if ultimately denied, to highlight certain flaws in the expert analysis on which Defendants would be basing summary judgment motions.



of facts) on July 2, 2015, as well as oral argument. (ECF 1239, 1249). MJR Decl. ¶ 30.

Additional briefing ensued, with both Defendants and Plaintiffs preparing replies in further support of initial briefing. *See* MJR Decl. ¶ 31 and Exhibit B (Chart of Summary Judgment Briefing, Related Orders, and Appeal Status (“MSJ Chart”).

Hearings on the motions for summary judgment were held over two days, on February 22-23, 2016. Class Counsel handled argument on Plaintiffs’ joint motion for summary judgment as well as on the majority of Defendants’ motions, including the motion filed by Michael Foods and the joint Capper-Volstead motion. Class Counsel also prepared several “decks” to assist the Court during the various hearings. Class Counsel submitted post-hearing briefing on multiple motions as well. (ECF 1390-96). The Court denied the majority of Defendants’ summary judgment motions. *See* MJR Decl. Ex. B (MSJ chart). Plaintiffs’ motion for summary judgment was granted in part and denied in part. (ECF 1441-1442). MJR Decl. ¶ 32.

### **5. Motions for Interlocutory Appeal**

Between October 26, 2016 and November 4, 2016, Defendants Sauder (1450), Rose Acre (ECF 1451), and Ohio Fresh (ECF 1452) filed motions for interlocutory appeal from the Court’s denial of their individual motions for summary judgment (ECF 1445).<sup>7</sup> All Plaintiffs filed an omnibus response, which Class Counsel had a lead role in preparing, on November 21, 2016. (ECF 1454). Defendants filed reply briefs on December 6, 2016. (ECF 1457-1458, 1464-1465). Defendants’ requests for interlocutory appeal are pending. MJR Decl. ¶ 33.

### **6. Motion to Decertify**

On September 2, 2016, Defendants MFI, Rose Acre, and Ohio Fresh filed a motion to decertify the Class along with a new declaration by their current expert, Jonathan Walker,

---

<sup>7</sup> MFI also filed a motion for interlocutory appeal (ECF 1449), but this motion has been stayed as between MFI and Plaintiffs (ECF 1477).

Ph.D. (ECF 1433-1434). Class Counsel, in addition to preparing and filing opposition papers (ECF 1456), also worked closely with Dr. Rausser in connection with his preparation of an extensive rebuttal declaration. Defendants filed a reply (ECF 1487). The Court held a hearing on this motion on March 7, 2017, at which Class Counsel presented oral argument and presented a “deck” of materials to highlight significant points of law and fact. Class Counsel submitted post-hearing briefing on March 17, 2017. (ECF 1507 & 1510). The Court denied Defendants’ motion to decertify the Litigation Class on August 14, 2017. (ECF 1531). MJR Decl. ¶¶ 34-35.

## **7. Settlements**

During the Covered Period, Plaintiffs’ Counsel moved for and obtained final approval of several settlements, and also achieved and obtained preliminary approval of the \$75 million settlement with MFI, the largest settlement yet on behalf of the DPPs. If approved by the Court, the MFI settlement will bring the total recoveries for the DPPs to date to over \$136 million. MJR Decl. ¶ 36.

### **a. Cal-Maine Settlement (\$28 million)**

Although Plaintiffs had reached a settlement with Cal-Maine before the Covered Period, Plaintiffs’ Counsel prepared the motion for final approval of the Cal-Maine settlement which was then submitted during the Covered Period on August 15, 2014.<sup>8</sup> (ECF 1036). The Fairness Hearing took place on September 18, 2014 (ECF 908), and the Court finally approved the Settlement on October 10, 2014 (ECF 1082). DPPs filed a motion for allocation on January 29, 2016 (ECF 1369), which the Court approved on May 11, 2016 (ECF 1401). DPPs filed a motion to amend the Allocation Order on June 5, 2017, which is pending. (ECF 1519). MJR Decl. ¶ 37.

---

<sup>8</sup> The Cal-Maine settlement negotiations took place in 2012 and 2013, and preliminary approval was filed and granted in 2013 and 2014, before the Covered Period.

**b. NFC, Midwest Poultry, and UEP/USEM Settlements (\$1 million, \$2.5 million and \$500,000)**

Class Counsel reached settlements with NFC, Midwest Poultry, and UEP/USEM during the Covered Period. Although the majority of the negotiations pre-dated the Covered Period, the drafting and execution of each settlement agreement occurred during the Covered Period. *See* Declarations of James J. Pizzirusso in support of motion for preliminary approval of NFC and Midwest Poultry settlements (ECF 952-2, 952-3); Declaration of James J. Pizzirusso in support of motion for preliminary approval of UEP/USEM settlement (ECF 997-2). MJR Decl. ¶ 38.

Class Counsel prepared and filed preliminary and final approval motions during the Covered Period, and appeared in Court to argue each motion during the Covered Period. The Court finally approved the settlements on June 30, 2016. (ECF 1419). MJR Decl. ¶ 39.

**c. NuCal and Hillandale Settlements (\$1.425 million and \$3 million)**

Class Counsel negotiated and reached settlements with both NuCal and the Hillandale Defendants during the Covered Period. *See* Declaration of James J. Pizzirusso in support of motion for preliminary approval of NuCal settlement (ECF 1041-2); Declaration of Ronald J. Aranoff in support of motion for preliminary approval of Hillandale settlement (ECF 1093-2). MJR Decl. ¶ 40.

Class Counsel prepared and filed preliminary and final approval motions during the Covered Period, and appeared in Court to argue each motion during the Covered Period. The Court finally approved the settlements on June 30, 2016. (ECF 1418). MJR Decl. ¶ 41.

**d. Michael Foods Settlement (\$75 million)**

Most recently, Class Counsel and MFI's counsel, Weil Gotshal & Manges LLP, engaged in extensive arms' length negotiations over the course of several months, including an all-day mediation and several follow-up discussions, to reach the pending settlement.

Class Counsel also prepared extensive materials in advance of the mediation for the mediator's consideration. These renewed negotiations followed a failed attempt from nearly three years prior to reach a resolution with MFI, as well as various discussions since that time. *See* Declaration of Stanley D. Bernstein in support of motion for preliminary approval of MFI settlement. (ECF 1481-2). MJR Decl. ¶ 42.

Class Counsel prepared the necessary papers and moved for preliminary approval of the MFI settlement on January 5, 2017. (ECF 1481). The Court granted preliminary approval on June 26, 2017. (ECF 1523). MJR Decl. ¶ 43.

#### **8. Notice, Claim Forms, and Related Motions**

During the Covered Period, Class Counsel substantially revised the notice and claim forms that had been used in connection with previous settlements. The revisions were necessary to address: (i) notice of certification of the Litigation Class; (ii) notice of the MFI settlement; (iii) a claims process for the MFI Settlement, which relates solely to direct purchases of shell eggs, and (iv) a claims process for the NFC, Midwest Poultry, UEP/USEM, NuCal and Hillandale settlements, which relate to direct purchases of both shell eggs and egg products. MJR Decl. ¶ 44.

In connection with these changes, Class Counsel worked closely with the Court-appointed Claims Administrator (The Garden City Group, Inc., "GCG") for several months to prepare the notices, select appropriate publications, prepare and approve language for electronic publication sources for notice, and update the claim forms. This work culminated in the preparation and filing of Plaintiffs' motion for a combined notice plan and claims process. (ECF 1499). The Court granted that motion, and approved the notice plan and claims process, on June 26, 2017. (ECF 1523). MJR Decl. ¶ 45.

Class Counsel also addressed a myriad of settlement class membership issues that arose in connection with administration of the Cal-Maine Settlement. Most notable is

whether Dutch Farms, Inc. should be permitted to participate in the Cal-Maine settlement, which entailed substantive research and extensive discussions among Class Counsel, GCG and counsel for Dutch Farms over several months and is the subject of a pending motion prepared and filed by Class Counsel. (ECF 1519). MJR Decl. ¶ 46.

**III. CLASS COUNSEL’S APPLICATION FOR AWARD OF REQUESTED FEES AND REIMBURSEMENT OF EXPENSES WARRANTS APPROVAL**

Class Counsel seek Court approval of an award of \$24,750,000 (representing 33 percent of the Michael Foods settlement fund), as well as reimbursement of non-taxable litigation expenses in the amount of \$2,613,674.80 (\$2,436,069.89 in Litigation Fund expenses from 3/1/2015 through 6/30/2017) and \$177,604.91 in individual firm expenses during the Covered Period) in connection with their work on behalf of the Class Members in this litigation. Class Counsel have provided Class Members with reasonable notice of their intention to make this request, and Class Members will have an adequate opportunity to object to this Motion after its filing. For the reasons set forth below, this fee request is reasonable and should be granted.

**A. The Class Has Received Reasonable Notice of the Requested Fees and Litigation Expenses, and Has Been Given a Reasonable Opportunity to Object**

Fed. R. Civ. P. 23(h) provides that “[n]otice of the motion [for an award of attorneys’ fees and costs] must be served on all parties and, for motions by class counsel, directed to class members in a reasonable manner.” Fed. R. Civ. P. 23(h)(1). Class Counsel has provided reasonable notice of this motion, and has afforded Class Members an opportunity to object to such motion.

**1. Summary of the Notice Provided**

GCG effectuated a notice program that ensures that the MFI Settlement Class Members are apprised of their rights. Pursuant to the June 26, 2017 Order granting preliminary approval, on July 20, 2017, GCG mailed over 19,000 Notice Packets to potential

Class members whose addresses GCG had previously compiled from Defendants' sales data. Declaration of Shandarese Garr Regarding Notice Plan and Settlement Administration ("Garr Decl.") at ¶ 6, filed herewith. Notice was published in *The Wall Street Journal* on July 17, 2017, and in a variety of trade magazines that specifically cater to the restaurant and food industries. Garr Decl. ¶ 9. Further details regarding the notice program, including information regarding the issuance of press releases, the keyword search and banner advertising campaigns, website and toll-free calling center, can be found in the Garr Declaration.

The Notice Packets expressly notified potential Class Members that Settlement Counsel would be seeking Court approval of (i) attorneys' fees of up to 33 1/3 percent of the \$75 million settlement amount and (ii) reimbursement of litigation costs and expenses, including notice costs.<sup>9</sup> *See generally* Long Form Notice (ECF 1499-3). In the section entitled "How will the lawyers be paid?" the notice provides:

Class Counsel are paid attorneys' fees and expenses out of the settlement funds and, if successful at trial, by Defendants found liable for the claims. Class Counsel was previously awarded expenses by the Court out of the NFC, Midwest, UEP/USEM, NuCal and Hillandale Settlement Funds and will not be seeking further fees or expenses, other than claim administration costs, from those Settlement Funds.

With respect to the MFI Settlement, Class Counsel will file a motion (the "Fee Petition") on or before 9/8/2017 that asks the Court to approve payment of attorneys' fees in an amount not to exceed 33 1/3% of \$75 million, as well as for reimbursement of litigation costs and expenses incurred, including fees and costs expended while providing notice to the Class and administering the settlement. Once filed, the Fee Petition will be available on the settlement website, [www.eggproductssettlement.com](http://www.eggproductssettlement.com), and you will have an opportunity to object to it (¶ 17). Any fees and expenses approved by the Court in connection with the Fee Petition will be paid out of only the MFI Settlement Fund.

Garr Decl. at Ex. A (Long Form Notice). The Long Form Notice also explains the process of, and set deadlines for, opting out of the settlement as well as objecting to the settlement.

---

<sup>9</sup> Class Counsel will separately move for a distribution from the MFI settlement fund for notice and administration costs.

**2. Timing of Motion for Fees and Expenses and Opportunity to Object**

The schedule approved by the Court requires the DPPs to file their Motion for an Award of Attorneys' Fees and for Reimbursement of Expenses in advance of the deadline for asserting objections. (ECF 1523 at ¶ 12). Objections to the MFI Settlement, including the Fee Petition, are due no later than October 9, 2017. *Id.* Accordingly, Class Members have four weeks after the filing of the Motion for Fees and Expenses to lodge their objections to the proposed Fee and Expense Award. This motion for fees and expenses and supporting papers<sup>10</sup> will be available on the Settlement website.

Four weeks is a sufficient amount of time for Class Members to object to a motion for fees and expenses. Indeed, courts have found far less time to be adequate. *See, e.g., In re: Imprelis Herbicide Marketing, Sales Practices and Prods. Liability Litig.*, 296 F.R.D. 351 (E.D. Pa. 2013) (granting fee award where class members had two weeks to review motion); *Batmanghelich v. Sirius XM Radio, Inc.*, No. CV 09-9190, 2011 U.S. Dist. LEXIS 155710, at \*5 (C D. Cal. Sept. 13, 2011) ("Plaintiff's application for attorneys' fees and costs and a Class Representative service payment was filed with the Court and made available for Class Members to review on the settlement website two weeks prior to the deadline for Class Members to file objections to the Settlement, giving Class Members adequate time to review the application and object to the attorneys' fees, costs and/or service payment."). Accordingly, Class Members have received reasonable notice of this motion for fees and expenses and are being given a sufficient opportunity to object.

**B. The Fees Requested by Plaintiffs' Counsel are Fair and Reasonable**

Where, as here, funds have been recovered for the benefit of a class, counsel is

---

<sup>10</sup> Each firm's declaration including its summary of time and non-taxable expenses during the Covered Period will be available on the settlement website as attachments to the MJR Declaration. MJR Decl. Exhibit H. Each firm's detailed time and expense reports will not be available on the settlement website or this Court's ECF system due to volume. The detailed reports will be available in the Clerk's Office in hard copy.

entitled, upon motion and notice to the class, to an award of attorneys' fees and reimbursement of litigation expenses to be paid from the fund. *See generally Boeing Co. v. Van Gamert*, 444 U.S. 472, 478 (1980); *In re Rite Aid Corp. Sec. Litig.*, 362 F. Supp. 2d 587, 590 (E.D. Pa. 2005); *In re ATI Techs., Inc. Sec. Litig.*, No. 01-2541, 2003 WL 1962400, at \*2 (E.D. Pa. 2004); *In re U.S. Bioscience Sec. Litig.*, 155 F.R.D. 116, 118-20 (E.D. Pa. 1994).<sup>11</sup> It is respectfully submitted that the requested fee is appropriate, given the nature and extent of Class Counsel's efforts in creating settlements beneficial to the Class in this hard-fought litigation, and the risks assumed by Counsel in prosecuting this complex matter with no guarantee of recovery.

A court may exercise its discretion in assessing attorneys' fees by applying the percentage-of-recovery method or lodestar method. *Sullivan v. DB Investments, Inc.*, 667 F.3d 273, 329 (3d Cir. 2011); *In re AT&T Corp. Secs. Litig.*, 455 F.3d 160, 164 (3d Cir. 2006). The former method "applies a certain percentage to the [settlement] fund." *In re Diet Drugs Antitrust Litig.*, 582 F.3d 524, 540 (3d Cir. 2009) (citations and internal quotations omitted). In a case such as this, where Plaintiffs' Counsel's "efforts create, discover, increase, or preserve a fund to which others also have a claim . . . the percentage-of-recovery

---

<sup>11</sup> Co-Lead Counsel also request the Court's authorization to distribute the fees in a manner which, in the judgment of Co-Lead Counsel, fairly compensates each firm for its contribution to the prosecution of the DPPs' claims. This is consistent with the Co-Lead Counsel's duties under CMO No. 1 to "perform any task necessary and proper for the Direct Purchasers Co-Lead Counsel" to accomplish their respective responsibilities as defined or authorized by the Court's orders" and seek "[Reimbursement for costs and/or fees for services," *see* CMO No. 1 at 7-8 (ECF No. 3). *See, e.g., In re Warfarin Sodium Antitrust Litig.*, 391 F.3d 516, 533 n.15 (3d Cir. 2004) (affirming the District Court's decision to permit attorneys' fees to be divided according to the discretion of the co-chairs of the Executive Committee and declining to "deviate from the accepted practice of allowing counsel to apportion fees amongst themselves"); *In re Prudential Ins. Co. Am. Sales Practice Litig.*, 148 F.3d 283, 329 n.96 (3d Cir. 1998) ("The court need not undertake the difficult task of assessing counsels' relative contributions"); *In re Linerboard Antitrust Litig.*, MDL No. 1261, 2004 WL 1221350, at \*18 (E.D. Pa. June 2, 2004), *order amended* by 2004 WL 1240775 (E.D. Pa. June 4, 2004) (granting liaison counsel authority to apportion attorneys' fees because liaison counsel was in the best position to "describe the weight and merit of each [counsel's] contribution") (internal quotations omitted); *In re Auto. Paint*, 2004 U.S. Dist. LEXIS 29162, at \*36-37.



method is generally favored.” *Id.* (citation omitted); *see also In re Fasteners Antitrust Litig.*, No. 08-md-1912, 2014 U.S. Dist. LEXIS 9990, at \*9 (E.D. Pa. Jan. 27, 2014) (“In practice, courts in the Third Circuit assess requests for attorney’s fees in antitrust cases using the percentage-of-recovery method, and then cross-check the result with the lodestar method.”); *In re Processed Egg Prods. Antitrust Litig.*, No. 08-md-2002, 2012 U.S. Dist. LEXIS 160764 (E.D. Pa. Nov. 9, 2012) (“Eggs I”) (applying percentage-of-recovery method with lodestar cross-check).

Here, Class Counsel is seeking \$24.75 million in attorneys’ fees, which is 33% of the \$75 million settlement with MFI, below the percentage range referenced in notice to the MFI Settlement Class. While the percentage requested is slightly higher than in Class Counsel’s prior fee applications—which sought 30% from the Moark and Cal-Maine settlement funds (and no fees from the other five settlements)—Class Counsel believes the proposed award is fair and reasonable for the reasons detailed herein.

Significantly, even with an award of \$24.75 million at this time, the total fees award to Class Counsel from the inception of this litigation would be \$40.65 million—representing slightly less than 30% of the total recoveries for the DPPs (\$136.425 million).<sup>12</sup> Moreover, the total fees since inception of \$40.65 million would still be less (by about \$5 million) than Class Counsel’s lodestar since inception. That is, the total multiplier under this scenario, where all fees awarded are divided by total lodestar (\$40.65 million/\$45.324 million), is negative, at 0.90—meaning that even with the proposed \$24.75 million award here, Class Counsel would have been awarded a total amount that is 10 percent less than their lodestar to

---

<sup>12</sup> The Court previously awarded Plaintiffs’ Counsel \$7.5 million in attorneys’ fees from the \$25 million Moark settlement fund, which was 30% of that settlement fund. The award from the Moark settlement fund was a fraction of the lodestar incurred during the relevant period (approximately 0.68). The Court also previously awarded Plaintiffs’ Counsel \$8.4 million in fees from the \$28 million Cal-Maine settlement fund, 30% of the fund and, again, a fraction of the lodestar (0.39). A chart of settlements to date, including details regarding fees and expenses requested and received, lodestar, and multiplier are attached hereto as an exhibit to the MJR Declaration. MJR Decl. Exhibit F.

date. If only lodestar that has not been compensated to date is measured against the fee requested from the MFI settlement (*i.e.*, the requested MFI fee award is divided by the MFI lodestar and amounts left uncompensated by the Moark and Cal-Maine settlement fee awards), Class Counsel's multiplier is even lower (0.84%) (\$24.75 million/\$29.4 million). *See* MJR Decl. Ex. F.

As set forth below, Class Counsel's request for a fee award is fair and reasonable under both percentage-of-recovery and lodestar-crosscheck assessments.

**1. The Request For Attorneys' Fees Is Fair and Reasonable Under the Percentage-of-Recovery Method**

In determining whether the requested fee is appropriate under the percentage-of-recovery method, courts in this Circuit consider the following factors:

(1) the size of the fund created and the number of persons benefited; (2) the presence or absence of substantial objections by members of the class to the settlement terms and/or fees requested by counsel; (3) the skill and efficiency of the attorneys involved; (4) the complexity and duration of the litigation; (5) the risk of nonpayment; (6) the amount of time devoted to the case by plaintiffs' counsel; (7) the awards in similar cases; (8) the value of benefits accruing to class members attributable to the efforts of class counsel as opposed to the efforts of other groups, such as government agencies conducting investigations; (9) the percentage fee that would have been negotiated had the case been subject to a private contingent fee agreement at the time counsel was retained; and (10) any "innovative" terms of settlement.

*See In re Diet Drugs*, 582 F.3d at 541 (citing *Gunter v. RidgewoodEnergy Corp.*, 223 F.3d 190, 195 n.1 (3d Cir. 2000) (factors 1-7); *In re Prudential*, 148 F.3d at 336-40 (factors 8-10)).

The percentage-of-recovery factors "need not be applied in a formulaic way. Each case is different, and in certain cases, one factor may outweigh the rest." *Gunter*, 223 F.3d at 195 n.1. Here, virtually all of the ten factors counsel in favor of the requested attorney fee award.

**a. Size of the Fund Created and Number of Persons Benefitted**

Through the MFI Settlement, Class Counsel have created a \$75 million fund (plus interest) for the benefit of the Class. This represents an outstanding recovery for thousands of direct purchasers of shell eggs, particularly in light of the complexity, duration, and expense

of the ongoing litigation and the risk of establishing liability and damages at trial.

In addition to this outstanding monetary recovery, Class Counsel have secured the assistance of MFI in connection with their ongoing prosecution of this matter against the remaining Defendants. In advance of trial, MFI has agreed to reasonably assist Class Counsel in establishing the authenticity and status as business records of documents produced by MFI in this litigation. (ECF 1481-2 at Ex. A ¶ 38). It has also agreed, to the extent possible, to reasonably assist in establishing the authenticity and status as business records any documents produced by any other Defendants or co-conspirator that were authored or created by MFI, or set to or received by MFI. *Id.*

In the event of trial in this litigation, MFI also has agreed to produce up to four witnesses pursuant to subpoenas, to which MFI has agreed not to object. (ECF 1481-2 at Ex. A ¶ 39). MFI's counsel has agreed to accept service of these subpoenas. MFI has also agreed that, for purposes of the four trial subpoenas, its current employees will be deemed to "reside" within 100 miles of this Court and will travel to trial at the sole expense of MFI. *Id.* MFI will cooperate in assisting Class Counsel in locating and serving subpoenas upon former employees. *Id.* If such former employees elect to appear at trial, the appearance will be at the sole expense of MFI. *Id.* Cf. *Eggs I*, 2012 U.S. Dist. LEXIS 160764, at \*7 (noting the potential supplemental value of cooperation from a settling defendant). This first factor therefore strongly supports Class Counsel's fee request.

**b. Absence of Substantial Objections**

To date, no Class member has objected to the MFI Settlement, including with respect to Class Counsel's intent (as communicated in the Class notice) to seek an award of attorneys' fees up to 33 1/3% of the fund. Garr Decl. ¶ 17. While the deadline for objections is October 9, 2017, the lack of objections thus far, as well as the lack of any objections to any fee and expense award sought by Class Counsel previously, firmly counsels in favor of the

fee and expense award sought herein. See *In re Diet Drugs*, 582 F.3d at 541-42 (affirming district court's conclusion that "few objections to the settlement terms and to the fees requested by counsel" counseled in favor of approval of fees sought by plaintiffs' counsel); *In re AT&T*, 455 F.3d at 170 (affirming district court's conclusion that "the absence of substantial objections by class members to the fees requested by counsel strongly supports approval," where eight potential class members objected); *In re Rite Aid Corp. Sec. Litig.*, 396 F.3d 294, 305 (3d Cir. 2005) (holding that "[t]he class's reaction to the fee request supports approval of the requested fees," where two class members objected); *Serrano v. Sterling Testing Sys., Inc.*, 711 F. Supp. 2d 402, 420 (E.D. Pa. 2010) (the fact that there had "been no objections to the settlement or to the attorneys' fees request" supported approval of 35% fee and expense award (citing *Barel v. Bank of America*, 255 F.R.D. 393, 404 (E.D. Pa. 2009))).

**c. The Skill and Efficiency of the Attorneys Involved**

Class Counsel comprise a group of highly skilled attorneys with significant experience prosecuting complex antitrust class action litigation throughout the United States. Indeed, the Court has observed that Co-Lead Counsel "have extensive documented experience in complex class action litigation," are "well-respected law firms in the plaintiffs class action bar," and have "capably managed this suit on behalf of Plaintiffs since the Court formally appointed them." *In re Processed Egg Prods. Antitrust Litig.*, 284 F.R.D. 249, 262 (E.D. Pa. 2012). The substantial recovery obtained in the MFI Settlement demonstrates that Class Counsel continue to represent their clients' interests with skill, diligence and expertise. Class Counsel, under the strict guidance of Co-Lead Counsel, also continue to litigate this matter efficiently. Since the inception of this action, Co-Lead Counsel have held weekly conference calls to delegate assignments, monitor activities, and approve significant expenses and costs when necessary. These measures promote efficiency by avoiding unnecessary

duplication and excessive time and cost expenditures. MJR Decl. ¶ 47.

Co-Lead Counsel have carefully monitored attorney time and expenses. Since the inception of this case, Class Counsel have been required to submit time and expense reports for work performed and expenditures made by their respective firms, broken out on a monthly basis (“monthly reports”). MJR Decl. ¶ 48. Co-Lead Counsel review these reports to ensure that they reflect the work assigned and that the expenses are reasonable. Plaintiffs’ Liaison Counsel provides periodic statements regarding time and expenses to Co-Lead Counsel. MJR Decl. ¶ 49. Time and expenses not authorized by Co-Lead Counsel, not found to provide some benefit to the class, or which are excessive (*e.g.*, traveling first class or business class), will not be reimbursed. MJR Decl. ¶ 50.

During the Covered Period, Class Counsel dedicated a significant amount of time to discovery (in particular, depositions), as well as briefing and oral argument on, *inter alia*, class certification, *Daubert* motions, and motions for summary judgment. In each circumstance, Co-Lead Counsel developed protocols to manage time and expenses and to avoid duplication of effort. MJR Decl. ¶ 51.

For example, depositions were categorized by Defendant and assigned to teams of Class Counsel with one Co-Lead firm at the head of each team for coverage. MJR Decl. ¶ 52. With limited exceptions, depositions were only attended by one representative from Class Counsel. MJR Decl. ¶ 53. In addition, if it was acceptable for Class Counsel to attend a deposition telephonically (*e.g.*, the deponent was a representative of a settled Defendant), or for Co-Lead Counsel to assign a firm that was geographically close to the location of the deposition, such protocols were followed. MJR Decl. ¶ 53.

The extensive motion practice during the Covered Period was handled almost exclusively by Co-Lead Counsel and Quinn Emanuel. Class certification was a joint effort among these firms, although certain of these were firms specifically tasked to deal with

expert issues in connection with certification and decertification. MJR Decl. ¶ 54. Certain of these firms were also tasked with addressing other expert (including *Daubert*) and appellate matters. MJR Decl. ¶ 55. Motions for summary judgment were delegated across all five firms (mostly according to deposition assignments) who then handled all briefing and oral argument on those assigned motions, as well coordinated with counsel for DAPs and IPPs as appropriate. MJR Decl. ¶ 56.

Plaintiffs' Counsel have thus acted both skillfully and efficiently. Accordingly, this factor supports the proposed fee award.

**d. The Complexity and Duration of the Litigation**

“Antitrust class actions are particularly complex to litigate.” *In re Flonase Antitrust Litig.*, 951 F. Supp. 2d 739, 743 (E.D. Pa. 2013). “The legal and factual issues involved are always numerous and uncertain in outcome.” *Linerboard*, 2004 WL 1221350, at \*10 (quoting *In re Motorsports Merch. Antitrust Litig.*, 112 F. Supp. 2d 1329, 1337 (N.D. Ga. 2000)). This agricultural output restriction case is no exception. *See Eggs I*, 2012 U.S. Dist. LEXIS 160764, at \*10 (“This litigation, ‘like most antitrust cases, has been exceedingly complex, expensive, and lengthy.’”) (citation omitted).

Class Counsel have expended significant time and effort over the past nine years to generate support for allegations that Defendants conspired to reduce the output of eggs. MJR Decl. ¶ 7. As detailed in prior motions seeking attorneys' fees and/or reimbursement of expenses, discovery alone has been a monumental undertaking with millions of documents. MJR Decl. ¶ 8. In the past three years alone, and as detailed above, Class Counsel have, *inter alia*, taken over 50 depositions; defended against multiple attempts by multiple Defendants to exclude their experts and terminate this litigation; moved for class certification and fought against Defendants' appeals from class certification and motions to decertify the Class; and brought and fought multiple motions for summary judgment. MJR Decl. ¶ 9. Class

Counsel's work during the course of this litigation, and in particular, over the last three years, strongly counsels in favor of granting this Motion.

This is all the more so given that this was not a case where Class Counsel could simply utilize the fruits of a pending government prosecution. *See, e.g., In re Flonase Antitrust Litig.*, 291 F.R.D. 93, 104-05 (E.D. Pa. 2013) (awarding proposed fee because, inter alia, "class counsel was not assisted by a government investigation."); *Chakejian v. Equifax Info. Servs., LLC*, 275 F.R.D. 201, 219 (E.D. Pa. 2011) ("All of the benefits obtained for class members are due to the efforts of class counsel; there were no government agencies or other groups conducting investigations and contributing to this settlement.").

**e. The Risk of Nonpayment**

Class Counsel have invested years of attorney time and significant out-of-pocket expenses while facing a risk of receiving nothing in recompense for their efforts. While Class Counsel received awards of attorneys' fees with respect to work undertaken through February 2014, and reimbursement of individual firm expenses through February 2014 and of Litigation Fund expenses through February 2015, Counsel have continued to prosecute this litigation on a wholly contingent basis. Class Counsel have thus incurred significant risk with the possibility of no additional recovery whatsoever. *See In re Auto. Refinishing Paint Antitrust Litig.*, MDL No. 1426, 2008 U.S. Dist. LEXIS 569, at \*14-16 (E.D. Pa. Jan. 3, 2008) (finding that risk of nonpayment supported award of one-third fee award in antitrust matter where interim attorneys' fee had previously been awarded). The risk of nonpayment here is underscored by the lack of a corresponding governmental investigation, or the cooperation of amnesty applicants under the Antitrust Criminal Penalty Enhancement and Reform Act of 2004. *See, e.g., In re Auto. Refinishing Paint Antitrust Litig.*, MDL No. 1426, 2004 U.S. Dist. LEXIS 29162, at \*25-26 (E.D. Pa. Oct. 3, 2004); *see also Boyd v. Coventry Health Care Inc.*, 299 F.R.D. 451, 464 (D. Md. 2014) ("[T]he risk undertaken by class

counsel is evaluated by, among other things, the presence of government action preceding the suit”).

In addition, Class Counsel have advanced expenses over the past several years, which expenses would not have been reimbursed absent a successful result. *See In re Rent-Way Sec. Litig.*, 305 F. Supp. 2d 491, 516 (W.D. Pa. 2003) (“Aside from investing their time, counsel had to front copious sums of money . . . Thus, the risks that counsel incurred in prosecuting this case were substantial and further support the requested fee award.”). Therefore, this factor favors granting the Motion.

**f. The Amount of Time Devoted to the Case**

Class Counsel devoted 20,677.3 hours to this litigation during the Covered Period. This represents a significant commitment of resources to the litigation, and strongly supports the requested fee award.

At the inception of this litigation, Co-Lead Counsel set forth criteria for the billing of time and expenses by all counsel for the Class. *See* MJR Decl. ¶ 58. In order to facilitate the accurate review and efficient management of this billing, attorney and paralegal time has been billed to one of seven categories: (1) Investigations/Factual Research; (2) Discovery; (3) Pleadings, Briefs, Pretrial Motions (including legal research); (4) Court Appearances; (5) Settlement; (6) Litigation Strategy, Analysis & Case Management; and (7) Class Certification. MJR Decl. 59.

In accordance with these criteria, Class Counsel have been regularly submitting from the outset of this litigation reports of time and expenses to Liaison Counsel, and Liaison Counsel has prepared a summary report (“Comprehensive Summary Report”) of each firm’s cumulative time and non-taxable expenses during the Covered Period. MJR Decl. Exhibit G. The Comprehensive Summary Report also shows that the aggregate fees of Class Counsel incurred on an hourly basis during the Covered Period is \$12,585,022.40 and that these firms



have incurred non-taxable expenses in the amount of \$177,604.91. *Id.*

The time expended by Class Counsel has been necessary to obtain this outstanding recovery, and to effectively prosecute this action against the remaining defendants. This antitrust class action is complex, and DPPs are facing off against some of the most skilled antitrust litigators in the nation. Absent the diligence and commitment of Plaintiffs' Counsel, DPPs would not have been in a position to obtain this excellent recovery.

The fact that Class Counsel could have spent those attorney hours, and those out-of-pocket expenditures, litigating other matters further supports the fee request. *See Lazy Oil Co. v. Witco Corp.*, 95 F. Supp. 2d 290, 323 (W.D. Pa. 1997) ("In addition to noting the vast amount of work which was required in prosecuting this case, we also note Class Counsels' representation that their involvement in this litigation required them to abstain from working on other matters."). As noted above, Co-Lead Counsel evaluate the time submissions by Class Counsel in order to ensure that only time attributable to authorized tasks is compensated.

**g. Awards in Similar Cases**

The fee requested by Class Counsel—33% of the MFI Settlement fund—is a reasonable amount that falls well within the range of amounts approved by courts in this Circuit in similar cases. Indeed, a "request for one third of the settlement fund is consistent with other direct purchaser antitrust actions . . . [and] consistent with attorney's fees awards generally granted in this Circuit." *Fasteners*, 2014 U.S. Dist. LEXIS 9990, at \*17. *See, e.g., Flonase*, 951 F. Supp. 2d at 752 (awarding requested fees of one third of \$150 million settlement fund and citing cases); *In re Auto. Paint*, 2008 U.S. Dist. LEXIS 569, at \*1-2 (awarding requested fees of one third of the \$39 million settlement fund); *Bradburn Parent Teacher Store, Inc. v. 3M*, 513 F. Supp. 2d 322, 339 (E.D. Pa. 2007) (awarding 35% of \$39.75 million common settlement fund in Section 2 antitrust action); *In re Ravisent Techs.*,

*Inc. Sec. Litig.*, No. 00-CV-1014, 2005 WL 906361, at \*11 (E.D. Pa. April 18, 2005) (“[C]ourts within this Circuit have typically awarded attorneys’ fees of 30% to 35% of the recovery, plus expenses”); *Nichols v. SmithKline Beecham Corp.*, No. 00-6222, 2005 WL 950616, at \*24 (E.D. Pa. April 22, 2005) (awarding 30% of a \$65 million dollar common settlement fund achieved in Section 2 antitrust action); *In re Residential Doors Antitrust Litig.*, Nos. 94-cv-3744 & 96-cv-2125, 1998 WL 151804, at \*11 (E.D. Pa. Apr. 2, 1998) (noting prior approval of 30% of a \$14.5 million settlement fund in price-fixing class action); *In re Remeron Direct Purchaser Antitrust Litig.*, No. 03-0085, 2005 WL 3008808, at \*13 n.1 (D.N.J. Nov. 9, 2005) (awarding fees of 33 1/3% from \$75 million settlement fund); *In re Gen. Instrument Sec. Litig.*, 209 F. Supp. 2d 423, 433-34 (E.D. Pa. 2001) (awarding 1/3 of a \$48 million settlement fund).

Each of the cases cited, while differing in some respects, is similar to the settlement and action here in a number of ways: each was a class action in a court within the Third Circuit involving complex or novel legal or factual matters; most were pending for several years prior to reaching settlement; and in those cases addressing objections to the settlement or fee petition, there were few or no objectors. Moreover, in many of these cases as well as others, the lodestar multipliers were greater than the multiplier here of 0.90.<sup>13</sup> Accordingly, an attorneys’ fee award of 33% of the MFI Settlement fund is well within the range of reasonableness as demonstrated by fee awards in similar cases.

#### **h. The Value of Benefits Attributable to Class Counsel**

The entire \$75 million MFI Settlement Fund and obligations obtained through the

---

<sup>13</sup> See, e.g., *Linerboard*, 2004 WL 1221350 (2.66 multiplier); *Flonase*, 951 F. Supp. 2d at 743, 747-51 (“highly complex” antitrust class action litigated for over four years; no objectors; and multiplier of 2.99); *Ravisent*, 2005 WL 906361, at \*11-12 (multiplier of 3.1); *Remeron*, 2005 WL 3008808, at \*4-8 (complex antitrust class action pending for three years; no objections filed; difficult legal and factual questions remained; and multiplier of 1.8); *Bradburn Parent*, 513 F. Supp. 2d 339 (2.5 multiplier); and *Gen. Instrument*, 209 F. Supp. 2d at 433-34 (securities class action involving complex issues; no objections; 1.38 multiplier).

settlement are entirely attributable to the work of Class Counsel. DPPs have obtained this recovery through their prosecution of a class action alleging a nationwide conspiracy to reduce domestic egg supply. Accordingly, this factor supports the requested award of attorneys' fees and reimbursement of expenses.

Although there were reports of a limited investigation into the processed egg products industry before Plaintiffs initially filed suit, the investigation appears to have ended, and there never was a public disclosure of any indictment, plea deals or prosecution, or of cooperation by any witness. MJR Decl. ¶ 7 n.1. Class Counsel was not assisted by any government investigation, MJR Decl. ¶ 7. and this factor also supports the fee request. *See In re AT&T Corp.*, 455 F.3d at 173 (“Here, class counsel was not aided by the efforts of any governmental group, and the entire value of the benefits accruing to class members is properly attributable to the efforts of class counsel. This strengthens the District Court’s conclusion that the fee award was fair and reasonable.”); *Fasteners*, 2014 U.S. Dist. LEXIS 9990, at \*18 (“The fact that Co-Lead Counsel were not assisted by a United States governmental investigation weighs in favor of approving the fee award.”); *Flonase*, 951 F. Supp. 2d at 748-49 (same, citing *In re AT&T Corp.*); *Stop & Shop Supermarket Co. v. SmithKlineBeecham Corp.*, No. 03-4578, 2005 WL 1213926, at \*12 (E.D. Pa. May 19, 2005) (“[T]his action was riskier than many other antitrust class actions because there was no prior government investigation, or prior finding of civil or criminal liability based on antitrust violations, in this case.”).

#### **i. Private Contingent Fee Arrangement**

A one-third (or higher) contingency is standard in individual litigation, and could be even higher in antitrust cases, given the complexities and risks involved. *See Bradburn Parent Teacher Store*, 513 F. Supp. 2d at 340 (holding that a fee award of 35% of the net settlement fund was comparable to the percentage counsel would have negotiated had the

case been subject to a private contingency fee agreement when counsel was retained); *Remeron*, 2005 WL 3008808, at \*16 (observing that “[a]ttorneys regularly contract for contingent fees between 30% and 40% with their clients in non-class, commercial litigation” and holding, in the context of a direct purchaser pharmaceutical antitrust class action, that the “requested 33 1/3% fee reflects the market rate in other litigation of this type”); *In re Ins. Brokerage Antitrust Litig.*, MDL No. 1663, Civ. No. 045184, 2009 WL 411856, at \*7 (D.N.J. Feb. 17, 2009) (same).<sup>14</sup>

“In determining the market price for such services, evidence of negotiated fee arrangements in comparable litigation should be examined.” *Remeron*, 2005 WL 3008808, at \*16 (citing *In re Continental Illinois Sec. Litig.*, 962 F.2d 566, 572 (7th Cir.1992)). Indeed, counsel in this case (such as Hausfeld LLP), which handles a significant amount of non-class action contingency work, routinely charges a contingent fee of 33 1/3% or greater in individual litigation. See Hausfeld Decl., ECF 999-5 at ¶ 7. Moreover, Quinn Emanuel has listed here the same standard billing rates that it charges the many clients of the firm who pay on an hourly, non-contingent basis. See Neuwirth Decl., Exhibit H-4 to MJR Decl. Bernstein Liebhard charges the same hourly rates in both contingent and non-contingent fee matters. See Bernstein Liebhard Decl. ECF 999-5 at ¶ 5. That the fees requested here are comparable to those that Co-Lead Counsel have negotiated in the marketplace also supports the reasonableness of the fee request.

---

<sup>14</sup> See also *Milliron v. T-Mobile USA, Inc.*, No. 08-4149, 2009 WL 3345762, at \*13 (D.N.J. Sept. 14, 2009); *In re Ikon Office Solutions, Inc. Sec. Litig.*, 194 F.R.D. 166, 194 (E.D. Pa. 2000) (“[I]n private contingency fee cases, particularly in tort matters, plaintiffs’ counsel routinely negotiate agreements providing for between thirty and forty percent of any recovery.”); *In re U.S. Bioscience*, 155 F.R.D. at 119 (adopting Special Master’s conclusion that thirty percent would likely have been negotiated in securities action); *In re U.S. Bioscience Sec. Litig.*, No. 92-0678, 1994 WL 485935, at \*9-10 (E.D. Pa. May 23, 1994) (Special Master’s report examining practice by attorneys in this district who reported negotiating agreements between 30-40%); *In re Orthopedic Bone Screws Products Liability Litig.*, No. 97-381, 2000 WL 1622741, at \*7 (E.D. Pa. Oct. 23, 2000) (“the court notes that plaintiffs’ counsel in private contingency fee cases regularly negotiate agreements providing for thirty to forty percent of any recovery.”).

**j. Innovative Terms of the Settlement**

The MFI Settlement provides an excellent monetary recovery for the Class. It does not include any particularly innovative terms. Therefore, this factor is neutral with respect to the fee award request.

**2. The Request for Attorneys' Fees Is Fair and Reasonable Under the Lodestar Method**

The Third Circuit has suggested that courts “cross-check” the percentage of recovery award against the “lodestar” that contributed to that recovery. *See Gunter*, 223 F.3d at 195 n.1. Pursuant to this method, the Court initially evaluates (1) the reasonableness of the hourly rate and (2) whether the hours were reasonably expended. *See, e.g., Public Interest Research Group of N.J., Inc. v. Windall*, 51 F.3d 1179, 1185, 1188 (3d Cir. 1985). The Court then multiplies the hours worked by the applicable hourly rates in order to calculate the lodestar.

Class Counsel’s request for a fee award of 33% of the MFI Settlement amount is fair and reasonable under this methodology.

**a. Plaintiffs’ Counsel’s Hourly Rates Are Reasonable**

Class Counsel’s hourly rates are reasonable, and have been expressly evaluated and approved by this and other district courts in other class action matters. *See In re Mercedes-Benz Tele Aid Contract Litig.*, MDL No. 1914, 2011 U.S. Dist. LEXIS 101995, at \*19 (D.N.J. Sept. 9, 2011) (“These rates reflect the experience and skill of the lawyers involved and are comparable to rates the courts have approved in similar cases in other metropolitan areas.”).

In assessing the reasonableness of an attorney’s hourly rate, courts consider the prevailing market rate in the community for similar services by lawyers of reasonably comparable skill, experience, and reputation. *Barkouras v. Hecker*, No. 06-366, 2007 U.S. Dist. LEXIS 44615, at \*12 (D.N.J. June 20, 2007) (citing *Blum v. Stenson*, 465 U.S. 886, 895-96 n.11 (1984)). Courts look to the forum in which the District is located to determine the hourly rates that should apply. *Interfaith Cmty. Org. v. HoneywellInt’l, Inc.*, 426 F.3d

694, 704 (3d Cir. 2005).

Here, Class Counsel's customary and historical rates, which were used for purposes of calculating the lodestar from March 2014 through June 2017, have been approved in this District and elsewhere.<sup>15</sup> The declarations on behalf of each firm contain a paragraph which sets forth, under oath, that the hourly rates sought are the regular, historical hourly rates in effect at the time work was performed; that the rates are the same as, or substantially similar to, rates used by the firm in similar types of actions; that the firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein; and that courts have approved awards of attorneys' fees based on such rates. *See generally* MJR Decl. Ex. H (individual firm declarations). Where available, the firms have identified cases where fee awards have been approved at those rates.

**b. The Number of Hours Class Counsel Worked Is Reasonable**

The number of hours that Class Counsel worked is reasonable. Co-Lead Counsel have made every effort to prevent the duplication of work or inefficiencies that might have resulted from having multiple firms on the case, and have sought to restrict time submissions to those efforts that have substantially advanced the litigation. *See also* § III.B.1.c., *supra*.

By way of example, Co-Lead Counsel set forth the criteria for the billing of time (and expenses) by Class Counsel at the inception of this litigation. Time has been billed to one of seven categories: (1) Investigations/Factual Research; (2) Discovery; (3) Pleadings, Briefs, Pretrial Motions (including legal research); (4) Court Appearances; (5) Settlement; (6) Litigation Strategy, Analysis & Case Management; and (7) Class Certification. MJR Decl. ¶ 59. Most of the work post-discovery has been handled by Co-Lead Counsel and Quinn Emanuel.

---

<sup>15</sup> The Court found the hourly rates of Plaintiffs' Counsel (and staff) through February 2011 to be reasonable in connection with the Moark Settlement. (ECF 760) (awarding fees), and from March 2011 through February 2014 to be reasonable in connection with the Cal-Maine settlement (ECF 1079) (awarding fees).

In accordance with these criteria, Class Counsel have submitted their reports to Liaison Counsel. The Comprehensive Summary Report shows, *inter alia*, that Class Counsel spent 20,677.3 hours litigating this case during the Covered Period. MJR Decl. Ex. G. In addition, each firm that has worked on this litigation has submitted a declaration and back-up materials setting forth its fees, expenses, identifying the individuals who worked on this litigation (including usual and customary historical rates and length of experience), and describing each firm's contributions to this litigation. MJR Decl. Ex. H.

**c. Plaintiffs' Counsel's Negotiated Fee Results in a Fractional Multiplier**

The fee requested by Class Counsel represents a *fractional* multiplier of 0.90. It is certainly appropriate to award a fee where there is a fractional multiplier (sometimes referred to as "negative" when the value is less than 1). *See In re Flonase Antitrust Litig.*, No. 08-3301, 2013 U.S. Dist. LEXIS 85926, at \*41 (E.D. Pa. June 19, 2013) ("A negative multiplier strongly underscores the risk counsel accepted to prosecute this case to trial."); *Fasteners*, 2014 U.S. Dist. LEXIS 9990, at \*21 (finding that a negative multiplier "confirms the reasonableness of Co-Lead Counsel's request for attorney's fees"); *see also In re Ins. Brokerage Antitrust Litig.*, 579 F.3d 241, 284-85 (3d Cir. 2009) (affirming fee award and noting that lodestar multiplier was less than one).

An attorney fee award representing a multiplier of less than 1.0 is well within the range of awards approved by the Third Circuit. *See, e.g., Sullivan*, 667 F.3d at 333 (affirming lodestar multiplier of approximately 3.3); *Milliron v T-Mobile USA, Inc.*, 423 F. App'x. 131, 135 (3d Cir. 2011) (affirming award representing multiplier of 2.21 and commenting that, "[a]lthough the lodestar multiplier need not fall within any pre-defined range, we have approved a multiplier of 2.99 in a relatively simple case") (internal citations omitted); *In re Cendant Corp. Prides Litig.*, 243 F.3d 722, 742 (3d Cir. 2001) (approving a suggested multiplier of three and stating that multipliers "ranging from one to four are frequently

awarded in common fund cases when the lodestar method is applied.

Accordingly, the fee requested by Class Counsel is fair and reasonable under either the percentage or lodestar cross-check method.

**C. The Request for Reimbursement of Non-Taxable Litigation Expenses Incurred Is Reasonable**

Attorneys “who create a common fund for the benefit of a class are entitled to reimbursement of reasonable litigation expenses from the fund.” *Nichols*, 2005 WL 950616, at \*24 (quoting *In re Aetna Inc.*, MDL No. 1219, 2001 WL 20928, at \*13 (E.D. Pa. Jan. 4, 2001)); *see also Meijer, Inc. v. 3M*, No. 04-5871, 2006 WL 2382718, at \*18 (E.D. Pa. Aug. 14, 2006) (granting plaintiffs’ motion for approval of expenses “incurred in connection with the prosecution and settlement of the litigation”; *In re Corel Corp., Inc. Sec. Litig.*, 293 F. Supp. 2d 484, 498 (E.D. Pa. 2003) (“There is no doubt that an attorney who has created a common fund for the benefit of the class is entitled to reimbursement of . . . reasonable litigation expenses from the fund.”) (quoting *Ikon*, 194 F.R.D. at 192); *In re Unisys Corp. Sec. Litig.*, No. 99-5333, 2001 U.S. Dist. LEXIS 20160, at \*12 (E.D. Pa. Dec. 6, 2001). As detailed below, Class Counsel seek reimbursement of non-taxable expenses as follows:

Non-Taxable Expenses	Amount
Individual Firm Expenses	\$177,604.91
Litigation Fund Expenses	\$2,436,069.89
<b>TOTAL</b>	<b>\$2,613,674.80</b>

*See* MJR Decl. ¶ 63 & Ex. G (Comprehensive Summary Sheet); Ex. C (Summary of Non-Taxable Expenses Paid from Litigation Fund (3/1/2015 – 6/30/2017)); Ex. D (WKA Litigation Fund Analysis (3/1/2015 – 9/17/2015)); Ex. D (LDG Litigation Fund Analysis (9/17/2015 – 6/30/2017)). These expenses were reasonable and necessary to the litigation of this case, and



include, among other things, costs for experts, document management, travel, overnight mail, electronic research, and mediation expenses. *See* MJR Decl. ¶ 64. Details regarding each category of non-taxable expenses in the preceding chart that are sought by Class Counsel are below set forth.

### **1. Individual Firm Expenses During the Covered Period**

Class Counsel have incurred and paid non-taxable expenses<sup>16</sup> of \$177,604.91 that have not been reimbursed during the Covered Period. MJR Decl. Ex. 63. Each firm's declaration provides a summary of its non-taxable, unreimbursed expenses that were incurred during the Covered Period. MJR Decl. Ex. 66. Exhibit 2 to each firm's declaration are the expense reports (including both taxable and non-taxable expenses) that the firm submitted to Co-Lead Counsel, categorized as follows:

- Commercial Copies: Copies made by outside vendors.
- Internal Reproduction/Copies: Copies made at a law firm.
- Court Fees (filing, etc.): All fees paid to the court, including filing fees.
- Court Reporters/Transcripts: Payment to court reporters for transcription services as well as payment for transcripts of court proceedings and depositions.
- Telephone/Fax/Email: Phone, fax and email charges incurred.
- Postage/Express Delivery/Messenger: Mailing and delivery costs.
- Professional Fees (expert, investigator, accountant, etc.): Fees for services of expert witnesses, investigators, discovery vendors and other professionals who are not employees of counsel.
- Travel (air transportation, ground travel, meals, lodging, etc.): Travel expenses including airfare, ground transportation, meals and entertainment while traveling, hotel or other appropriate accommodation and parking.
- Clerical Overtime: Clerical overtime costs incurred by counsel in connection with the litigation of this matter.
- Miscellaneous (describe): An opportunity for counsel to identify an

---

<sup>16</sup> Per this Court's Order of November 9, 2012 (ECF No. 759), *id.* at 13, reimbursement may only be sought for nontaxable costs.

additional expense which does not fit into other categories provided on the expense report form.

The Comprehensive Summary Report attached to the MJR Declaration provides a complete list of all non-taxable, unreimbursed expenses (less assessments) paid by individual firms during the Covered Period. MJR Decl. Ex. G.

Class Counsel also note that, while taxable expenses cannot be sought in this petition per the Court's Order of November 9, 2012 (ECF No. 759), such expenses are not insignificant.

## **2. Litigation Fund Expenses During the Covered Period**

In addition to the foregoing out-of-pocket expenses, Class Counsel contributed assessments to a general litigation fund ("Litigation Fund"). The Litigation Fund pays expenses which are incurred collectively by Class Counsel, rather than by an individual firm. Thus, for example, the Litigation Fund will pay the costs of expert fees, electronic discovery costs, hearing transcripts, and deposition transcripts. MJR Decl. ¶ 70.

Class Counsel are seeking reimbursement of non-taxable expenses paid or incurred by the Litigation Fund during the Covered Period in the amount of \$2,436,069.89. MJR Decl. ¶ 71 and Ex. C-E. A significant portion of these expenses are expert fees related to class certification, *Daubert* motions, motions for summary judgment, and the costs of electronic database and discovery providers. MJR Decl. ¶ 72. Co-Lead Counsel reviewed the bills of these third party providers to ensure they were appropriate and accurate prior to payment out of the Litigation Fund. MJR Decl. ¶ 73. If awarded, the reimbursement would either be returned to Class Counsel on a *pro rata* basis or be returned to the Litigation Fund.

Attached to the MJR Declaration as Exhibit D and E, respectively, are charts outlining the opening balance, ending balance, and categories of expenditures from the Litigation Fund from March 1, 2015 through September 17, 2015 (when the Fund was managed by Weinstein Kitchenoff & Asher, LLC) and from September 17, 2015 through June 30, 2017 (the Fund

has been managed at Lite DePalma Greenberg, LLC since its transfer on 9/17/2015).

#### **IV. SUPPLEMENTAL INFORMATION FOR CONSIDERATION**

This Court issued an Order dated July 18, 2012 (ECF 704) seeking supplemental information regarding DPP's motion for an award of fees and for reimbursement of expenses in connection with the Moark settlement. The majority of the information sought by the Court has already been addressed by Class Counsel in this memorandum and in the supporting documents (in particular, the declarations of individual firms and the MJR Declaration). The additional information sought by the Court in its July 18, 2012 Order is further addressed below.

##### **A. Agreements Among Counsel Regarding Fees, Expenses and Budgeting**

On September 12, 2012, in connection with the Moark settlement, the Court authorized Class Counsel to file, *in camera*, a chart of agreements among counsel. (ECF 737). On June 26, 2014, in connection with the Cal-Maine settlement, the Court authorized Class Counsel to supplement that chart *in camera*. (ECF 1003). Since the 2014 submission, there has been one addition to the chart. Plaintiffs' Counsel will separately move for leave to provide this new information to the Court *in camera*.

There is an understanding and agreement among the four Interim Co-Lead Counsel, which was also communicated to and understood by all Class Counsel, that time and expenses must be reasonable and of the type typically compensated by Courts in this District. In addition, Class Counsel were explicitly told that only time and expenses which were incurred at the direction of Co-Lead Counsel would be considered to be compensable. MJR Decl. ¶ 75.

In light of their economic contribution to the case (which was at the same rate as Co-Lead Counsel) as well as the quality of their work, Co-Lead Counsel also agreed to recommend to the Court that Quinn Emanuel be compensated for work it performed (detailed

in that firm's declaration), and be reimbursed for expenses, on the same basis as Co-Lead Counsel, subject to the Court's approval. MJR Decl. ¶ 76. The Court has followed this approach in connection with prior fee awards and expense reimbursements in this litigation.

Given the nature of the litigation and the lack of information regarding the number and types of documents that would be produced during discovery, there was no set budget at the outset of the litigation. All firms that desired to be active participants in this case were asked to contribute to the litigation fund. MJR Decl. ¶ 77. Collectively, all firms have contributed \$1.14 million to the Litigation Fund since the inception of the litigation that has not been reimbursed. MJR Decl. ¶ 78 and Ex. G. Co-Lead Counsel and Quinn Emanuel have paid a total of \$725,000 in assessments from the inception of this litigation which have not been reimbursed. Co-Lead Counsel and Quinn Emanuel also loaned the Litigation Fund \$515,000 in May 2016 to pay certain expenses which has been refunded. MJR Decl. ¶¶ 78-79.

**B. Agreements Among Counsel, or Between Counsel and Clients, Regarding the Motion for Fees and Expenses, Including Incentive Awards**

There are no agreements among counsel, or between counsel and clients, regarding the motion for fees and expenses (except to the extent that the agreements noted above may be relevant). No agreement exists between any counsel in this case and their clients regarding incentive awards. MJR Decl. ¶ 81.

**V. CONCLUSION**

For the reasons set herein, Class Counsel respectfully request that the Court grant the request for an award of the attorneys' fees and reimbursement of litigation expenses.

Respectfully submitted,

**LITE DEPALMA GREENBERG, LLC**

/s/ Mindee J. Reuben

Mindee J. Reuben

Dated: September 8, 2017

1835 Market Street, Suite 2700  
Philadelphia, PA 19103  
Telephone: (267) 314-7980 (direct)  
Facsimile: (973) 623-0858  
[mreuben@litedepalma.com](mailto:mreuben@litedepalma.com)  
*Liaison Counsel and Co-Lead Counsel for  
Plaintiffs*

**HAUSFELD LLP**

Michael D. Hausfeld  
1700 K Street NW Suite 650  
Washington, DC 20006  
Telephone: (202) 540-7200  
Facsimile: (202) 540-7201  
[mhausfeld@hausfeldllp.com](mailto:mhausfeld@hausfeldllp.com)

**BERNSTEIN LIEBHARD LLP**

Stanley D. Bernstein  
10 East 40<sup>th</sup> Street  
New York, New York 10016  
Telephone: (212)779-1414  
Facsimile: (212) 779-3218  
[Bernstein@bernlieb.com](mailto:Bernstein@bernlieb.com)

**SUSMAN GODFREY LLP**

Stephen D. Susman  
654 Madison Avenue, 5<sup>th</sup> Floor  
New York, NY 10065-8404  
Telephone: (212)336-8330  
Facsimile: (212) 336-8340  
[ssusman@SusmanGodfrey.com](mailto:ssusman@SusmanGodfrey.com)  
*Co-Lead Counsel for Direct Purchaser  
Plaintiffs*

**UNITED STATES DISTRICT COURT FOR  
THE EASTERN DISTRICT OF PENNSYLVANIA**

**IN RE: PROCESSED EGG  
PRODUCTS ANTITRUST  
LITIGATION**

---

:  
: MDL No. 2002  
: Case No. 08-md-02002  
:  
:

**THIS DOCUMENT APPLIES  
TO: All Direct Purchaser Actions**

---

:  
:  
:  
:  
:  
:

---

**DECLARATION OF MINDEE J. REUBEN IN SUPPORT OF  
THE DIRECT PURCHASER CLASS'  
MOTION FOR AN AWARD OF ATTORNEYS' FEES  
AND FOR REIMBURSEMENT OF EXPENSES**

---

I, Mindee J. Reuben, declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey, am a member of the Bar of this Court, and am Counsel to the law firm of Lite DePalma Greenberg, LLC.

2. I am one of the Co-Lead Counsel appointed to represent the Direct Purchaser Class in the above-captioned matter. I am also Liaison Counsel for the Direct Purchaser Class.

3. I submit this declaration in support of the Direct Purchaser Class' Motion for an Award of Attorneys' Fees and for Reimbursement of Expenses.

4. This Motion seeks compensation for Class Counsel for work undertaken on behalf of the Direct Purchaser Class from a settlement fund of \$75,000,000 ("MFI Settlement Fund"), which Class Counsel have created as a result of the settlement between the Class and Michael Foods, Inc. ("MFI").

5. Class Counsel seek an award of 33% of the MFI Settlement Fund, which is \$24.75 million, for work undertaken between March 1, 2014 and June 30, 2017 (the "Covered Period"), as well as reimbursement of non-taxable litigation expenses in the amount of \$2,613,674.80 (\$2,436,069.89 in Litigation Fund expenses from 3/1/2015-6/30/2017 and \$177,604.91 in individual firm expenses during the Covered Period).

**Exhibits to the Declaration**

6. Attached to this Declaration are the following exhibits:

- a. **Exhibit A – MJR Letter Regarding Docketing of Oppositions to Summary Judgment;**
- b. **Exhibit B – Chart of Summary Judgment Briefing, Related Orders, and Appeal Status ("MSJ Chart");**
- c. **Exhibit C – Summary of Non-Taxable Expenses Paid from Litigation Fund (3/1/2015 – 6/30/2017);**
- d. **Exhibit D – WKA Litigation Fund Analysis (3/1/2015–9/17/2015);**

- e. **Exhibit E – LDG Litigation Fund Analysis (9/17/2015–6/30/2017);**
- f. **Exhibit F – Chart of Lodestar and Awards to Date;**
- g. **Exhibit G – Comprehensive Summary Report.** This report summarizes each firm’s cumulative time, lodestar and non-taxable expenses during the Covered Period;
- h. **Exhibit H – Individual Firm Declarations without Attachments.** Due to the volume of the attachments, the full version of the firm declarations will be submitted in hard copy to the Clerk’s Office and not filed electronically with this declaration.

**Examples of Work Performed By Counsel During the Covered Period**

7. Class Counsel have expended significant time and effort over the past nine years to generate support for allegations that Defendants conspired to reduce the output of eggs. These efforts are particularly notable, given that Class Counsel was not assisted by any government investigation in their efforts.<sup>1</sup>

8. As detailed in prior motions seeking attorneys’ fees and/or reimbursement of expenses, discovery alone has been a monumental undertaking with millions of documents.

9. In the past three years alone, and as detailed above, Class Counsel have, inter alia, taken over 50 depositions; defended against multiple attempts by multiple Defendants to exclude their experts and terminate this litigation; moved for class certification and fought against Defendants’ appeals from class certification and motions to decertify the Class; and brought and fought multiple motions for summary judgment.

10. Plaintiffs’ Counsel’s work during the course of this litigation, and in particular, over the last three years, strongly counsels in favor of granting this Motion.

**Discovery**

11. Class Counsel commenced depositions of Defendants in April 2013. During the Covered Period, and particularly from March 4, 2014 through May 13, 2015, DPPs took

---

<sup>1</sup> Although there were reports of a limited investigation into the processed egg products industry before Plaintiffs initially filed suit, the investigation appears to have ended, and there never was a public disclosure of any indictment, plea deals or prosecution, or of cooperation by any witness.



and/or defended over 50 depositions across the United States, including depositions of experts in connection with Plaintiffs' motion for class certification and merits expert reports. Class Counsel were careful to staff depositions efficiently, with most depositions (with the exception of expert depositions) covered by a single DPP attorney.

12. The testimony obtained through these depositions greatly informed the DPPs' knowledge of the alleged conspiracy, gained admissions that strengthened the DPPs' motion for class certification, assisted the DPPs in defending against multiple motions for summary judgment, and assisted the DPPs in reaching settlements with now eight Defendants, including MFI.

13. Class Counsel continued to engage in written discovery during the Covered Period, including preparing and serving objections and responses to Defendants' First Set of Requests for Admission and Second Set of Interrogatories (contention interrogatories).

14. In May 2014, Class Counsel worked with the then-proposed class representatives (both shell egg and egg products at that time) and their individual counsel to prepare objections and responses to Defendants' First Set of Requests for Admission. The DPP proposed class representatives each responded to 68 requests for admission; and one of the DPP proposed class representatives responded to an additional 15 requests for admission from Defendant Rose Acre.

15. In June 2014, Class Counsel again worked with the then-proposed class representatives and their individual counsel to prepare objections and responses to Defendants' Second Set of Interrogatories. Although Defendants only issued one interrogatory, it contained multiple parts:

Separately and for each Defendant state each agreement which you contend the Defendant entered into in violation of the Sherman Act; the identity of each party to such agreement, whether named as a Defendant or not; whether the agreement was written or oral, if written, identify the document containing the agreement and the specific language which constitutes the

agreement and if oral, the individuals entering into the agreement or the conduct manifesting assent to the agreement; the date on which the Defendant entered into the agreement and the date on which the agreement terminated with respect to that Defendant; and actions or omissions taken pursuant to each agreement, which actions or omissions you contend caused You harm.

16. Following two rounds of meet and confer discussions with Defendants, the DPPs' response to Defendants' Second Set of Interrogatories totaled 26 pages and designated of hundreds of responsive documents.

### **Class Certification and Related Motions**

17. In early 2014, Class Counsel began the long, complex and arduous process of preparing their motion for class certification. This effort included working with expert economist Dr. Rausser in connection with his opening, and subsequent rebuttal, reports in support of class certification. Plaintiffs filed their motion for class certification on May 30, 2014, accompanied by 188 exhibits as well as Dr. Rausser's opening report. (ECF 978-979). Class Counsel prepared Dr. Rausser for, and defended Dr. Rausser at, a two-day deposition in June 2014.

18. Defendants filed their opposition to class certification on August 6, 2014 (ECF 1033). along with a motion under *Daubert* to exclude Dr. Rausser's testimony in support of class certification. Class Counsel then deposed Defendants' economic expert, William C. Myslinski, Ph.D., on August 26, 2014.

19. Class Counsel submitted a reply in further support of the DPPs' motion for class certification on September 19, 2014, along with another 39 exhibits and a reply report by Dr. Rausser. (ECF 1059-1060). The DPPs also responded to Defendants' motion to exclude Dr. Rausser's opinions in support of class certification.

20. Following extensive briefing by the parties (ECF 1031, 1058, 1101, 1102) and a hearing, the Court on January 26, 2015, denied Defendants' motion to exclude Dr. Rausser's

opinions. (ECF 1124).

21. The Court then held a two-day evidentiary hearing on the DPPs' class certification motion on March 10 and 11, 2015. Among other things, Class Counsel prepared a 150-page "deck" that highlighted significant points of law and fact and was offered to assist the Court, as well as the parties, during the hearing. The hearing entailed both oral argument and expert testimony. After the hearing, Class Counsel prepared a post-hearing submission to address three specific questions raised by the Court. (ECF 1156). The Court certified a Litigation Class of direct purchasers of shell eggs on September 21, 2015. (Class Cert. Order).

22. As part of its September 2015 Order certifying a Litigation Class, the Court also requested supplemental briefing regarding the appropriate class period. (ECF 1325). Class Counsel submitted the requested briefing on October 16, 2015 (ECF 1334), and, on February 3, 2016, the Court issued an Order defining the class period (ECF 1372).

23. On October 5, 2015, Defendants MFI, Rose Acre, R.W. Sauder, and Ohio Fresh filed a petition, pursuant to Fed. R. Civ. P. 23(f), for permission to appeal from the Court's grant of class certification. Class Counsel promptly prepared the DPPs' opposition, filing the opposition papers on October 15, 2015. The Third Circuit denied Defendants' petition on December 3, 2015 (ECF 1357).

#### **Merits Expert Reports and New *Daubert* Motions**

24. During the second half of 2015, and pursuant to the pre-trial schedule set by the Court, Class Counsel began working with Dr. Rausser in connection with his preparation of a merits expert report. Dr. Rausser submitted his opening merits report on January 22, 2015. In response, Defendants submitted four expert reports on or around March 13, 2015. Class Counsel then worked with Dr. Rausser in connection with his preparation of a Reply Merits Report, which Dr. Rausser submitted on April 3, 2015.

25. Thereafter, in May 2015, Defendants made their second attempt to exclude the opinions and testimony of Dr. Rausser. (ECF 1190). Following briefing, another round of expert depositions, and oral argument, Class Counsel succeeded in defeating Defendants' motion, which the Court denied. (ECF 1428).

26. Class Counsel also participated in motions to exclude three of Defendants' experts, Drs. Burtis, Walker, and Darre. (ECF 1195, 1196, and 1997). Following briefing, depositions of these experts, and oral argument, the Court denied those motions as well. (ECF 1427, 1432, and 1430).

27. Class Counsel believed that the motions were important, even if ultimately denied, to highlight certain flaws in the expert analysis on which Defendants would be basing summary judgment motions.

#### **Motions for Summary Judgment**

28. Defendants filed a number of individual and joint motions for summary judgment against the DPPs on July 2, 2015. Individual motions for summary judgment were filed against the DPPs (as well as the Direct Action Plaintiffs (the "DAPs") and the Indirect Purchaser Plaintiffs ("IPPs")) by Defendants Ohio Fresh (ECF 1227, 1232); MFI (ECF 1228, 1234); Daybreak (ECF 1229); Sauder (ECF 1230-31); and Rose Acre (ECF 1238, 1242). Joint motions for summary judgment were filed by Defendants against the DPPs (as well as the DAPs) regarding egg products (ECF 1233) and regarding damages (ECF 1244, 1250).

29. Following service of the motions for summary judgment, Class Counsel began the arduous process of drafting opposition papers. Working with DAP and IPP counsel on most, but not all, of the oppositions to Defendants' motions for summary judgment, Class Counsel labored tirelessly over the next 42 days to prepare their opposition papers, including responses to Defendants' statements of fact, counter-statements of fact, and collection and designation of exhibits in support, for each dispositive motion. On August 13, 2015,

Plaintiffs' Counsel submitted their opposition papers. *See* Exhibit A (MJR Letter Regarding Docketing of Oppositions to Summary Judgment).

30. Also on July 2, Class Counsel (along with counsel for the DAPs and IPPs) filed a joint motion for summary judgment against all Defendants relating to agricultural cooperative antitrust exemptions under the Capper-Volstead Act. Class Counsel took the laboring oar in drafting, preparing exhibits, and filing the motion (including a detailed undisputed statement of facts) on July 2, 2015, as well as oral argument. (ECF 1239, 1249).

31. Additional briefing ensued, with both Defendants and Plaintiffs preparing replies in further support of initial briefing. *See* Exhibit B (Chart of Summary Judgment Briefing, Related Orders, and Appeal Status ("MSJ Chart")).

32. Hearings on the motions for summary judgment were held over two days, on February 22-23, 2016. Class Counsel handled argument on Plaintiffs' joint motion for summary judgment as well as on the majority of Defendants' motions, including the motion filed by Michael Foods and the joint Capper-Volstead motion. Class Counsel also prepared several "decks" to assist the Court during the various hearings. Class Counsel submitted post-hearing briefing on multiple motions as well. (ECF 1390-96). The Court denied the majority of Defendants' summary judgment motions. *See* Exhibit B (MSJ chart). Plaintiffs' motion for summary judgment was granted in part and denied in part. (ECF 1441-1442).

### **Motions for Interlocutory Appeal**

33. Between October 26, 2016 and November 4, 2016, Defendants Sauder (1450), Rose Acre (ECF 1451), and Ohio Fresh (ECF 1452) filed motions for interlocutory appeal from the Court's denial of their individual motions for summary judgment (ECF 1445).<sup>2</sup> All Plaintiffs filed an omnibus response, which Class Counsel had a lead role in preparing, on November 21, 2016. (ECF 1454). Defendants filed reply briefs on December 6, 2016. (ECF

---

<sup>2</sup> MFI also filed a motion for interlocutory appeal (ECF 1449), but this motion has been stayed as between MFI and Plaintiffs (ECF 1477).

1457-1458, 1464-1465). Defendants' requests for interlocutory appeal are pending.

### **Motion to Decertify**

34. On September 2, 2016, Defendants MFI, Rose Acre, and Ohio Fresh filed a motion to decertify the Class along with a new declaration by their current expert, Jonathan Walker, Ph.D. (ECF 1433-1434). Class Counsel, in addition to preparing and filing opposition papers (ECF 1456), also worked closely with Dr. Rausser in connection with his preparation of an extensive rebuttal declaration. Defendants filed a reply (ECF 1487).

35. The Court held a hearing on this motion on March 7, 2017, at which Class Counsel presented oral argument and presented a “deck” of materials to highlight significant points of law and fact. Class Counsel submitted post-hearing briefing on March 17, 2017. (ECF 1507 & 1510). The Court denied Defendants’ motion to decertify the Litigation Class on August 14, 2017. (ECF 1531).

### **Settlements**

36. During the Covered Period, Plaintiffs’ Counsel moved for and obtained final approval of several settlements, and also achieved and obtained preliminary approval of the \$75 million settlement with MFI, the largest settlement yet on behalf of the DPPs. If approved by the Court, the MFI settlement will bring the total recoveries for the DPPs to date to over \$136 million.

37. Although Plaintiffs had reached a settlement with Cal-Maine before the Covered Period, Plaintiffs’ Counsel prepared the motion for final approval of the Cal-Maine settlement which was then submitted during the Covered Period on August 15, 2014.<sup>3</sup> (ECF 1036). The Fairness Hearing took place on September 18, 2014 (ECF 908), and the Court finally approved the Settlement on October 10, 2014 (ECF 1082). DPPs filed a motion for allocation on January 29, 2016 (ECF 1369), which the Court approved on May 11, 2016

---

<sup>3</sup> The Cal-Maine settlement negotiations took place in 2012 and 2013, and preliminary approval was filed and granted in 2013 and 2014, before the Covered Period.

(ECF 1401). DPPs filed a motion to amend the Allocation Order on June 5, 2017, which is pending. (ECF 1519).

38. Class Counsel reached settlements with NFC, Midwest Poultry, and UEP/USEM during the Covered Period. Although the majority of the negotiations pre-dated the Covered Period, the drafting and execution of each settlement agreement occurred during the Covered Period. *See* Declarations of James J. Pizzirusso in support of motion for preliminary approval of NFC and Midwest Poultry settlements (ECF 952-2, 952-3); Declaration of James J. Pizzirusso in support of motion for preliminary approval of UEP/USEM settlement (ECF 997-2).

39. Class Counsel prepared and filed preliminary and final approval motions during the Covered Period, and appeared in Court to argue each motion during the Covered Period. The Court finally approved the settlements on June 30, 2016. (ECF 1419).

40. Class Counsel negotiated and reached settlements with both NuCal and the Hillandale Defendants during the Covered Period. *See* Declaration of James J. Pizzirusso in support of motion for preliminary approval of NuCal settlement (ECF 1041-2); Declaration of Ronald J. Aranoff in support of motion for preliminary approval of Hillandale settlement (ECF 1093-2).

41. Class Counsel prepared and filed preliminary and final approval motions during the Covered Period, and appeared in Court to argue each motion during the Covered Period. The Court finally approved the settlements on June 30, 2016. (ECF 1418).

42. Most recently, Class Counsel and MFI's counsel, Weil Gotshal & Manges LLP, engaged in extensive arms' length negotiations over the course of several months, including an all-day mediation and several follow-up discussions, to reach the pending settlement. Class Counsel also prepared extensive materials in advance of the mediation for the mediator's consideration. These renewed negotiations followed a failed attempt from

nearly three years prior to reach a resolution with MFI, as well as various discussions since that time. *See* Declaration of Stanley D. Bernstein in support of motion for preliminary approval of MFI settlement. (ECF 1481-2).

43. Class Counsel prepared the necessary papers and moved for preliminary approval of the MFI settlement on January 5, 2017. (ECF 1481). The Court granted preliminary approval on June 26, 2017. (ECF 1523).

**Notice, Claim Forms & Related Motions**

44. During the Covered Period, Class Counsel substantially revised the notice and claim forms that had been used in connection with previous settlements. The revisions were necessary to address: (i) notice of certification of the Litigation Class; (ii) notice of the MFI settlement; (iii) a claims process for the MFI Settlement, which relates solely to direct purchases of shell eggs, and (iv) a claims process for the NFC, Midwest Poultry, UEP/USEM, NuCal and Hillandale settlements, which relate to direct purchases of both shell eggs and egg products.

45. In connection with these changes, Class Counsel worked closely with the Court-appointed Claims Administrator (The Garden City Group, Inc., “GCG”) for several months to prepare the notices, select appropriate publications, prepare and approve language for electronic publication sources for notice, and update the claim forms. This work culminated in the preparation and filing of Plaintiffs’ motion for a combined notice plan and claims process. (ECF 1499). The Court granted that motion, and approved the notice plan and claims process, on June 26, 2017. (ECF 1523).

46. Class Counsel also addressed a myriad of settlement class membership issues that arose in connection with administration of the Cal-Maine Settlement. Most notable is whether Dutch Farms, Inc. should be permitted to participate in the Cal-Maine settlement, which entailed substantive research and extensive discussions among Class Counsel, GCG,



and counsel for Dutch Farms over several months and is the subject of a pending motion prepared and filed by Class Counsel. (ECF 1519).

**Effective Management of the Litigation**

47. Since the inception of this action, Co-Lead Counsel have held weekly conference calls to delegate assignments, monitor activities, and approve significant expenses and costs when necessary. These measures promote efficiency by avoiding unnecessary duplication and excessive time and cost expenditures.

48. Lead Counsel have carefully monitored attorney time and expenses. Since the inception of this case, Class Counsel have been required to submit time and expense reports for work performed and expenditures made by their respective firms, broken out on a monthly basis (“monthly reports”).

49. Co-Lead Counsel review these reports to ensure that they reflect the work assigned and that the expenses are reasonable. Liaison Counsel provides periodic statements on time and expenses to Co-Lead Counsel.

50. Time and expenses not authorized by Co-Lead Counsel, not found to provide some benefit to the class, or which are excessive (*e.g.*, traveling first class or business class), will not be reimbursed.

51. During the Covered Period, Class Counsel dedicated a significant amount of time to discovery (in particular, depositions), as well as briefing and oral argument on, *inter alia*, class certification, *Daubert* motions, and motions for summary judgment. In each circumstance, Co-Lead Counsel developed protocols to manage time and expenses and to avoid duplication of effort.

52. For example, depositions were categorized by Defendant and assigned to teams of Class Counsel with one Co-Lead firm at the head of each team for coverage.

53. With limited exceptions, depositions were only attended by one representative

from Class Counsel. In addition, if it was acceptable for Class Counsel to attend a deposition telephonically (*e.g.*, the deponent was a representative of a settled Defendant), or for Co-Lead Counsel to assign a firm that was geographically close to the location of the deposition, such protocols were followed.

54. The extensive motion practice during the Covered Period was handled almost exclusively by Co-Lead Counsel and Quinn Emanuel. Class certification was a joint effort among these firms, although certain of these were firms specifically tasked to deal with expert issues in connection with certification and decertification.

55. Certain of these firms were also tasked with addressing other expert (including *Daubert*) and appellate matters in connection with certification and decertification.

56. Motions for summary judgment were delegated across all five firms (mostly according to deposition assignments) who then handled all briefing and oral argument on those assigned motions, as well coordinated with counsel for DAPs and IPPs as appropriate.

#### **Time and Expenses**

57. Class Counsel devoted 20,677.3 hours to this litigation during the Covered Period. This represents a significant commitment of resources to the litigation, and strongly supports the requested fee award.

58. At the inception of this litigation, Co-Lead Counsel set forth criteria for the billing of time and expenses by all counsel for the Class.

59. In order to facilitate the accurate review and efficient management of this billing, attorney and paralegal time has been billed to one of seven categories: (1) Investigations/Factual Research; (2) Discovery; (3) Pleadings, Briefs, Pretrial Motions (including legal research); (4) Court Appearances; (5) Settlement; (6) Litigation Strategy, Analysis & Case Management; and (7) Class Certification.

60. In accordance with these criteria, Class Counsel have been regularly

submitting from the outset of this litigation reports of time and expenses to Plaintiffs' Liaison Counsel, and Liaison Counsel has prepared a summary report ("Comprehensive Summary Report") of each firm's cumulative time and non-taxable expenses during the Covered Period, attached hereto as Exhibit G.

61. The Comprehensive Summary Report also shows that the aggregate fees of Class Counsel incurred on an hourly basis during the Covered Period is \$12,585,022.40 and that these firms have incurred non-taxable expenses in the amount of \$177,604.91. *Id.*

62. In accordance with these criteria, Class Counsel have submitted their reports to Plaintiffs' Liaison Counsel. The Comprehensive Summary Report shows, *inter alia*, that Class Counsel spent 20,677.3 hours litigating this case during the Covered Period.

63. In addition, each firm that has worked on this litigation has submitted a declaration and back-up materials setting forth its fees, expenses, identifying the individuals who worked on this litigation (including usual and customary historical rates and length of experience), and describing each firm's contributions to this litigation. As detailed below, Class Counsel seek reimbursement of non-taxable expenses as follows:

Non-Taxable Expenses	Amount
Individual Firm Expenses	\$177,604.91
Litigation Fund Expenses	\$2,436,069.89
<b>TOTAL</b>	<b>\$2,613,674.80</b>

Exhibit G (Comprehensive Summary Sheet); Exhibit C (Summary of Non-Taxable Expenses Paid from Litigation Fund); Exhibit D (WKA Litigation Fund Analysis (3/1/2015–9/17/2015)); and Exhibit E (LDG Litigation Fund Analysis (9/17/2015–6/30/2017)).

64. These expenses were reasonable and necessary to the litigation of this case, and include, among other things, costs for experts, document management, travel, overnight

mail, electronic research, and mediation expenses. Details regarding each category of non-taxable expenses in the preceding chart that are sought by Class Counsel are below set forth.

Individual Firm Expenses.

**Individual Firm Expenses**

65. Class Counsel have incurred and paid non-taxable expenses<sup>4</sup> of \$177,604.91 that have not been reimbursed during the Covered Period.

66. Each firm's declaration provides a summary of its non-taxable, unreimbursed expenses that were incurred during the Covered Period.

67. Exhibit 2 to each firm's declaration are the expense reports (including both taxable and non-taxable expenses) that the firm submitted to Co-Lead Counsel, categorized as follows:

- Commercial Copies: Copies made by outside vendors.
- Internal Reproduction/Copies: Copies made at a law firm.
- Court Fees (filing, etc.): All fees paid to the court, including filing fees.
- Court Reporters/Transcripts: Payment to court reporters for transcription services as well as payment for transcripts of court proceedings and depositions.
- Telephone/Fax/Email: Phone, fax and email charges incurred.
- Postage/Express Delivery/Messenger: Mailing and delivery costs.
- Professional Fees (expert, investigator, accountant, etc.): Fees for services of expert witnesses, investigators, discovery vendors and other professionals who are not employees of counsel.
- Travel (air transportation, ground travel, meals, lodging, etc.): Travel expenses including airfare, ground transportation, meals and entertainment while traveling, hotel or other appropriate accommodation and parking.
- Clerical Overtime: Clerical overtime costs incurred by counsel in connection with the litigation of this matter.
- Miscellaneous (describe): An opportunity for counsel to identify an

---

<sup>4</sup> Per this Court's Order of November 9, 2012 (ECF No. 759), *id.* at 13, reimbursement may only be sought for non-taxable costs.

additional expense which does not fit into other categories provided on the expense report form.

68. Class Counsel also note that, while taxable expenses cannot be sought in this petition per the Court's Order of November 9, 2012 (ECF No. 759), such expenses are not insignificant.

#### **Litigation Fund Expenses**

69. In addition to the foregoing out-of-pocket expenses, Class Counsel contributed assessments to a general litigation fund ("Litigation Fund").

70. The Litigation Fund pays expenses which are incurred collectively by Class Counsel, rather than by an individual firm. Thus, for example, the Litigation Fund will pay the costs of expert fees, electronic discovery costs, hearing transcripts, and deposition transcripts.

71. Class Counsel are seeking reimbursement of non-taxable expenses paid or incurred by the Litigation Fund during the Covered Period in the amount of \$2,436,069.89.

72. A significant portion of these expenses are expert fees related to class certification, *Daubert* motions, motions for summary judgment, and the costs of electronic database and discovery providers.

73. Co-Lead Counsel reviewed the bills of these third party providers to ensure they were appropriate and accurate prior to payment out of the Litigation Fund. If awarded, the reimbursement would either be returned to Class Counsel on a *pro rata* basis or be returned to the Litigation Fund.

#### **Supplemental Information**

74. On September 12, 2012, in connection with the Moark settlement, the Court authorized Class Counsel to file, *in camera*, a chart of agreements among counsel. (ECF 737). On June 26, 2014, in connection with the Cal-Maine settlement, the Court authorized Class Counsel to supplement that chart *in camera*. (ECF 1003). Since the 2014 submission,

there has been one addition to the chart. Plaintiffs' Counsel will separately move for leave to provide this new information to the Court *in camera*.

75. There is an understanding and agreement among the four Interim Co-Lead Counsel, which was also communicated to and understood by all Class Counsel, that time and expenses must be reasonable and of the type typically compensated by Courts in this District. In addition, Class Counsel were explicitly told that only time and expenses which were incurred at the direction of Co-Lead Counsel would be considered to be compensable

76. In light of their economic contribution to the case (which was at the same rate as Co-Lead Counsel) as well as the quality of their work, Co-Lead Counsel also agreed to recommend to the Court that Quinn Emanuel be compensated for work it performed (detailed in that firm's declaration), and be reimbursed for expenses, on the same basis as Co-Lead Counsel, subject to the Court's approval. The Court has followed this approach in connection with prior fee awards and expense reimbursements in this litigation.

77. Given the nature of the litigation and the lack of information regarding the number and types of documents that would be produced during discovery, there was no set budget at the outset of the litigation.

78. All firms that desired to be active participants in this case were asked to contribute to the litigation fund. Collectively, all firms have contributed \$1.14 million to the Litigation Fund since the inception of the litigation that has not been reimbursed. Exhibit G.

79. Co-Lead Counsel and Quinn Emanuel have paid a total of \$725,000 in assessments from the inception of this litigation which have not been reimbursed.

80. Co-Lead Counsel and Quinn Emanuel also loaned the Litigation Fund \$515,000 in May 2016 to pay certain expenses which has been refunded.

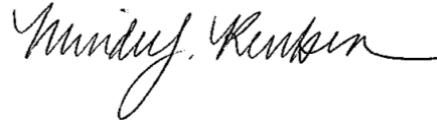
81. There are no agreements among counsel, or between counsel and clients, regarding the motion for fees and expenses (except to the extent that the agreements noted

above may be relevant). No agreement exists between any counsel in this case and their clients regarding incentive awards.

Respectfully submitted,

**LITE DEPALMA GREENBERG, LLC**

Dated: September 8, 2017



---

Mindee J. Reuben  
1835 Market Street, Suite 2700  
Philadelphia, PA 19103  
Telephone: (267) 314-7980 (direct)  
Facsimile: (973) 623-0858  
[mreuben@litedepalma.com](mailto:mreuben@litedepalma.com)  
*Liaison Counsel and Co-Lead Counsel for  
Plaintiffs*

# **EXHIBIT A**





570 Broad Street / Suite 1201 / Newark, NJ 07102  
P: 973.623.3000 / F: 973.623.0858 / [litedepalma.com](http://litedepalma.com)

Newark ■ Chicago ■ Philadelphia

Philadelphia Office  
Direct Dial (267) 314-7980

Mindee J. Reuben  
[mreuben@litedepalma.com](mailto:mreuben@litedepalma.com)

August 18, 2015

**VIA FACSIMILE and FIRST CLASS MAIL**

The Honorable Gene E.K. Pratter  
United States District Court  
for the Eastern District of Pennsylvania  
601 Market Street, Room 10613  
Philadelphia, PA 19106-1797

**Re: In Re Processed Eggs Antitrust Litigation (No. 08-md-2002)**

Dear Judge Pratter:

I write on behalf of Direct Purchaser Plaintiffs to address certain docketing issues that arose in connection with the filing of summary judgment motion responses this past week. Because these docketing issues could give rise to some confusion, this letter is intended to provide the Court with some clarification.

**First**, as reflected in the letters transmitting the summary judgment responses to Your Honor, certain of the summary judgment opposition papers were submitted on behalf of all plaintiffs groups (that is, Direct Purchaser Plaintiffs, Indirect Purchaser Plaintiffs, and Direct Action Plaintiffs), while in other instances one or more of the three plaintiff groups filed separate opposition papers to particular motions.

Direct Purchaser Plaintiffs took responsibility for transmitting and filing many (but not all) of the joint briefs, as well as two briefs solely on behalf of Direct Purchaser Plaintiffs. Specifically, on Thursday, August 13, this office delivered the following oppositions to various Defendants' motions for summary judgment motions to the Clerk of Court for filing under seal:

1. Opposition to Sauder Motion for Summary Judgment (on behalf of All Plaintiffs):
  - a. All Plaintiffs' Response in Opposition to Motion for Summary Judgment of R.W. Sauder, Inc.;



- b. All Plaintiffs' Answer to R.W. Sauder, Inc.'s ("RWS") Statement of Undisputed Facts ("SOF") in Support of its Motion for Summary Judgment and Plaintiffs' Counter-Statement of Facts in Opposition; and
  - c. Certificate of Service.
2. Opposition to Certain Defendants' Motion for Summary Judgment on Damages (on behalf of Direct Purchaser Plaintiffs **only**)
  - a. Direct Purchaser Plaintiffs' Opposition to Certain Defendants' Motion against Direct Action Plaintiffs (and Direct Purchaser Plaintiffs) on Damages;
  - b. Direct Purchaser Plaintiffs' Response to and Counter-Statement of Facts Regarding Certain Defendants' Motion against Direct Action Plaintiffs (and Direct Purchaser Plaintiffs) on Damages;
  - c. Declaration of Matthew B. Allen with Exhibits; and
  - d. Certificate of Service.
3. Opposition to Certain Defendants' Motion for Summary Judgment on Egg Products (on behalf of Direct Purchaser Plaintiffs **only**)
  - a. Direct Purchaser Plaintiffs' Counter-Statement of Undisputed Facts and Memorandum of Law in Opposition to Certain Defendants' Motion for Summary Judgment Dismissing All Damages Claims Based on Purchases of Egg Products;
  - b. Direct Purchaser Plaintiffs' Responses to Certain Defendants' Statement of Undisputed Facts In Support of Certain Defendants' Motion for Summary Judgment on All Damages Claims Based on Purchases of Egg Products;
  - c. Declaration of Ronald J. Aranoff with Exhibits; and
  - d. Certificate of Service.
4. Opposition to Ohio Fresh Motion for Summary Judgment (on behalf of All Plaintiffs)
  - a. All Plaintiffs' Memorandum in Opposition to Ohio Fresh Eggs, LLC's Motion for Summary Judgment;
  - b. All Plaintiffs' Answer to Ohio Fresh Eggs, LLC's Statement of Undisputed Facts in Support of Its Motion for Summary Judgment, and Counterstatement of Facts in Opposition;
  - c. Affidavit of Moira Cain-Mannix with Exhibits in Support of Motion; and
  - d. Certificate of Service.



5. Opposition to Michael Foods' Motion for Summary Judgment (on behalf of All Plaintiffs)
  - a. [All] Plaintiffs' Counter Statement of Facts in Opposition to Michael Foods' Motion for Summary Judgment;
  - b. [All] Plaintiffs' Response to Rule 56 Statement of Undisputed Facts in Support of Memorandum in Support of Defendant Michael Foods, Inc.'s Motion for Summary Judgment;
  - c. [All] Plaintiffs' Memorandum of Law in Opposition to Defendant Michael Foods' Motion for Summary Judgment Against All Plaintiffs;
  - d. Declaration of Mindee J. Reuben with Exhibits;
  - e. Proposed Order; and Certificate of Service.

When the Clerk docketed the foregoing opposition papers, the Sauder, Damages, and Egg Products opposition papers (Nos. 1-3, above) were docketed together under the single entry ECF No. 1281, and the Ohio Fresh and Michael Foods opposition papers (Nos. 4-5, above) were docketed together under the single entry ECF No. 1282. I apprised the Clerk of Court of the problem, but was told that it was not an issue as long as the opposition papers appeared on the docket. Nonetheless, I wanted to alert the Court to the matter to eliminate any confusion.

**Second**, when Direct Action Plaintiffs submitted their opposition papers to Certain Defendants' Motion for Summary Judgment on Damages (ECF Nos. 1268-1271), there is a notation on each docket entry erroneously indicating that the filing "applies to all direct purchaser and direct action cases." Direct Purchaser Plaintiffs are not party to, and have not joined in, any of those Direct Action Plaintiff submissions.

Thank you for your consideration.

Respectfully submitted,

A handwritten signature in black ink that reads "Mindee J. Reuben". The signature is written in a cursive, flowing style with a long horizontal line extending to the right.

Mindee J. Reuben

Enclosures

cc: Liaison Counsel (via e-mail)

# **EXHIBIT B**

**CHART OF MOTIONS FOR SUMMARY JUDGMENT, RESPONSES, AND REPLIES**

ECF #	MOTION FOR SUMMARY JUDGMENT	ECF #	RESPONSE	ECF #	REPLY	ECF #	POST-HEARING BRIEF	MSJ RESULT	APPEAL STATUS
1227, 1232	Defendant Ohio Fresh Eggs, Inc. v. All Plaintiffs	1282 <sup>1</sup>	All Plaintiffs' Opposition	1302	Ohio Fresh Eggs, Inc.'s Reply	1387 1379* <sup>2</sup>  1394	Ohio Fresh Eggs, Inc.'s Post-Hearing Brief  All Plaintiffs' Post-Hearing Brief	Denied. (Dkt. 1444-1445).	Motion for Interlocutory Appeal filed by OFE (Dkt. 1452).
1228, 1234	Defendant Michael Foods, Inc. v. All Plaintiffs	1282	All Plaintiffs' Opposition	1295	Michael Foods, Inc.'s Reply	1382 1379*  1395	Michael Foods, Inc.'s Post-Hearing Brief  All Plaintiffs' Post-Hearing Brief	Denied. (Dkt. 1444-1445).	Motion for Interlocutory Appeal filed by Michael Foods (Dkt. 1449). Stayed as to DPPs (Dkt. 1477).
1229	Defendant Daybreak Foods, Inc. v. DPPs	-----	[Dismissed by stipulation.]	-----	[Dismissed by stipulation.]				
1230-1231	Defendant R.W. Sauder, Inc. v. All Plaintiffs	1281	All Plaintiffs' Opposition	1313	R.W. Sauder, Inc.'s Reply	1383 1379*  1396	R.W. Sauder, Inc.'s Post-Hearing Brief  All Plaintiffs' Post-Hearing Brief	Denied. (Dkt. 1444-1445).	Motion for Interlocutory Appeal filed by Sauder (Dkt. 1450).
1233	Defendants Cal-Maine Foods, Inc., Michael Foods, Inc., Ohio Fresh	1281	Direct Purchaser Plaintiffs' Opposition (regarding egg	1312	Certain Defendants' Reply	1380	Certain Defendants' Post-Hearing Brief	Granted. (Dkt. 1435-1436).	Appeal to Third Circuit by Kraft Plaintiffs (Dkt. 1446).

<sup>1</sup> Please see Ms. Reuben August 18, 2015 letter clarifying docketing issues with regard to ECF Nos. 1281 and 1282.<sup>2</sup> \*ECF No. 1379 is Individual Moving Defendants' Joint Post-Hearing Brief Regarding Common Legal Issues.

ECF #	MOTION FOR SUMMARY JUDGMENT	ECF #	RESPONSE	ECF #	REPLY	ECF #	POST-HEARING BRIEF	MSJ RESULT	APPEAL STATUS
	Eggs, Inc., R.W. Sauder, Inc., Rose Acre Farms, Inc., United Egg Producers, Inc., and United States Egg Marketers, Inc. v. DPPs and DAPs (regarding egg products)	1268, 1269, 1270, 1271	products)  Direct Action Plaintiffs' Opposition (regarding egg products)			1389  1390	Direct Action Plaintiffs' Post-Hearing Brief  Direct Purchaser Plaintiffs' Post-Hearing Brief		
1235, 1243	Defendants Cal-Maine Foods, Inc., Michael Foods, Inc., Moark LLC, Norco Ranch, Inc., Ohio Fresh Eggs, Inc., R.W. Sauder, Inc., Rose Acre Farms, Inc., United Egg Producers, Inc., and United States Egg Marketers, Inc. v. IPPs (regarding Count III of Fifth Amended Complaint) (California)	1260	IPPs' Opposition	1296	Certain Defendants' Reply				
1236	Defendants Moark, LLC and Norco Ranch, Inc. v. IPPs (Docket No. 1236) (regarding injunctive relief and Massachusetts consumer protection claim)	1263, 1264	IPPs' Opposition	1298	Defendants Moark, LLC's and Norco Ranch, Inc.'s Reply			Granted in part as to claims for injunctive relief. (Dkt. 1375). Remainder of motion pending.	
1237	Defendants Cal-Maine Foods, Inc., Michael	1261, 1262	IPPs' Opposition	1297	Certain Defendants' Reply				

ECF #	MOTION FOR SUMMARY JUDGMENT	ECF #	RESPONSE	ECF #	REPLY	ECF #	POST-HEARING BRIEF	MSJ RESULT	APPEAL STATUS
	Foods, Inc., Moark LLC, Norco Ranch, Inc., Ohio Fresh Eggs, Inc., R.W. Sauder, Inc., Rose Acre Farms, Inc., United Egg Producers, Inc., and United States Egg Marketers, Inc. v. IPPs (regarding Count XIV of the Fifth Amended Complaint) (New York)								
1238, 1242	Defendant Rose Acre Farms, Inc. v. All Plaintiffs	1279	All Plaintiffs' Opposition	1304, 1309	Rose Acre Farms, Inc.'s Reply	1385, 1379* <hr/> 1393	Rose Acre Farms, Inc.'s Post-Hearing Brief <hr/> All Plaintiffs' Post-Hearing Brief	Denied. (Dkt. 1444-1445).	Motion for Interlocutory Appeal filed by Rose Acre (Dkt. 1451).
1239, 1249	All Plaintiffs v. All Defendants (relating to agricultural cooperative antitrust exemptions)	1276, 1277, 1280 <hr/> 1278, 1277, 1280	Defendants' Opposition (relating to agricultural cooperative antitrust exemptions concerning UEP) <hr/> Defendants' Opposition (relating to agricultural cooperative antitrust exemptions concerning	1311 <hr/> 1320	All Plaintiffs' Reply <hr/> DPPs' Supplement to Section IV of All Plaintiffs' Reply Brief	1386 <hr/> 1392	Defendants' Post-Hearing Brief <hr/> All Plaintiffs' Post-Hearing Brief	Granted in part; denied in part. (Dkt. 1441-1442).	

ECF #	MOTION FOR SUMMARY JUDGMENT	ECF #	RESPONSE	ECF #	REPLY	ECF #	POST-HEARING BRIEF	MSJ RESULT	APPEAL STATUS
		1259, 1277, 1280	USEM) <hr/> Certain Producer Defendants' Supplemental Response (relating to agricultural cooperative antitrust exemptions and as under state law)						
1240, 1247, 1248	IPPs v. All Defendants (regarding cooperating and agricultural cooperative antitrust exemptions)	1258, 1277, 1280 <hr/> 1259, 1277, 1280	Defendants' Opposition <hr/> Certain Producers Defendants' Supplemental Response (relating to agricultural cooperative antitrust exemptions and as under state law)	1300, 1301	IPPs' Reply				
1241, 1250	Defendants Cal-Maine Foods, Inc., Moark LLC, Norco Ranch, Inc., Ohio Fresh Eggs, Inc., Rose Acre Farms, Inc., United	1266, 1267, 1284, 1285, 1286,	IPPs' Opposition	1303, 1307, 1314	Certain Defendants' Reply	1388	Certain Defendants' Post-Hearing Brief		



ECF #	MOTION FOR SUMMARY JUDGMENT	ECF #	RESPONSE	ECF #	REPLY	ECF #	POST-HEARING BRIEF	MSJ RESULT	APPEAL STATUS
	Egg Producers, Inc., and United States Egg Marketers, Inc. v. IPPs (regarding damages)	1287							
1244, 1250	Defendants Cal-Maine Foods, Inc., Ohio Fresh Eggs, Inc., R.W. Sauder, Inc., Rose Acre Farms, Inc., United Egg Producers, Inc., and United States Egg Marketers, Inc. v. DAPs (and DPPs) (regarding damages)	1281  1273, 1274, 1275, 1350	DPPs' Opposition (regarding damages)  DAPs' Opposition (regarding damages)	1305, 1306, 1307, 1314, 1341	Certain Defendants' Reply	1377  1388	DAPs' Post-Hearing Brief  Certain Defendants' Post-Hearing Brief	Granted in part; denied in part. (Dkt. 1439-1440).	
1245, 1250	Defendants Cal-Maine Foods, Inc., Ohio Fresh Eggs, Inc., United Egg Producers, Inc., and United States Egg Marketers, Inc. v. DAPs (regarding liability)	1272, 1274, 1275, 1339, 1350, 1408, 1409	DAPs' Opposition	1306, 1310, 1314, 1348, 1341, 1349, 1413	Certain Defendants' Reply	1378  1384	DAPs' Post-Hearing Brief  Certain Defendants' Post-Hearing Brief	Granted in part; denied in part. (Dkt. 1437-1438).	
1246, 1250	Defendants Cal-Maine Foods, Inc., Michael Foods, Inc., Moark LLC, Norco Ranch, Inc., Ohio Fresh Eggs, Inc., United Egg Producers, Inc., and United States Egg Marketers, Inc. v. IPPs (regarding liability)	1265, 1267, 1283, 1285, 1286, 1287	IPPs' Opposition	1303, 1307, 1314	Certain Defendants' Reply	1381  1384	IPPs' Post-Hearing Brief  Certain Defendants' Post-Hearing Brief		
-----	-----	-----	-----	-----	-----	1391	DPPs' Post-Hearing		

ECF #	MOTION FOR SUMMARY JUDGMENT	ECF #	RESPONSE	ECF #	REPLY	ECF #	POST-HEARING BRIEF	MSJ RESULT	APPEAL STATUS
							Brief <i>Per Se</i> Liability		

# **EXHIBIT C**

**Summary of Non-Taxable Expenses Paid from Litigation Fund (3/1/2015-6/30/2017)**

---

**Database and Document****Services**

WKA	\$	2,764.31
LDG	\$	<u>132,489.93</u>
	\$	135,254.24

**Expert**

WKA	\$	200,000.00
LDG	\$	<u>2,099,960.66</u>
	\$	2,299,960.66

**Mediator**

LDG	\$	<u>30,657.28</u>
-----	----	------------------

**Miscellaneous**

WKA	\$	436.51
LDG	\$	<u>418.48</u>
	\$	854.99

<b>TOTAL</b>	\$	<u><u>2,436,069.89</u></u>
--------------	----	----------------------------

# **EXHIBIT D**

**WKA LITIGATION FUND ANALYSIS (3/1/2015-9/17/2015)**

	DEPOSITS	PAYMENTS	BALANCE	NOTES
Opening Balance 3/1/2015 (Adj.)			\$ 54,610.60	
Deposits	\$ 160,000.00			
	\$ 40,020.00			
	\$ 2.18			
	<u>\$ 200,022.18</u>		\$ 254,632.78	
Deposition and Hearing Transcripts		\$ 2,360.60		Lynn McCoskey
		\$ 120.00		Greg Wolfe
		<u>\$ 2,480.60</u>	\$ 252,152.18	
		not recoverable in this petition		
Database and Document Services		\$ 65.90		ShareFile
		\$ 2,698.41		IDS
		<u>\$ 2,764.31</u>	\$ 249,387.87	
Expert		\$ 200,000.00	\$ 49,387.87	On Point
Misc.		\$ 214.16		Bank service charges
		\$ 222.35		Courier services
		<u>\$ 436.51</u>	\$ 48,951.36	
Transfer to WKA		\$ 47,691.85	\$ 1,259.51	Transfer 9/17/2015
<b>Closing Transactions</b>				
Deposits	\$ 120.25		\$ 1,379.76	
Bank Service Charges		\$ 40.00	\$ 1,339.76	
Final Transfer to WKA to Close Account			<u>\$ 1,339.76</u>	

# **EXHIBIT E**

**LDG LITIGATION FUND ANALYSIS (9/7/2015-6/30/2017)**

	DEPOSITS	PAYMENTS	BALANCE	NOTES
9/17/2015 Transfer from WKA to LDG			\$ 47,691.85	
<b>Deposits</b>	\$ 3,534,088.62			
<b>Deposition and Hearing Transcripts</b>		\$ 5,252.62 \$ 1,784.10 \$ 7,036.72 <i>not recoverable in this petition</i>		Kathleen Feldman Henderson
<b>Copies</b>		\$ 3,303.31 <i>not recoverable in this petition</i>		Reliable
<b>Database and Document Services</b>		\$ 126,611.81 \$ 205.90 \$ 5,672.22 \$ 132,489.93		LDiscovery ShareFile IDS
<b>Expert</b>		\$ 2,099,960.66		On Point
<b>Mediator</b>		\$ 30,657.28		JAMS
<b>Misc.</b>		\$ 22.00 \$ 110.28 \$ 286.20 \$ 418.48		Bank checks Courier services Catering
<b>Reimbursements to Leads</b>		\$ 455,000.00		
<b>Ending Balance</b>			<u>\$ 852,914.09</u>	



# **EXHIBIT F**

## CHART OF LODESTAR AND AWARDS TO DATE

DEFENDANT	SETTLEMENT AMT	"COVERED PERIOD"	LODESTAR	% FEE REQ'D	FEE REQ'D	NON-TAXABLE EXPENSES REQ'D	FEE AWARDED	EXPENSES REIMBURSED	MULTIPLIER	LODESTAR NOT COVERED BY FEE AWARD
MOARK	\$ 25,000,000.00	1/2009-2/28/2011	\$ 11,001,332.40	30%	\$ 7,500,000.00	\$ 487,720.30	\$7,500,000	\$434,944.79	0.68	\$ 3,501,332.40
CAL-MAINE	\$ 28,000,000.00	3/1/2011-2/28/2014	\$ 21,737,934.85	30%	\$ 8,400,000.00	\$ 1,043,551.07	\$ 8,400,000.00	\$1,043,551.07	0.39	\$ 13,337,934.85
NFC	\$ 1,000,000.00	3/1/2014-7/31/2014		0%	\$ -	\$ 1,314,552.62	\$ -	\$ 1,314,552.62	0.00	\$ -
MIDWEST POULTRY	\$ 2,500,000.00			0%	\$ -		\$ -			
UEP/USEM	\$ 500,000.00			0%	\$ -		\$ -			
NUCAL	\$ 1,425,000.00	8/1/2014-2/28/2015		0%	\$ -	\$ 1,718,723.62	\$ -	\$ 1,694,796.24	0.00	\$ -
HILLANDALE	\$ 3,000,000.00			0%	\$ -		\$ -			
MFI	\$ 75,000,000.00	3/1/2014-6/30/2017 - fees and individual firm expenses	\$ 12,585,022.40	33%	\$ 24,750,000.00	\$ 177,604.91	\$ -		1.97	
		3/1/2015-6/30/2015 - Litigation Fund expenses				\$ 2,436,069.89	\$ -	\$ -		

# **EXHIBIT G**

## COMPREHENSIVE SUMMARY REPORT 3/1/2014 - 6/30/2017

FIRM	TIME (hours)	FEES	EXPENSES (non-taxable)	Unreimbursed ASSESSMENTS (Incep.-6/30/17)
<b>LEAD COUNSEL</b>				
Bernstein Liebhard LLP	4,281.2	\$2,964,437.50	\$44,559.60	\$145,000.00
Hausfeld LLP	2,706.5	\$1,329,453.50	\$21,915.81	\$145,000.00
Lite DePalma Greenberg LLC (lead role 6/1/2015-6/30/2017)	1,528.3	\$954,997.50	\$915.35	assessment listed below
Quinn Emanuel Urquhart & Sullivan LLP	3,750.5	\$2,661,758.50	\$42,743.78	\$145,000.00
Susman Godfrey LLP	2,677.0	\$1,668,186.50	\$26,445.14	\$145,000.00
Weinstein Kitchenoff & Asher LLC (lead role appointment -5/31/2015)	1,492.3	\$875,612.50	\$6,347.70	\$145,000.00
<b>NON-LEAD FIRMS</b>				
Arthur N. Bailey & Assoc.				
Barrack Rodos & Bacine				
Bernard M. Gross, P.C.				
Bolognese & Associates, LLC				
Cafferty Clobes Meriweather & Sprengel, LLC	194.9	\$114,389.50	\$169.68	\$15,000.00
Carella, Byrne, Cecchi, Olstein, Brody & Agnello, P.C.				
Cera LLP	540.8	\$269,368.75	\$9,450.33	\$25,000.00
Cohen Milstein Sellers & Toll PLLC				
Criden & Love PA				
Edelson & Associates	0.0	\$0.00	\$0.00	\$30,000.00
Fine Kaplan & Black RPC	604.0	\$253,312.50	\$9,311.58	\$15,000.00
Freed Kanner London & Millen LLC	41.1	\$13,224.50	\$56.65	\$30,000.00
Futterman Howard Ashley Watkins & Weltman, Chtd.				
Gustafson Gluek PLLC	223.8	\$92,375.00	\$1,401.87	\$20,000.00
Heins Mills & Olson PLC	165.8	\$64,668.75	\$573.73	\$15,000.00
Kaplan Fox & Kilsheimer LLP				
Keller Rohrback Law Offices LLP	741.3	\$333,293.90	\$3,489.97	\$40,000.00
Kirby McInerney LLP				
Klehr Harrison Harvey Branzburg LLP				
Kohn Swift & Graf, P.C.				
Levin Sedran & Berman	44.5	\$17,800.00	\$26.67	\$15,000.00
Lieff Cabraser Heimann & Bernstein				
Lite DePalma Greenberg LLC (non-lead role 3/1/2014-5/31/2015)	5.3	\$4,060.00	\$22.26	\$20,000.00
Lockridge Grindal Nauen PLLP				
Malkinson & Halpern PC	67.3	\$36,487.50	\$1,300.26	\$40,000.00
Nast Law LLC	58.1	\$23,827.00	\$0.00	\$20,000.00
Saltz Mogeluzzi Barrett & Bendesky PC				
Trujillo Rodriguez & Richards (merged into Schnader Harrison Segal & Lewis LLP)				
Schnader Harrison Segal & Lewis LLP	5.8	\$4,187.50	\$13.48	\$5,000.00
Seeger Weiss LLP	27.8	\$23,627.50	\$776.30	\$15,000.00
Sher Corwin Winters LLC	124.7	\$59,432.50	\$12.50	\$15,000.00
Spector Roseman & Kodroff, P.C.	440.1	\$190,160.50	\$1,022.32	\$40,000.00
Steyer Lowenthal Boodrookas Alvarez & Smith LLP	601.0	\$440,763.50	\$6,431.91	\$40,000.00
Tuggle Duggins P.A.	50.2	\$16,024.00	\$22.32	\$0.00
Weinstein Kitchenoff & Asher LLC (non-lead role 6/1/2015-6/30/2017)	100.3	\$59,650.00	\$492.74	assessment listed above
Zelle LLP	204.9	\$113,923.50	\$102.96	\$15,000.00
<b>TOTALS</b>	<b>20,677.3</b>	<b>\$12,585,022.40</b>	<b>\$177,604.91</b>	<b>\$1,140,000.00</b>

# **EXHIBIT H**

- Exhibit H-1 Bernstein Liebhard LLP
- Exhibit H-2 Hausfeld LLP
- Exhibit H-3 Lite DePalma Greenberg, LLC
- Exhibit H-4 Quinn Emanuel Urquhart & Sullivan LLP
- Exhibit H-5 Susman Godfrey LLP
- Exhibit H-6 Weinstein Kitchenoff & Asher LLC
- Exhibit H-7 Cafferty Clobes Meriweather & Sprengel, LLC
- Exhibit H-8 Cera LLP (formerly known as Gold Bennett Cera & Sidener LLP)
- Exhibit H-9 Edelson & Associates
- Exhibit H-10 Fine Kaplan & Black RPC
- Exhibit H-11 Freed Kanner London & Millen LLC
- Exhibit H-12 Gustafson Gluek PLLC
- Exhibit H-13 Heins Mills & Olson PLC
- Exhibit H-14 Keller Rohrback Law Offices LLP
- Exhibit H-15 Levin Sedran & Berman (formerly known as Levin Fishbein Sedran & Berman)
- Exhibit H-16 Malkinson & Halpern PC
- Exhibit H-17 Nast Law LLC
- Exhibit H-18 Schnader Harrison Segal & Lewis LLP
- Exhibit H-19 Seeger Weiss LLP
- Exhibit H-20 Sher Corwin Winters LLC
- Exhibit H-21 Spector Roseman & Kodroff, P.C. (formerly known as Spector, Roseman & Kodroff & Willis)
- Exhibit H-22 Steyer Lowenthal Boodrookas Alvarez & Smith LLP
- Exhibit H-23 Tuggle Duggins P.A. (formerly known as Tuggle Duggins & Meschan)
- Exhibit H-24 Zelle LLP (formerly known as Zelle Hoffman Voelbel & Mason)

# **EXHIBIT H - 1**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS  
ANTITRUST LITIGATION

MDL Docket No. 2002  
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

**DECLARATION OF STANLEY D. BERNSTEIN, ESQUIRE**

I, Stanley D. Bernstein, declare as follows:

1. I am a Partner of the law firm of Bernstein Liebhard LLP (the “Firm”). I am Co-Lead Counsel for the Direct Purchaser Plaintiff Class in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my Firm and Wollmuth Maher & Deutsch LLP (“WMD”) and the expenses incurred by this Firm and WMD, during the period from March 1, 2014 through June 30, 2017.<sup>1</sup> My Firm and WMD (through my Firm) have submitted to Liaison Counsel in this case (i) monthly reports setting forth the hours which this Firm and WMD (by individual) have devoted to work on this case for the foregoing

---

<sup>1</sup> As of December 31, 2016, Bernstein Liebhard LLP Partner Ronald J. Aranoff, who had been working on this matter since its inception, joined Wollmuth Maher & Deutsch LLP. In order to promote continuity of representation, and in recognition of the significant benefits he has contributed to the Class, he continues to work as co-counsel with Bernstein Liebhard on behalf of the Direct Purchaser Plaintiff Class. Mr. Aranoff intends to continue working closely with co-lead counsel as the case proceeds through trial. His attorney time and expenses, and description of the work performed during the period January 1, 2017 – June 30, 2017, are being submitted along with the records of my firm.



period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this Firm's and WMD's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my Firm and WMD in the normal course of conducting its business.

3. My Firm, together with Mr. Aranoff both while at my Firm and at WMD, has performed the following tasks in this litigation: taking and defending depositions, including the preparation of and defending of expert depositions; preparing and serving objections and responses to requests for admission and interrogatories; negotiating settlements; drafting settlement approval papers; reviewing and commenting on expert reports both at the class certification and merit stages of the case; arguing settlement motions; drafting and revising notice and claims forms; drafting opening and reply class certification briefs; drafting motions and oppositions to dispositive motions (including Summary Judgment and State of Fact); arguing Direct Purchaser Plaintiffs' position in Court with respect to certain dispositive motions (*i.e.*, Defendants' motion on umbrella damages pertaining to egg products); preparing post-argument submissions for the Court; and, drafting the opposition and participating in the hearing on Defendants' motion for de-certification of the Direct Purchaser Plaintiff Class.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which my Firm and WMD (though my Firm) have submitted to Liaison Counsel for the Direct Purchaser Plaintiff Class from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 was performed by professional staff at my law Firm and at WMD for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed

the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in non-contingent matters. In addition, my firm's hourly rates have been approved by courts, including this one. Examples include: *In re Egg Products Antitrust Litigation*, No. 08-md-02002-GP (E.D. Pa.); *Peters v. JinkoSolar Holding Co., Ltd.*, No. 11-cv-07133-JPO (S.D.N.Y.); *In re Tower Group International Ltd. Shareholder Litigation*, No. 13-cv-5852-AT (S.D.N.Y.); *City of Austin Police Retirement System v. Kinross Gold Corporation*, No. 12-cv-01203 (PAE) (S.D.N.Y.); *In re Biolase, Inc. Securities Litigation*, No. 13-1300-JLS (FFMx) (C.D. Cal.); *In re Kit Digital, Inc. Securities Litigation*, No. 12-cv-04199 (VM) (S.D.N.Y.).

5. The total lodestar for my Firm and WMD for March 1, 2014 through June 30, 2017 is \$2,964,437.50.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this Firm and WMD in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my Firm and WMD on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>2</sup> incurred by Firm and WMD from March 1, 2014 through June 30, 2017 is \$44,559.60. My Firm incurred \$831.84 in taxable expenses for this same time period that we are not seeking from the settlement fund.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation


---

<sup>2</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, although the expense values on Exhibit 2 include taxable costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts, those expenses are not being requested.

Fund since the inception of this case through June 30, 2017 is \$145,000.00. My Firm paid an additional \$125,000 to the litigation fund in 2016, however those expenses were paid back to the Firm.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 7, 2017 at New York, New York.

  
\_\_\_\_\_  
Stanley D. Bernstein

# **EXHIBIT H - 2**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF JEANNINE M. KENNEY, ESQUIRE**

I, Jeannine M. Kenney, declare as follows:

1. I am a Partner in the law firm Hausfeld LLP. My firm is counsel to T.K. Ribbings Family Restaurant, a plaintiff in this action, and my firm serves as Co-Lead Class Counsel for Direct Purchaser Plaintiffs. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

As Co-Lead Counsel, my firm has performed the following tasks in this litigation:



*Case Management:* Hausfeld attorneys, as Co-Lead counsel, played a central role in managing this Action during the relevant period, including participating in weekly case management calls, preparing case strategy, drafting stipulations and proposed orders, and similar case management tasks.

*Class Certification and Experts:* During the relevant period, Hausfeld attorneys played a central role in working with Direct Purchaser Plaintiffs' expert, in preparing DPP's Motion for Class Certification and related briefing, challenging Defendants' experts, and participating in expert discovery. These tasks included, among others:

- Working with Plaintiffs' experts on DPPs' expert class certification and merits reports;
- Preparing Plaintiffs' memoranda (opening, reply, and supplemental) in support of DPPs' motion for class certification;
- Analyzing Defendants' expert reports;
- Preparing for and taking the deposition of Defendants' experts Dr. William Myslinski, Dr. Jesse David, and Dr. Michael Darre;
- Preparing Plaintiffs' joint motion to exclude the testimony of Defendants' expert Dr. Michael Darre and all supporting memoranda;
- Preparing for and defending the deposition of Plaintiffs' expert Dr. Rausser;
- Preparing Plaintiffs' opposition to Defendants' motion to compel additional time to depose Plaintiffs' expert Dr. Rausser;
- Preparing Plaintiffs' memoranda in opposition to Defendants' motion to exclude the testimony of Plaintiffs' expert Dr. Rausser; and
- Preparing for and participating in the hearings on Plaintiffs' motion for class certification and related *Daubert* hearings.

*Discovery:* Hausfeld attorneys played a central role in discovery in this Action during the relevant period. These tasks included, among others:

- Reviewing, analyzing, and coding documents, at first-level review and advanced review;
- Managed a team of document reviewers;
- Assembling case evidence;
- Working with Class Representative on discovery matters;
- Working with Defendants on transactional data discovery issues;
- Preparing for and taking the third-party deposition of Ken Klippen; and
- Attending and participating in Defendants' third-party depositions.

*Motion Practice:* Hausfeld attorneys played a central role in motion practice in this Action during the relevant period. In addition to briefing related to class certification, HLLP carried out the following tasks, among others:

- Preparing Plaintiffs' joint motion for partial summary judgment on Defendants' Capper-Volstead and related defenses and all memoranda in support thereof, and arguing for the motion before the Court;
- Preparing Plaintiffs' opposition to Rose Acre's motion for summary judgment and Plaintiffs' post-hearing supplemental brief, and arguing in opposition thereto before the Court; and
- Preparing Plaintiffs' motion for leave to file a response to Rose Acre's post-hearing summary judgment memorandum, or, in the alternative, to strike portions of the memorandum, along with the supporting memorandum and exhibits;

*Settlement:* Hausfeld attorneys played a central role in negotiating and securing the many settlements with Defendants in this Action during the relevant period and carrying out related tasks, and in managing the administration and claims process for the settlements. These tasks included, among others:

- Preparing Plaintiffs' Motion and Stipulation for Final Judgment as to Cal-Maine and supporting papers;
- Negotiating settlements with United Egg Producers/United States Egg Marketers ("UEP/USEM"), Midwest Poultry Services ("MPS"), National Food Corp. ("NFC"), NuCal Foods, and Michael Foods Inc. ("MFI");
- Preparing settlement agreements and escrow agreements for the settlements with UEP/USEM, MPS, NFC, NuCal, and MFI;
- Preparing the motion for preliminary approval of, and for approval of proposed notice plans and forms of notice for, the settlement with MFI;
- Arguing in support of Plaintiffs' motion for preliminary approval of the Settlement Agreements with UEP/USEM, MPS, and NFC; and
- Working with Claims Administrator Garden City Group in developing notice plans and forms of notice for the settlements with MPS, NFC, UEP/USEM, NuCal and MFI, and assisting with claims validation and resolution of claims regarding the Cal-Maine and Moark settlements.

3. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the



case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Air Cargo Antitrust Litig.*, No. 06-md-01775 (E.D.N.Y. Oct. 5, 2016) (minute entry and order granting motion at ECF No. 2472); *In re Fresh & Process Potatoes Antitrust Litig.*, No. 10-md-2186 (D. Idaho Dec. 14, 2015), ECF No. 901 (order granting award); *In re TFT-LCD (Flat Panel) Antitrust Litig.*, No. 07-md-1827 (N.D. Cal. Dec. 27, 2011), ECF No. 4436 (same); *In re Air Cargo Shipping Serv. Litig.*, No. 06-md-1775 (E.D.N.Y. July 15, 2011), ECF No. 1524 (same); *In re Flat Glass Antitrust Litig.*, MDL No. 1942 (W.D. Pa. May 15, 2011) ECF No. 291 (same); *In re Ethylene Propylene Diene Monomer Antitrust Litig.*, No. 03-md-1542 (D. Conn. Oct. 1, 2010) ECF No. 574 (same); *In re Endosurgical Prods. Direct Purchaser Antitrust Litig.*, No. 05-cv-8809 (C.D. Cal. May 11, 2009); among others.

4. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$1,329,453.50.



5. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

6. The total amount of non-taxable expenses incurred by firm from March 1, 2014 through June 30, 2017 is \$21,915.81.<sup>1</sup>

7. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$145,000.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 30, 2017 at Washington, D.C.



Jeannine M. Kenney

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (ECF No. 759), *id. at 13*, only nontaxable costs may be awarded. Accordingly, the costs of 3,359.21 for internal copying costs incurred by Hausfeld and reported in Exhibit 2 have been excluded from this total.

# **EXHIBIT H - 3**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF MINDEE J. REUBEN, ESQUIRE**

I, Mindee J. Reuben, declare as follows:

1. I am counsel to the law firm of Lite DePalma Greenberg, LLC (“LDG”). My firm is counsel to Nussbaum-SF, Inc., formerly a plaintiff and class representative in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017 (the “Covered Period”). My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm’s work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. My firm has performed the following tasks in this litigation during the Covered

Period:

**Liaison Counsel.** As Liaison Counsel for the Direct Purchaser Class, my firm has been responsible for interfacing with Defendants and the other plaintiff groups on every issue imaginable, as well as with the Court. As a result, this firm is engaged in managing this litigation on almost a daily basis. Examples of just some of our efforts are detailed below:

- Coordinating briefing on complex issues across plaintiff groups;
- Negotiating briefing schedules across all plaintiffs;
- Responding to inquiries from other counsel and class members;
- Preparing the agenda and running weekly lead counsel calls;
- Updating direct purchaser counsel on events in the litigation;
- Collecting time and expenses and preparing reports for Co-Lead Counsel; and
- Preparing monthly joint status reports for the Court and working with other liaison counsel for the other parties thereon.

This firm is also the entity with final responsibility for editing, finalizing, filing and serving all correspondence, pleadings, motions and briefs on behalf of the Direct Purchaser Class.

**Motion Practice.** This firm played a critical role in managing, drafting, and arguing various motions during the Covered Period. By way of example, this firm was engaged in the editing, finalizing, filing and service of supplemental briefing regarding the appropriate class period, Defendants' Rule 23(f) appeal, merits reports, new *Daubert* motions and summary judgment motions. This firm was also interfaced with the other plaintiffs' groups and defense counsel as appropriate.

This firm was also heavily involved with summary judgment. In addition to coordinating

work between Direct Purchasers and the other plaintiff groups on all joint motions and responses, this firm was particularly responsible for all briefing and oral argument regarding the motions for summary judgment filed by Defendants R.W. Sauder and Ohio Fresh Eggs. In this regard, the firm took the laboring oar on drafting opposition papers to Sauder and Ohio Fresh Eggs' motions, including responding to Sauder's uncontested statement of facts and preparing a counter-statement of facts, and culling and preparing all supporting and opposition exhibits.

In addition, this firm was responsible for handling oral argument on the Sauder motion, and prepared a special deck of exhibits for use at that portion of the hearing. This firm also coordinated with other plaintiffs' counsel with regard to the Ohio Fresh argument. Following oral argument, this firm prepared post-hearing materials in further support of the motions. This Court denied both the Sauder and Ohio Fresh Eggs motions for summary judgment.

**Settlement.** This firm was heavily invested in settlements and related matters. In addition to reviewing and commenting on the written settlement agreements in each matter, this firm prepared almost all preliminary and final settlement papers for the settlements reached or finalized during the Covered Period. This firm also handled several of the oral arguments related to these motions. This firm also prepared fee and/or expense petitions during the Covered Period and handled oral argument on them as well. This firm also participated in the mediation which ultimately resulted in the Michael Foods settlement.

**Notice, Class Member & Claim Issues.** LDG also worked closely with the claims administrator, Garden City Group ("GCG"), to prepare notices, select appropriate publications, prepare and approve language for electronic publication sources for notice, and update the claim forms for the recent settlements, including Michael Foods. Class Counsel also addressed a myriad of settlement class membership issues that arose in connection with administration of the

Cal-Maine Settlement. Most notable is whether Dutch Farms, Inc. should be permitted to participate in the Cal-Maine settlement, which entailed substantive research and extensive discussions among Class Counsel, GCG and counsel for Dutch Farms over several months. This firm also handled any inquiries from Class Members that were directed to any Co-Lead Counsel.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm and/or I have submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Recent examples include: *In re Lithium Ion Batteries Antitrust Litig.*, Case No. 13-md-2420 (N.D. Cal.); *In re Ductile Iron Pipe Fittings ("DIPF") Indirect Purchaser Antitrust Litig.*, Case No. 12-169 (D.N.J.); *In re Fresh & Process Potatoes Antitrust Litig.*, Case No. 4:10-md-2186 (D. Idaho); *In re Polyurethane Foam*

*Antitrust Litig.*, 10-md-2196 (N.D. Ohio); and *In re Capacitors Antitrust Litig.*, Master File No. 3:14-cv-03264-JD (N.D. Cal.).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$959,057.50.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$937.61.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$20,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 8, 2017 at Philadelphia, Pennsylvania.



Mindee J. Reuben  
Lite DePalma Greenberg, LLC  
1835 Market Street, Suite 2700  
Philadelphia, PA 19103  
Telephone: (267) 314-7980 (direct)  
Facsimile: (973) 623-0858  
[mreuben@litedepalma.com](mailto:mreuben@litedepalma.com)

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 4**



**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF STEPHEN R. NEUWIRTH, ESQ.**

I, Stephen R. Neuwirth, declare as follows:

1. I am a partner in the law firm of Quinn Emanuel Urquhart and Sullivan, LLP, and chair of the firm's antitrust litigation practice. We are serving as counsel for the Direct Purchaser Class in this action, and have assisted Court-appointed Co-Lead Counsel in virtually all aspects of this litigation from the outset. I make this Declaration based on my personal knowledge.

2. This Declaration addresses the hours worked by professionals in my firm, and the expenses related to this litigation that were incurred by my firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, the key tasks that I and others at my firm

have performed in this litigation during the period from March 1, 2014 through June 30, 2017, include (among others):

- a lead role in expert disclosures and expert discovery, including taking (in whole or in part) the depositions of Defendants' economic experts on class certification and on the merits;
- serving as lead courtroom counsel for the Direct Purchaser Plaintiffs at the evidentiary hearing on class certification, including presentation of oral argument and direct and cross examination of experts;
- taking a lead role on both pre-hearing and post-hearing briefing related to class certification, as well as preparation of the 150-page "deck" of materials utilized by the Direct Purchaser Plaintiffs during the hearing;
- preparing the briefs that successfully argued against Defendants' Rule 23(f) petition seeking Third Circuit review of this Court's order certifying the Direct Purchaser Class;
- serving as one of the lead courtroom counsel for the Direct Purchaser Plaintiffs at the two hearings where Daubert motions were addressed;
- preparing the briefing, and presenting oral argument, in opposition to Michael Foods' motion for summary judgment, and assisting Co-Lead Counsel in preparation of responses to other summary judgment motions;
- taking a lead role on post-summary judgment hearing briefing by the Direct Purchaser Class;
- active participation in settlement discussions and mediation with Defendant Michael Foods that ultimately resulted in a \$75 million settlement (subject to Court approval);
- drafting the briefing in opposition to Defendants' motion to decertify the Direct

Purchaser Class, and presenting oral argument in opposition to that motion;

- serving as one of the lead courtroom counsel for the Direct Purchaser Class at the status conference on trial dates and related issues;
- preparing the papers in opposition to Defendants' motion for interlocutory appeal on summary judgment; and
- providing other assistance to Co-Lead Counsel through participation in weekly Co-Lead teleconferences.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports that this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017.

5. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and they are true and correct to the best of my knowledge. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These are the standard rates that our firm charges clients who pay the firm on an hourly basis. They are also the same standard rates used by my firm in similar types of class actions handled on a contingency basis, such as the recent Polyurethane Foam Antitrust Litigation in the Northern District of Ohio. These are also the same

standard rates that Quinn Emanuel has previously submitted in this litigation on fee applications approved by this Court.

6. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$2,661,758.50 (two million six hundred sixty-one thousand seven hundred fifty-eight dollars and fifty cents).

7. Attached as Exhibit 2 hereto are the monthly expense reports that this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017.

8. The expense reports identify the expenses, by month, incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

9. The total amount of non-taxable expenses<sup>1</sup> (exclusive of Litigation Fund assessment payments) incurred by my firm from March 1, 2014 through June 30, 2017 is \$42,743.78.

10. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$145,000.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 7, 2017 at New York, New York.

/s/Stephen Neuwirth  
Stephen R. Neuwirth

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense amounts reported here and in the accompanying exhibit exclude costs for service of process, filing fees, copying, and the cost of obtaining hearing transcripts.

# **EXHIBIT H - 5**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS  
ANTITRUST LITIGATION

MDL Docket No. 2002  
08-md-02002

This document relates to:  
ALL DIRECT PURCHASER ACTIONS

**DECLARATION OF TERRELL W. OXFORD**

I, Terrell W. Oxford, declare as follows:

1. Through my L.L.C., I am a partner in the law firm of Susman Godfrey, LLP. My firm serves as one of the co-lead counsel in this action. I make this Declaration based on my personal knowledge and my review of records prepared under my direction by employees of the firm. If called as a witness, I could and would competently testify to the matters stated herein.
2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.
3. At the direction of Co-Lead Counsel, my firm has performed numerous tasks in this litigation, including preparation for and participation in hearings and argument before this

Court, working with experts, and preparing briefs.

4. Attached as Exhibit 1 hereto contains the monthly lodestar from March 1, 2014 through June 30, 2017. Exhibit 1 identifies the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases.

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$1,668,186.50.

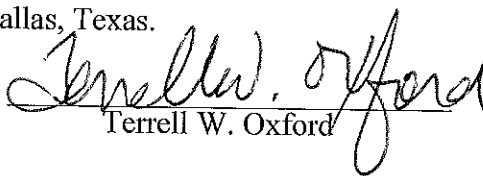
6. Exhibit 1 hereto also contains monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$26,445.14.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$145,000.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 7, 2017 at Dallas, Texas.

  
Terrell W. Oxford

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.



# **EXHIBIT H - 6**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS  
ANTITRUST LITIGATION

MDL Docket No. 2002  
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

**DECLARATION OF ROBERT S. KITCHENOFF, ESQUIRE**

I, Robert S. Kitchenoff, declare as follows:

1. I am a member of the law firm of Weinstein Kitchenoff & Asher LLC. My firm is counsel to Nussbaum – SF, Inc., a plaintiff in this action. I make this declaration based on personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by my firm during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm’s work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. My firm performed the following tasks in this litigation: During the period for which we are seeking fees and reimbursement of expenses, March 1, 2014 through July 31, 2015, Weinstein Kitchenoff & Asher LLC (“WKA”) served as Direct Purchaser Plaintiffs’ Liaison

Counsel and as Interim Co-Lead Counsel for Direct Purchaser Plaintiffs in this matter. As such, members and employees of the firm were involved in all aspects of the litigation, including:

- **Strategy and Case Management**: Participated in case strategy sessions with other Interim Co-Lead Counsel. Organized and participated in weekly Interim Co-Lead Counsel meetings;
- **Class Certification**: Researched, drafted, edited, compiled, and filed class certification papers, including exhibits, declarations, expert reports and related papers (including issues of filing under seal);
- **Discovery**: Managed deposition preparation, coordinated deposition assignments, deposed various witnesses, drafted and edited responses to contention interrogatories and responses to requests for admission, and handled meet and confer negotiations with opposing counsel;
- **Summary Judgment**: Preliminary discussions with co-counsel and counsel for Direct Action Plaintiffs and Indirect Purchaser Plaintiffs regarding potential motions for summary judgment and possibility of coordinating responses;
- **Settlements**: Prepared motions, briefing and related papers for preliminary and final approval of settlements and amendments to settlements with Sparboe, Hillandale, UEP/USEM, NuCal, NFC, Midwest, and Cal-Maine; prepared motions, briefing and related papers for approval of class notice; prepared for and participated in preliminary and final approval hearings, worked with the Settlement Administrator, Garden City Group, to craft and implement notices to the class; and oversaw administration of the settlement by the Settlement Administrator, including the distribution of settlement funds to qualified class members;

- **Additional Court Appearances:** Appeared at and participated in various other hearings and conferences before the Court (both in-person and telephonically) on a myriad of issues;
- **Time and Expense Reporting:** Collected, monitored, and reviewed time and expense reporting by all firms;
- **Liaison Counsel Duties:** Provided updates of significant developments to Direct Purchaser Plaintiffs' counsel; responsible for ongoing coordination with liaison counsel for Indirect Purchaser Plaintiffs, Direct Action Plaintiffs, and Defendants; coordinated assignments for non-lead Direct Purchaser Plaintiffs' counsel on discovery and depositions and a host of other matters.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts

comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Recent examples include: *Steve Chambers, et al. v. Whirlpool Corp., et al.*, Case No. 8:11-cv-01733-FMO-JCG (D.C. Cal.); *Freedom Medical Supply, Inc. v. The Phoenix Ins. Co., et al.*, July Term 2010, No. 02288 (C.C.P Phila.); *In re Lithium Ion Batteries Antitrust Litig.*, Case No. 13-md-2420 (N.D. Cal.); *In re Polyurethane Foam Antitrust Litig.*, 10-md-2196 (N.D. Ohio); *In re Imprelis Herbicide Marketing, Sales Practices and Products Liability Litigation*, 2:11-md-02284-GEKP (E.D.Pa.).

5. The total lodestar for WKA from March 1, 2014 through June 30, 2017 is \$935,262.50.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$6,840.44

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$145,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 8, 2017 at Philadelphia, PA.

  
Robert S. Kitchenoff

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 7**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF JENNIFER W. SPRENGEL, ESQUIRE**

I, Jennifer W. Sprengel, declare as follows:

1. I am a partner of the law firm of Cafferty Clobes Meriwether & Sprengel LLP. My firm is one of the counsel to plaintiffs in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: assisted co-lead counsel with discovery and expert witness projects.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. A recent example is from Judge Bataillon in *Sharp v. Watts*, 16 CV 200, (D. Neb. April 13, 2017) (Dkt. No. 166).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$114,389.50.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

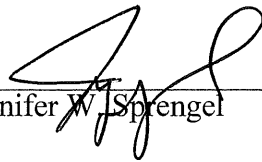


7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$169.68.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$15,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 7, 2017 at Chicago, Illinois.

  
\_\_\_\_\_  
Jennifer W. Sprengel

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 8**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF THOMAS C. BRIGHT, ESQUIRE**

I, Thomas C. Bright, declare as follows:

1. I am an attorney at the law firm of Cera LLP. My firm is counsel to Goldberg and Solovy Foods, Inc. (“GSF”) and Eby-Brown Company LLC (“EBY”), plaintiffs and class representatives in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm’s work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation:

- a. Reviewed documents and transactional data produced by class representative clients GSF and EBY in preparation of the depositions of four 30(b)(6) representatives;
- b. Researched and responded to written discovery on behalf of GSF and EBY;
- c. Researched producers of shell eggs and egg products for damages claims for out class representatives clients GSF and EBY;
- d. Met and conferred with defendants about the scope of the 30(b)(6) depositions of class representative clients GSF and EBY;
- e. Reviewed important pleadings, including the class certification filings, and joint status reports to communicate important developments and litigation strategy to our class representative clients GSF and EBY; and
- f. Reviewed settlement agreements with our class representative clients and obtaining their approval.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports, which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser

Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include:

- a) *In re Capacitors Antitrust Litigation*, Case No. 14-cv-3264 (JD) (N.D. Cal.);
- b) *In re Cast Iron Soil Pipe & Fittings Antitrust Litigation*, Case No. 14-md-02508 (HSM-CHS);
- c) *Feyko v. Yuhe International, Inc. et al.*, Case No. 11-cv-05511-DDP (PJWx) (C.D. Cal.);
- d) *In re Titanium Dioxide Antitrust Litigation*, Master Docket No. 10-cv-00318(RDB) (D. Maryland);
- e) *In re: Plasma-Derivative Protein Therapies Antitrust Litigation*, Case No. 09 cv-07666 JBG (N.D. Ill.);
- f) *Redwen v. Sino Clean Energy, Inc., et al.*, Case No. 11-cv-03936 PA (SSx) (C.D. Cal.); ad
- g) *In re Wonder Auto Technologies, Inc. Securities Litigation*, Case No. 11-cv-03687-PAE (S.D.N.Y.).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$269,368.75.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses

incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$9,450.33.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$25,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 7, 2017 at San Francisco, California.

  
Thomas C. Bright

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 9**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF (MARC H. EDELSON), ESQUIRE**

I, Marc H. Edelson, declare as follows:

1. I am a Partner of the law firm of Edelson & Associates, LLC. My firm is counsel to Brigotta's Farmland Produce & Garden Center, Inc., a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: document review and preparation of factual research memorandas.



4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Heloc Minimum Payment Calculation Litigation*, 2:15-cv-00267 (EDPA), *Sandhaus v. Bayer Corp. et al.*, 00CV06193, (Kansas state Court-Johnson County District Court), *In re Kitec Plumbing Systems Products Liability Litigation*, 3:09-md-02098 (USDC N. Dist of Texas).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$0.00

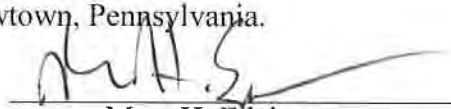
6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$0.00.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$30,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 14, 2017 at Newtown, Pennsylvania.

  
\_\_\_\_\_  
Marc H. Edelson

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 11**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF STEVEN A. KANNER, ESQUIRE**

I, Steven A. Kanner, declare as follows:

1. I am a Partner of the law firm of Freed Kanner London & Millen LLC. My firm is counsel to T.K. Ribbings Family Restaurant, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: Conferred with plaintiffs' counsel regarding best use of information regarding

the eggs export program for use in the brief in support of class certification; analysis of case materials and related evidence in preparation for drafting export program summary and analyze multiple deposition transcripts for specific export program references for use in the brief in support of class certification.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In Re: Plasma-Derivative Protein Therapies Antitrust Litigation*, No. 1:09-cv-07666-JBG (N.D. Ill.); *In Re: Aftermarket Filters Antitrust Litigation*, No. 1:08-cv-04883-RWG (N.D. Ill.); *In Re: TFT-LCD (Flat Panel) Antitrust Litigation*, No. 3:07-md-01827-SI (N.D. Cal.); *In Re: Municipal Derivatives Antitrust Litigation*, No. 1:08-md-01950-VM (S.D.NY); *In Re: Air Cargo Shipping*

*Services Antitrust Litigation*, No. 1:06-md-01775-JG-VVP (E.D.NY); and *In Re: Potash Antitrust Litigation (II)*, No. 1:08-cv-06910-RC

(N.D. Ill.).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$13,224.50.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$56.65.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$30,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 7, 2017 at Bannockburn, Illinois.

  
\_\_\_\_\_  
Steven A. Kanner

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 12**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF DANIEL C. HEDLUND, ESQUIRE**

I, Daniel C. Hedlund, declare as follows:

1. I am a Member, of the law firm of Gustafson Gluek PLLC. My firm is counsel to SensoryEffects Flavor Company d/b/a SensoryEffects Flavor Systems, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: client matters related to management of case for client and class representative



SensoryEffects Flavor Co. (“SensoryEffects”)’ including preparation and assistance with defense of class representative at deposition; factual and legal research; discovery tasks, including negotiating subpoenas with 3<sup>rd</sup> parties and participating in depositions; and preparing for and participating in telephone conferences with co-counsel regarding case status and strategy.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys’ fees in such cases. Examples include: *In re Vitamin C Antitrust Litigation*, 1:06-md-01738-BMC-JO (E.D.N.Y.); *Precision Associates, Inc., et al., v. Panalpina World Transport Holding, et al.*, 1:08-cv-00042-BMC-PK (E.D.N.Y.); *In re TFT-LCD (Flat Panel) Antitrust Litigation*, 3:07-md-01827-SI (N.D. Cal.); *In re Static Random Access Memory (SRAM) Antitrust Litigation*, 4:07-md-01819-CW (N.D. Cal.); *In re Air Cargo*

*Shipping Services Antitrust Litigation*, 1:06-md-01775-JG-VVP (E.D.N.Y.); *In re OSB Antitrust Litigation*, 2:06-cv-00826-PD (E.D. Pa.); and *In re Iowa Ready-Mix Concrete Antitrust Litigation*, 5:10-cv-04038-MWB (N.D. Ia.); and *Marchese, et al. v. Cablevision Systems Corp, et al.*, 2:10-cv-02190-KM-MAH (D. N.J.).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$92,375.00.

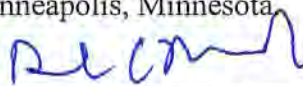
6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$1,401.87.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$20,000.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 18, 2017, at Minneapolis, Minnesota



\_\_\_\_\_  
Daniel C. Hedlund

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 13**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF RENAE D. STEINER**

I, Renae D. Steiner, declare as follows:

1. I am a Member of the law firm of Heins Mills & Olson, P.L.C. My firm is counsel for Direct Purchaser Plaintiffs in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: At Lead Counsel's request, performed legal research regarding whether cross-

notice is required to cross examine a witness and whether time must be shared equally by the parties, and prepared a memorandum on these issues. Pursuant to assignment from Lead Counsel, prepared for the depositions of Sparboe personnel and attended the deposition of Beth Schnell. We then prepared a summary of Schnell deposition testimony and provided it to Lead Counsel. Another project assigned by Lead Counsel was the review and analysis of documents relevant to Plaintiffs' motion for class certification, including the Sparboe settlement proffer documents and other documents produced in discovery. We prepared memoranda regarding useful documents identified in the review. In addition, as requested by Lead Counsel, the firm made substantial financial contributions to fund the continued prosecution of the litigation.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts

have approved an award of attorneys' fees in such cases. Examples include: *In re Cathode Ray Tube (CRT) Antitrust Litig.*, MDL No. 1917, No. C-07-5944 (N.D. Cal.); *Fond du Lac Bumper Exchange, Inc., et al. v. Jui Li Enterprise Co., et al.*, Case No. 2:09-cv-00852 (E.D. Wis.); *In re Polyurethane Foam Antitrust Litig.*, MDL No. 2196, No. 1:10-md-02196 (W.D. Ohio); and *In re Municipal Derivatives Antitrust Litig.*, MDL No. 1950, No. 08-2516 (S.D.N.Y.).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$64,668.75.

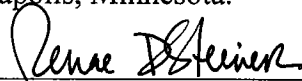
6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$573.73.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$15,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 24, 2017 at Minneapolis, Minnesota.

  
\_\_\_\_\_  
Renae D. Steiner

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 14**



**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE PROCESSED EGG PRODUCTS  
ANTITRUST LITIGATION

MDL No. 2002  
08-md-2002

This Document Relates To:

ALL DIRECT PURCHASER ACTIONS

**DECLARATION OF MARK A. GRIFFIN**

I, Mark A. Griffin, declare as follows:

1. I am a Partner of the law firm of Keller Rohrback L.L.P. My firm is counsel to John Lisciandro d/b/a Lisciandro's Restaurant, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: communications regarding litigation strategy, key developments in the case,



discovery obligations, and settlements; analysis and coding of defendants' document productions; preparation of Plaintiff Lisciandro and defense of Plaintiff Lisciandro at deposition; participation in 30(b)(6) and percipient witness depositions of Defendants; analysis of class certification issues; and analysis and contributions to the Direct Purchaser Class Plaintiffs' successful response to Defendant Rose Acre Farm's post-hearing memorandum in support of its motion for summary judgment.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Lithium Batteries Antitrust Litigation*, Case No. 13-02420 (N.D. Ca May 25, 2017) (Doc. 1813, Ex. 21) (Recently filed fee petition but no ruling yet); *Louisiana Firefighters' Ret. Sys. v. Northern Trust*

*Invs., NA.*, No. 09-07203 (N.D. Ill. Aug. 5, 2015) (finding that Keller Rohrback's hourly rates are reasonable); *Keithly v. Intelius, Inc.*, Case No. 09-1485RSL (W.D. Wash. Nov. 21, 2013) (Doc. 314) (Court approving percentage-of-fund award and cross-checked against hourly rates); *Cason-Merenda v. Detroit Medical Center*, Case No. 06-CV-15601 (E.D. Mich. Oct. 24, 2013) (Doc. 823) (Court approved percentage-of-fund award cross-checked against hourly rates); *In re Beacon Associates Litig.*, No. 09-0777 (S.D.N.Y. May 29, 2013) (awarding Keller Rohrback attorneys' rates between \$295 and \$785); *In re Bear Stearns Cos. ERISA Litig.*, No. 08-2804 (S.D.N.Y. Sept. 20, 2012) (awarding KR attorneys' rates between \$295 and \$785); *Herfert v. Crayola LLC*, No. 11-01301 (W.D. Wash, Apr. 27, 2012) (approving Keller Rohrback's hourly rates as reasonable); *Fleishman v. Albany Medical Center*, No. 06-0765 (N.D.N.Y. Dec. 13, 2011) (approving percentage-of-fund award cross-checked against hourly rates); *In Re Merck & Co., Inc. Securities, Derivative & ERISA Litigation*, MDL No. 1658 (D.N.J. Nov. 29, 2011) (approving percentage-of-fund award cross-checked against hourly rates); *Jerry Cooper, Inc. v. Lifequotes of America, Inc.*, No. 04-40304 (Nov. 18, 2011) (approving percentage-of-fund award cross-checked against hourly rates); *Johnson v. Arizona Hospital and Healthcare Association*, No. 07-1292 (D. Ariz. May 4, 2011) (approving percentage-of-fund award cross-checked against hourly rates); *In re Ford Motor Co. ERISA Litig.*, No. 06-11718 (E.D. Mich. Feb. 15, 2011) (awarding Keller Rohrback attorneys' rates between \$331 and \$740); *In Re IndyMac ERISA Litigation*, No. 08-4579 (C.D. Cal. Jan. 19, 2011) (Court approving percentage-of-fund award cross-checked against hourly rates); *Buus v. WAMU Pension Plan*, No. 07-00903 (W.D. Wash. Oct. 29, 2010) (approving percentage-of-fund award cross-checked against hourly rates); *In Re Washington Mutual, Inc. ERISA Litigation*, No. 08-01919 (W.D. Wash. Oct. 1, 2010) (approving percentage-of-fund award cross-checked against hourly rates); *In re Delphi Corp. Sec.*,

*Derivative & ERISA Litig.*, No. 05-1725 (E.D. Mich., May 12, 2010) (awarding attorneys' rates between \$300 and \$675); *Youakim v. Isilon Sys., Inc.*, No. 07-1764 (W.D. Wash. Mar. 5, 2010) (approving percentage-of-fund award cross-checked against hourly rates); *Fouad v. Isilon Systems, Inc.*, No. 07-1764 (W.D. Wash. Feb. 12, 2010) (approving percentage-of-fund award cross-checked against hourly rates); *In re Merrill Lynch & Co., Inc. Sec., Derivative and ERISA Litig.*, No. 07-9633 (S.D.N.Y. Aug. 4, 2009) (awarding attorneys' rates between \$265 and \$675); *Pelletz v. Weyerhaeuser Co.*, 592 F. Supp. 2d at 1322, 1326-27 (W.D. Wash. Jan. 9, 2009) (approving Keller Rohrback's hourly rates as reasonable).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$333,293.90.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$3,489.97.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$40,000.00.

///

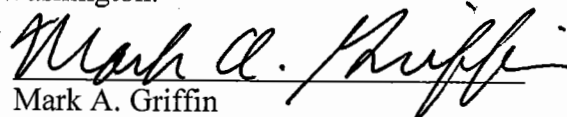
///

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, I have excluded the costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts from the expense values on Exhibit 1.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 7, 2017, at Seattle, Washington.

  
Mark A. Griffin

# **EXHIBIT H - 15**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF HOWARD J. SEDRAN, ESQUIRE**

I, Howard J. Sedran, declare as follows:

1. I am a partner of the law firm of Levin Sedran & Berman (previously Levin, Fishbein, Sedran & Berman). My firm is counsel to Bemus Point Inn, Inc., a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: Reviewed and coded documents as assigned by Co-Lead Counsel.

Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re: Air Cargo Antitrust Litigation*, Master File 06-MD-1775 (JG) (VVP) (E.D.N.Y.); *In re: Urethane (Polyether Polyols) Antitrust Litigation*, C.A. No. 04-md-1616 – MDL No. 1616 (D. Kansas); and *In re: Capacitors Antitrust Litigation*, C.A. No. 14-cv-03264 (JD)(N.D.Calif.).

4. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$17,800.00.

5. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

6. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$26.67.

The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$15,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 7, 2017 at Philadelphia, PA.

  
HOWARD J. SEDRAN, ESQUIRE

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.



# **EXHIBIT H - 16**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF JOHN R. MALKINSON, ESQUIRE**

I, John R. Malkinson, declare as follows:

1. I am a Partner of the law firm of Malkinson & Halpern, P.C. My firm is counsel to Wixon, Inc., a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: maintaining personal and ongoing contact with, and providing litigation updates and status reports to, our client, Wixon, Inc.; investigating, formulating and drafting

objections and substantive responses of Wixon, Inc. to Defendants' notices of deposition and written discovery; extensive review and coding of party documents/ESI; preparing for and taking deposition of non-party witness; conducting client conferences in conjunction with case updates and discovery compliance; providing co-lead counsel with periodic updated transactional data of the client as to Egg and Egg Product purchases; analyzing strategic aspect of egg products claims; furnishing periodic "litigation hold" reminders to the client; calculating and preparing client's settlement claim forms; preparation and production of plaintiff, Wixon, Inc.'s representative for deposition; preparing and finalizing client's responses to multiple Requests for Admission.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts

have approved an award of attorneys' fees in such cases. Examples include: *In Re Polyurethane Foam Antitrust Litigation*, 10-MD-2196 (N.D. OH); *In Re International Freight Forwarding Litigation*, 08 CV 0042 (E.D. NY).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$36,487.50.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$1,348.26.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$40,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 15, 2017 at Chicago, Illinois.

s/John R. Malkinson

John R. Malkinson  
Malkinson & Halpern, P.C.  
33 North Dearborn Street, Suite 1540  
Chicago, Illinois 60602  
(312) 427-9600  
[jmalkinson@mhtriallaw.com](mailto:jmalkinson@mhtriallaw.com)

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 17**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF DIANNE M. NAST, ESQUIRE**

I, Dianne M. Nast, declare as follows:

1. I am the founder of the law firm of NastLaw LLC. In the beginning of this matter, the predecessor law firm, RodaNast, P.C., employed the attorneys who worked on this case. In 2012, NastLaw LLC was formed, and all of the RodaNast, P.C. attorneys who worked on this case are and have been employed by NastLaw LLC since that time. RodaNast, P.C. is no longer operating. This firm is counsel to Oasis Foods Company, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in this firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. This firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time



and expenses regularly maintained by this firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, this firm has performed the following tasks in this litigation: analysis of documents produced by defendants.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at this law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by this firm in similar types of actions. In addition, this firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *King Drug Company of Florence, et al. v. Cephalon, Inc., et al.*, No. 06-cv-01797-MSG (E.D. Pa.); *In re Wellbutrin SR Antitrust Litigation*, C.A. No. 04-5525 (E.D. Pa.); and *In re Fasteners Antitrust Litigation*, C.A. No. 08-md-1912 (E.D. Pa.); and *In re: Transpacific Passenger Air Transportation Antitrust Litig.*, No. 07-cv-05634-CRB (N.D. Cal.)

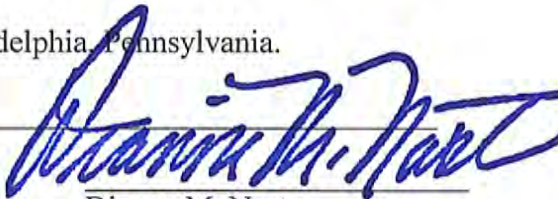
5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$23,827.00.

6. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$00.00.

7. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$20,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 18, 2017 at Philadelphia, Pennsylvania.



Dianne M. Nast

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.



# **EXHIBIT H - 18**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

---

IN RE: PROCESSED EGG PRODUCTS	:	
ANTITRUST LITIGATION	:	MDL Docket No. 2022

---

08-md-02002

---

This document relates to:	:	
	:	
ALL DIRECT PURCHASER ACTIONS	:	

---

**DECLARATION OF IRA N. RICHARDS, ESQUIRE**

I, Ira N. Richards, declare as follows:

1. I am a partner of the law firm of Schnader Harrison Segal & Lewis, LLP (“Schnader”). On August 1, 2013, I joined Schnader along with the attorneys of Trujillo Rodriguez & Richards, LLC (“TRR”). TRR was co-counsel to Oasis Foods and performed work in this litigation at the request and direction of Interim Co-Lead Counsel through July 31, 2013. Schnader has continued that work since August 1, 2013. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters herein stated.

2. This Declaration pertains to the hours worked by professionals in Schnader and the expenses incurred by Schnader, during the period from March 1, 2014 through June 30, 2017. I have submitted to Co-Lead Counsel in this case: (i) reports setting forth the hours which Schnader (by individual) has devoted to work on this case for the foregoing period of time; and (ii) reports setting forth the expenses incurred in connection with Schnader’s work

on the case during that same period. These reports are based upon records of time and expenses regularly maintained by Schnader in the normal course of conducting their business.

3. The time entries during the foregoing period relate primarily to reviewing information and communications sent by Co-Lead Counsel as well as Court opinions and filings with the Court.

4. Attached as Exhibit 1 hereto are charts setting forth, for the March 1, 2014 through June 30, 2017 time period: (i) the individuals from Schnader who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual who has worked in this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses<sup>1</sup> less assessments for the firm.

5. Attached as Exhibit 2 hereto are the lodestar reports which Schnader submitted to Co-Lead Class Counsel for the Direct Purchaser Class Plaintiffs for the time period of March 1, 2014 through June 30, 2017. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work performed. These rates are the same as,

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fees petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases.

Examples include *Brady v. Air Line Pilots Association International*, No. 02-CV-2917 (D. N.J.), where the Court in May 2014 found the rates of Schnader to be reasonable in determining an award of fees.

6. Attached as Exhibit 3 hereto is a chart setting forth the expenses incurred by Schnader in connection with the litigation during March 1, 2014 to June 30, 2017. This cost was incurred on behalf of the Direct Purchaser Plaintiff Class on a contingent basis and has not been reimbursed.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 17, 2017 at Philadelphia, PA.



---

Ira Neil Richards

# **EXHIBIT H - 19**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF STEPHEN A. WEISS, ESQUIRE**

I, Stephen A. Weiss, declare as follows:

1. I am a Founding Partner of the law firm of Seeger Weiss LLP. My firm is counsel to Somerset Industries, Inc., a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: assisted co-lead counsel with oral argument preparation for Plaintiffs' class

certification motion.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Polyurethane Foam Antitrust Litig.*, 135 F.Supp.3d 679, 689-90 (N.D. Oh. 2015) ("those rates reflect the reputation and ability of their firms [including Seeger Weiss LLP]"); *McDonough v. Toys R Us, Inc.*, 80 F. Supp. 3d 626, 657, n. 30 (E.D. Pa. 2015) ("I sampled time and expense records (pre- and post-appeal) for the following firms: . . . Seeger Weiss LLP. The firms charged reasonable rates that varied based on each attorney's (and staff member's) position at the firm."); *Aarons v. BMW of N. Am., LLC*, 2014 WL 4090564, at \*\*16-17 (C.D. Cal. Apr. 29, 2014) (approving the 2014 hourly rates for Seeger Weiss LLP's partners, associates and paralegals); *Tennille v. W.*

*Union Co.*, 2013 WL 6920449, at \*14 (D. Colo. Dec. 31, 2013) (“lodestar cross-check further reinforces that the court's recommended fee award is in line with the customary fee in this District”) *report and recommendation adopted as modified*, 2014 WL 5394624 (D. Colo. Oct. 15, 2014).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$23,627.50.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$776.30.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$ 15,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 6, 2017 at New York, New York.

/s/ Stephen A. Weiss  
Stephen A. Weiss

---

<sup>1</sup> Per this Court’s Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.



# **EXHIBIT H - 20**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF DAVID S. CORWIN, ESQUIRE**

I, David S. Corwin, declare as follows:

1. I am a Partner of the law firm of Sher Corwin Winters LLC. My firm is counsel to SensoryEffects Flavor Company d/b/a SensoryEffects Flavor Systems, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: regularly communicate with our client regarding document preservation;

participated in meet and confer sessions with opposing counsel regarding 30(b)(6) objections; identified 30(b)(6) deposition witness through potential witness interviews; communicated with client representatives in connection with 30(b)(6) depositions; prepared witness for 30(b)(6) deposition; defended client's 30(b)(6) deposition; reviewed transcript of 30(b)(6) deposition testimony; prepare documents for discovery production; communicated with clients and co-counsel regarding discovery; reviewed and responded to requests for admission, and reviewed documents and communicated with client representatives in connection with those responses; communicated with client representatives in connection with the Cal-Maine settlement, reviewed documents in connection with the settlement, and drafted client's claim form in connection with the settlement; and regularly reviewed pleadings and case status reports.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other

cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: Precision Associates, Inc., et al. v. Panalpina World Transport (Holding) Ltd., et al., Eastern District of New York, Cause No. 08-cv-00042-JG-VVP.

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$59,432.50.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$12.50.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$15,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 7, 2017 at St. Louis, Missouri

  
\_\_\_\_\_  
David S. Corwin

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 21**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF EUGENE SPECTOR, ESQUIRE**

I, Eugene Spector, declare as follows:

1. I am a Shareholder in the law firm of Spector Roseman & Kodroff, PC. My firm is counsel to Caesars Pasta Products, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: Reviewed, analyzed and coded documents for the case maps project; reviewed,

analyzed and coded documents in preparation for the Klippen deposition and prepared memoranda concerning that document, review, reviewed, analyzed and coded documents produced by National Foods and prepared memoranda concerning that review; and various correspondence and communications with co-lead counsel regarding the litigation.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: Netflix- North district of California #3:09-cv-00002, Potatoes- District of Idaho # 4:10-MD – 2186-BLW.

5.

6. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$190,160.50

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$1,022.32

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$40,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 11, 2017 at Philadelphia, Pa.



Eugene Spector

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.



# **EXHIBIT H - 22**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS  
ANTITRUST LITIGATION

MDL Docket No. 2002  
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

**DECLARATION OF ALLAN STEYER, ESQUIRE**

I, Allan Steyer, declare as follows:

1. I am a partner of the law firm of Steyer Lowenthal Boodrookas Alvarez & Smith LLP. My firm is counsel to T.K. Ribbing's Family Restaurant, LLC, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (Allan Steyer, Jill M. Manning, Jayne A. Peeters, and Ron Laupheimer) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks

in this litigation:

(1) Discovery – we prepared for and took the depositions of five NuCal witnesses (Charles E. Elste; James Van Gorkom; Ken Klippen; David Crockett; and Wayne Winslow), and reviewed documents;

(2) Class certification – we assisted with preparation of the class certification motion by analyzing evidence to be used in support of the motion;

(3) We consulted with co-lead counsel regarding experts and related issues; and

(4) We consulted with co-lead counsel regarding summary judgment.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: In Re: Cathode Ray

Tube (CRT) Antitrust Litigation, U.S. District Court, Northern District of California, MDL Docket No. 1917; In Re: Optical Disk Drive Products Antitrust Litigation, U.S. District Court, Northern District of California, MDL Docket No. 2143; In Re: NCAA Student-Athlete Name & Likeness Licensing Litigation, United States District Court, Northern District of California, Case No. 09-cv-1967-CW (NC); and In Re: Transpacific Passenger Air Transportation Antitrust Litigation, U.S. District Court, Northern District of California, MDL Docket No. 1913.

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$440,763.50.


6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by this firm from March 1, 2014 through June 30, 2017 is \$6,431.91.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$40,000.00.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 17, 2017 at San Francisco, California.

  
ALLAN STEYER

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

# **EXHIBIT H - 23**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF SCOTT C. GAYLE ESQUIRE**

I, Scott C. Gayle declare as follows:

1. I am a director of the law firm of Tuggle Duggins P.A. My firm is counsel to Nussbaum-SFG, Inc. (f/k/a Nussbaum-SF, Inc.), a plaintiff in this action and class representative for Egg Products. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation: work on discovery, including but not limited to, organizing documents received

in discovery from defendants; review of defendants' documents; review of corporate records and purchase records of client; assist lead counsel with drafting disclosure responses; assist with drafting interrogatory responses; organization and production of client's documents (including electronically stored information) in response to discovery requests from defendants; preparation for 30(b)(6) deposition of client and work with lead counsel on objection to deposition notice.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual(s) working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at this law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by this firm in similar types of actions. In addition, this firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include:

- a) In re Polyurethane Foam Antitrust Litigation - Case No. 5:10-cv-00122 (United States District Court For the Western District of North Carolina, Statesville Division); and
- b) In re: Refrigerant Compressors Antitrust Litigation, Case No. 2:09-md-02042 (S.D. Mich.).

5. The total lodestar fees for this firm for March 1, 2014 through June 30, 2017 is \$16,024.50.

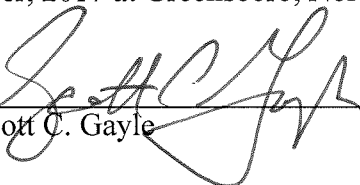
6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by this firm from March 1, 2014 through June 30, 2017 is \$22.32.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is *zero* dollars.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on the 7<sup>th</sup> of September, 2017 at Greensboro, North Carolina.

  
\_\_\_\_\_  
Scott C. Gayle

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.



# **EXHIBIT H - 24**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: PROCESSED EGG PRODUCTS ANTITRUST LITIGATION
This document relates to:  ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002  
08-md-02002

**DECLARATION OF HEATHER T. RANKIE, ESQUIRE**

I, Heather T. Rankie, declare as follows:

1. I am a Senior Associate at the law firm of Zelle LLP, formerly known as Zelle Hofmann Voelbel & Mason LLP. My firm is counsel to T.K. Ribbing's Family Restaurant, LLC; John A. Lisciandro d/b/a Lisciandro's Restaurant; Goldberg and Solovy Foods, Inc.; Karetas Foods, Inc.; Nussbaum-SF, Inc.; Somerset Industries, Inc.; Wixon, Inc.; SensoryEffects Flavor Co. d/b/a SensoryEffects Flavor Systems; and Eby-Brown Company LLC, plaintiffs in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 1, 2014 through June 30, 2017. My firm has submitted to Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and

expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Co-Lead Counsel, my firm has performed the following tasks in this litigation during the above-described period: preparation of memoranda identifying and summarizing key liability-related evidence pertaining to Moark for use in class certification briefing, which included review/analysis of deposition testimony and Defendants' document productions in order to complete same; drafting Direct Purchaser Plaintiffs' detailed response to Defendants' contention interrogatory regarding each illegal agreement Plaintiffs' contend Defendants entered into in violation of the Sherman Act; preparation of detailed memoranda analyzing and comparing affidavits of witnesses Gene Gregory (United Egg Producers) and Terry Baker (Rule 30(b)(6) witness for Michael Foods), whose affidavits were submitted with Defendants' merits expert reports, to those witnesses' prior testimony; review of status reports and correspondence sent by Co-Lead Counsel regarding case status and strategy; review of court orders and other key case filings; and respond to requests for information from Co-Lead Counsel, among other tasks.

4. Attached as Exhibit 1 hereto are the monthly lodestar reports which this firm has submitted to Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 1, 2014 through June 30, 2017. The lodestar reports identify the name of the individual working on the case; his/her title and years of experience; billable rate; hours worked by category of task; hours and lodestar by month; and hours and lodestar by year. The lodestar amount reflected in the reports attached at Exhibit 1 is for work assigned by Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser

Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 1 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re TFT-LCD (Flat Panel) Antitrust Litigation*, MDL No. 07-1827 (N.D. Cal.); *In re SRAM Antitrust Litigation*, MDL No. 07-1819 (N.D. Cal.); *In re Cathode Ray Tubes (CRT) Antitrust Litigation*, MDL No. 1917 (N.D. Cal.); *In re Dynamic Access Memory (DRAM) Antitrust Litigation*, MDL No. 1486 (N.D. Cal.); and *Sullivan, et al. v. DB Investments, Inc., et al.* (DeBeers Diamonds Antitrust Litigation), Civil No. 04-02819 (SRC) (D.N.J.).

5. The total lodestar for this firm for March 1, 2014 through June 30, 2017 is \$113,923.50.

6. Attached as Exhibit 2 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 1, 2014 through June 30, 2017. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. The total amount of non-taxable expenses<sup>1</sup> incurred by firm from March 1, 2014 through June 30, 2017 is \$102.96.

8. The total amount of unreimbursed assessments paid by this firm to the Litigation Fund since the inception of this case through June 30, 2017 is \$15,000.00.

---

<sup>1</sup> Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 18, 2017 in San Francisco, CA.

A handwritten signature in black ink, appearing to read "HT Rankie", written over a horizontal line.

Heather T. Rankie

UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

IN RE: PROCESSED EGG PRODUCTS  
ANTITRUST LITIGATION

THIS DOCUMENT APPLIES TO ALL  
DIRECT PURCHASER ACTIONS

MDL No. 2002

Case No. 08-md-02002

**DECLARATION OF SHANDARESE GARR  
REGARDING NOTICE PLAN AND SETTLEMENT ADMINISTRATION**

I, SHANDARESE GARR, declare and state as follows:

1. I am the Senior Vice President, Communications of Garden City Group, LLC (“GCG”), a full service administration firm providing legal administration services, including the development of complex legal notice programs. GCG was retained to design and administer the Notice Plan described herein as well as to administer all other aspects of the Settlement between Michael Foods, Inc. (“MFI”) and the Direct Purchaser Plaintiffs (“DPPs”). The following statements are based on my personal knowledge as well as information provided by other experienced GCG employees working under my supervision, and if called on to do so, I could and would testify competently thereto.

2. GCG is a recognized leader in providing legal administrative services. GCG has offices in Lake Success, New York; Seattle, Washington; and Dublin, Ohio. GCG has hundreds of employees, including former class action attorneys on staff, a team of software engineers, call center professionals, in-house legal advertising specialists, and graphic artists with extensive website design experience.

3. Pursuant to Paragraph 12.a. of the Court’s June 26, 2017 Order (1) Granting Preliminary Approval of the Proposed Settlement Agreement Between Direct Purchaser

Plaintiffs and Michael Foods, Inc.; (2) Granting Leave to File Motion(s) For Fees And Expenses; and (3) Approving Dissemination of the Combined Class Notice of: (A) Certification of the Shell Egg Litigation Class; (B) The Preliminarily Approved Michael Foods, Inc. Settlement Agreement; and (C) The Claims Process for Settlement Agreements with United States Egg Marketers, United Egg Producers, Hillandale Farms of Pa., Inc., Hillandale-Gettysburg, L.P., Midwest Poultry Services, L.P., National Food Corporation, and NuCal Foods, Inc. (the “Order”), GCG was appointed by the Court in the above-captioned litigation (the “Litigation”) to act as Claims Administrator and to implement the Notice Plan to inform Class Members of a proposed class action settlement between Plaintiffs and MFI.

4. Pursuant to Paragraph 12.h. of the Order, I submit this Declaration to report to the Court and the Parties to the Litigation, that, in compliance with the Order, all elements of the Notice Plan have been successfully implemented. The Notice Plan elements include:

- Direct notice by U.S. First-Class mail to Class Members<sup>1</sup>, which includes the certification of the Litigation Class, the MFI Settlement Agreement, and the claims process for the MFI Settlement and for the Previously Approved Settlements, along with a claim form for those settlements (collectively, the “Notice Packet”);
- Publication of Publication Notice (the “Summary Notice”);
- Keyword search advertising through Google.com;
- Banner notice on the internet;
- A press release through PR Newswire;
- Update to the dedicated website through which Class Members can obtain information concerning the MFI Settlement Agreement, Direct Mail Notice, approved Combined Claim Form, relevant Court documents, and updated Frequently Asked Questions and updated answers; and
- A toll-free telephone helpline through which Class Members can obtain information concerning the MFI Settlement and the claims process.

---

<sup>1</sup> As defined in the Order 12.b., the MFI Settlement mailing was to be sent to “all individuals and entities whose names and addresses were previously produced by Defendants to GCG (“Direct Mail Notice”) or which were obtained by GCG through administration of prior settlements in this Action and who are not facially ineligible under the settlements.”

**DIRECT MAIL NOTICE**

5. GCG loaded data previously provided by Defendants or obtained by GCG through administration of prior settlements into a database created for the Litigation. Prior to mailing the Notice Packet, mailing addresses of potential Class Members were updated using the National Change of Address database (“NCOA”).<sup>2</sup> The NCOA resulted in 499 address updates. GCG identified and excluded duplicate records. Additionally, GCG excluded known ineligible records including known records for Defendants and indirect purchasers. GCG formatted the Notice Packet, and caused it to be printed and personalized with the name and address of each known potential Class Member.

6. Pursuant to Paragraph 12.b. of the Order, GCG mailed 19,105 Notice Packets via first-class U.S. mail, postage pre-paid on July 20, 2017 (the “Notice Date”). A copy of the Notice Packet is attached hereto as Exhibit A.

7. As of the date of this Declaration, GCG has received 152 Notice Packets returned by the U.S. Postal Service with forwarding address information. Notice Packets returned by the U.S. Postal Service with forwarding address information are re-mailed to the updated addresses provided.

8. As of the date of this Declaration, GCG has received 3,802 Notice Packets returned by the U.S. Postal Service without forwarding address information.

**PRINT PUBLICATION NOTICE**

9. Pursuant to Paragraph 12.e.i. of the Order, GCG caused the Summary Notice to be published on July 17, 2017, in *The Wall Street Journal*. Additionally, pursuant to Paragraph

---

<sup>2</sup> The NCOA database is the official United States Postal Service technology product, which makes change of address information available to mailers to help reduce undeliverable mail pieces before mail enters the mailstream. This product is an effective tool to update address changes when a person has completed a change of address form with the Post Office. The address information is maintained on the database for 48 months.



12.e.ii. of the Order, the Summary Notice was published in the following trade magazines that specifically cater to the restaurant and food industries. The Summary Notice published in the following trade magazines: *Convenience Store News* (August 2017 issue), *Progressive Grocer* (August 2017 issue), *Supermarket News* (August 2017 issue), *FoodService Director* (August 2017 issue), *Restaurant Business* (August 2017 issue), *Nation's Restaurant News* (August 21, 2017 issue), *Food Processing* (August 2017 issue), *Bake* (August 2017 issue), *Petfood Industry* (August 2017 issue), and *Egg Industry Magazine* (August 2017 issue). The tearsheets of the advertisements as they appeared in the above publications are attached hereto as Exhibit B.

10. Pursuant to Paragraph 12.e.iii. of the Order, GCG coordinated the release of press releases, consisting of substantially the same language as the Summary Notice, on July 10, 2017. The releases were distributed over the PR Newswire's US1 Newsline and National Hispanic Newsline within the United States and across PR Newswire's Restaurant and Food Industry microlist.

#### **INTERNET SPONSORED SEARCH LISTING**

11. Pursuant to Paragraph 12.f. of the Order, GCG implemented a keyword search advertising campaign through Google.com using an approved list of key search words determined together by GCG and DPP Co-Lead Class Counsel. The campaign ran from July 17, 2017 to August 13, 2017. When a user typed a key search word into Google.com's search field, a text ad would have had the opportunity to appear on a rotating basis with other advertising campaigns as a sponsored ad and would link to the Settlement Website. A screenshot as this advertising appeared is attached hereto as Exhibit C.

#### **PAID BANNER NOTICE**

12. Pursuant to Paragraph 12.g. of the Order, GCG caused banner advertising linked

to the Settlement Website to appear on The Wall Street Journal Digital Network and trade-related websites Hotel F&B ([www.hotelfandb.com](http://www.hotelfandb.com)), Baking Business ([www.bakingbusiness.com](http://www.bakingbusiness.com)), and Food Processing ([www.foodprocessing.com](http://www.foodprocessing.com)). These banner advertisements ran for a period of four weeks from July 20, 2017 to August 16, 2017. Additionally, banner advertising linked to the Settlement Website appeared in the following e-newsletters: *Restaurant Business Weekly Recap* (July 30, 2017); *Nation's Restaurant News NRN A.M.* (July 20, 2017); *FoodService Director Update* (July 28, 2017); *Today in Food Manufacturing* (July 24, 2017); *Supermarket News Daily* (July 28, 2017); *Stores Weekly* (July 20, 2017, and July 27, 2017); and *Watt Poultry Update* (July 25, 2017). Examples of the banner advertising as they appeared are attached hereto as Exhibit D.

#### **WEBSITE**

13. Pursuant to Paragraph 12.c. of the Order, GCG updated and maintains a website dedicated to the Litigation ([www.EggProductsSettlement.com](http://www.EggProductsSettlement.com)) to provide additional information to the Class Members and to answer frequently asked questions. Users of the website can download the Notice Packet as well as review the Order, various Settlement Agreements, and other relevant Court documents. The web address is set forth in the Notice Packet. The Settlement website has been operational since August 30, 2010, and is accessible 24 hours a day, 7 days a week. The website was updated to include information about the MFI Settlement and Litigation Class on June 30, 2017. Between June 30, 2017, and the date of this Declaration, the website has received 15,303 visits.

#### **TOLL-FREE TELEPHONE HELPLINE**

14. Pursuant to Paragraph 12.d. of the Order, beginning on August 30, 2010, GCG established and continues to maintain an automated toll-free telephone number (1-866-881-

8306), where potential Class Members can obtain information about the Litigation. This toll-free number is accessible twenty-four hours a day, seven days a week. Class Members who call the toll-free number have the option of leaving a voice message requesting a return call from a customer service representative. The automated toll-free number was updated to include information about the MFI Settlement and Litigation Class on June 30, 2017. Between June 30, 2017, and the date of this Declaration, there have been 228 calls to the automated number. GCG has and will continue to handle Class Member inquiries.

### **CLAIM SUBMISSIONS**

15. Class Members who wish to file a claim in the MFI Settlement and/or the United States Egg Marketers; United Egg Producers; Hillandale Farms of Pa., Inc.; Hillandale-Gettysburg, L.P.; Midwest Poultry Services, L.P.; National Food Corporation; and NuCal Foods, Inc. Settlements are required to submit a completed Claim Form to GCG via mail postmarked or hand-delivered no later than October 9, 2017. Between June 30, 2017 and the date of this Declaration, GCG has received 117 timely Claim Forms.<sup>3</sup> Class Members who previously filed a claim in the Moark and/or Cal-Maine Settlement are not required to file a Claim Form in the current Settlements for those same purchases. Class Members with valid Moark and/or Cal-Maine Settlement claims automatically have claims under review in the current Settlements. Including prior claims, new claims, and supplemental submissions, there are currently 1,020 claims on file in the current Settlements.

### **OBJECTIONS AND EXCLUSIONS**

16. Pursuant to Paragraph 12.i. of the Order, any Class Member who wishes to be excluded from the MFI Settlement and/or the Litigation Class is required to submit their

---

<sup>3</sup> As GCG is still processing and reviewing claims, the information provided herein is preliminary and subject to further analysis and quality control and is intended only for informational purposes as this time.

exclusion request to GCG postmarked or hand-delivered no later than October 9, 2017. As of the date of this Affidavit, GCG has received four MFI Settlement exclusion requests and three Litigation Class exclusions requests.

17. Pursuant to Paragraph 12.j. of the Order, any Class Member who wishes to object to the approval of the MFI Settlement is required to submit their objection to the Court and the Parties, postmarked or hand-delivered no later than October 9, 2017. As of the date of this Affidavit, GCG has not directly received any objections from Class Members relating to the MFI Settlement.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct

Executed this 7<sup>th</sup> day of September 2017 in Lake Success, New York.

A handwritten signature in black ink that reads "Shandarese Garr". The signature is written in a cursive, flowing style.

---

Shandarese Garr

# Exhibit A

**MUST BE  
POSTMARKED ON  
OR BEFORE  
OCTOBER 9, 2017**

*In re Processed Egg Products Antitrust Litigation*

c/o GCG  
P.O. Box 9476  
Dublin, OH 43017-4576  
Toll-Free: 1 (866) 881-8306



Control No: 1234567890  
Claim No: EG612345678

EGC0201754763



JANE CLAIMANT  
123 4TH AVE  
APT 5  
SEATTLE, WA 67890

<b>REQUIRED ADDRESS INFORMATION OR CORRECTIONS</b>	
If the pre-printed address to the left is incorrect or out of date, <b>OR</b> if there is no pre-printed data to the left, <b>YOU MUST</b> provide your current name and address here:	
Name:	<input type="text"/>
Address:	<input type="text"/>
City/State/ZIP:	<input type="text"/>

**CLAIM FORM**

This Claim Form relates to the Settlements with Defendants Michael Foods, Inc. ("MFI"), Midwest Poultry Services, LP ("Midwest"); National Food Corporation ("NFC"); United Egg Producers/United States Egg Marketers ("UEP/USEM"); NuCal Foods, Inc. ("NuCal"); and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. ("Hillandale") in the lawsuit *In re Processed Egg Products Antitrust Litigation*, Case No. 08-md-02002, pending in the United States District Court for the Eastern District of Pennsylvania.

You must submit a timely and valid Claim Form postmarked by, or pre-paid delivery service to be hand-delivered by, October 9, 2017 for your claim to be considered for payment.

**NOTE:** In regards to the Michael Foods Settlement, if you previously filed a valid and timely Claim Form that identified your Shell Egg purchases from Defendants for the years 2005 through 2008, you need not submit a new Claim Form in the Michael Foods Settlement for those particular years. If you previously filed a valid Claim Form but wish to receive credit for 2004 Shell Egg purchases from Defendants, however, you must submit a new Claim Form for the Michael Foods Settlement specifying purchases from 9/24/2004-12/31/2004 by month if you wish to receive an award for that time period. You will receive an award based on all of your eligible purchases.

In regard to the NFC, Midwest, UEP/USEM, NuCal or Hillandale Settlements, if you previously filed a valid and timely Claim Form for your Shell Egg or Egg Products purchases in the Settlements with the Moark Defendants or Defendant Cal-Maine, you need not submit a new Claim Form to share in the NFC, Midwest, UEP/USEM, NuCal or Hillandale Settlements for those same purchases. If you wish to receive an award for purchases that post-date those included in your valid Moark or Cal-Maine Claim Form, you must still submit another Claim Form, but it need include only those purchases that post-date or supplement those provided in your Moark or Cal-Maine Claim Form. You will still receive an award based on all of your eligible purchases. If you do not wish to receive an award from the NFC, Midwest, UEP/USEM, NuCal or Hillandale Settlements for purchases that post-date those purchases included in your prior Claim Form(s), you need not submit a new Claim Form. You will receive an award based on all of the eligible purchases.

QUESTIONS? VISIT [WWW.EGGPRODUCTSETTLEMENT.COM](http://WWW.EGGPRODUCTSETTLEMENT.COM) OR CALL TOLL-FREE 1 (866) 881-8306

To view GCG's Privacy Notice, please visit <http://www.gcginc.com/pages/privacy-policy.php>



### GENERAL INSTRUCTIONS & DEFINITIONS

- The Settlements are for the benefit of **direct** egg purchasers only, that is, entities or individuals in the United States who bought eggs directly from Defendants and/or other egg Producers, and not those who purchased eggs indirectly such as from wholesalers, distributors, or retailers.
- Each corporation, trust or other business entity making a claim must submit its claim on a separate Claim Form. Please carefully review each page of the Claim Form. Only complete and valid Claim Forms will be accepted. Do not submit duplicate claims.
- Definitions
  - “Defendants” include Sparboe Farms Inc.; Moark, LLC; Norco Ranch, Inc.; Land O’Lakes, Inc.; Cal-Maine Foods, Inc.; Daybreak Foods, Inc.; Rose Acre Farms, Inc.; Ohio Fresh Eggs, LLC; R.W. Sauder, Inc.; NFC, Midwest; UEP/USEM; NuCal; Hillandale; MFI; and their affiliates, subsidiaries, parents and co-conspirators.<sup>1</sup>
  - “Producers” include any person or entity that owns, contracts for the use of, leases, or otherwise controls hens for the purpose of producing eggs for sale, and the parents, subsidiaries, and affiliated companies of each such Producer.
  - “Shell Eggs” are eggs produced from caged birds that are sold in the shell for consumption or for breaking and further processing, but excludes “specialty” shell eggs (such as “organic,” “certified organic,” “free range,” “cage free,” “nutritionally enhanced,” or “vegetarian-fed”) and purchasers of hatching eggs, which are used by poultry breeders to produce breeder stock or growing stock for laying hens or meat.
  - “Egg Products” are the whole or any part of Shell Eggs, as described above, that have been removed from their shells and then processed, with or without additives, into dried, frozen, or liquid forms.
- Eligibility
  - To be eligible to share in the Settlement involving MFI, you must have purchased **Shell Eggs** in the United States directly from Defendants during the Class Period from **September 24, 2004 through December 31, 2008**.
  - Purchases of Egg Products are not included in the MFI Settlement.**
  - To be eligible to share in the Settlements involving Midwest, NFC, and UEP/USEM, you must have purchased **Shell Eggs and/or Egg Products** in the United States **directly from any Producer, including any Defendant** (or from the parents, subsidiaries and affiliates of Producers or Defendants) during the Class Period from **January 1, 2000 through July 30, 2014**.
  - To be eligible to share in the Settlements involving NuCal you must have purchased **Shell Eggs and/or Egg Products** in the United States **directly from any Producer, including any Defendant** (or from the parents, subsidiaries and affiliates of Producers or Defendants) during the Class Period from **January 1, 2000 through October 3, 2014**.<sup>2</sup>
  - To be eligible to share in the Settlements involving Hillandale you must have purchased **Shell Eggs and/or Egg Products** in the United States **directly from any Producer, including any Defendant** (or from the parents, subsidiaries and affiliates of Producers or Defendants) during the Class Period from **January 1, 2000 through December 19, 2014**.
- Exclusions
  - Excluded from the Classes are Defendants, their co-conspirators, and their respective parents, subsidiaries and affiliates, as well as any government entities.
  - Also excluded from the Class are purchases of “specialty” shell eggs (such as “organic,” “certified organic,” “free range,” “cage free,” “nutritionally enhanced,” or “vegetarian-fed”) and purchasers of hatching eggs, which are used by poultry breeders to produce breeder stock or growing stock for laying hens or meat.

**REMINDER:** If you submit any portion of this Claim Form, please make sure to complete the Certification in Section VI.

<sup>1</sup> There is one minor difference between the definition of Defendant as it is used in connection with the Litigation Class as compared to the Settlement Classes. The Litigation Class includes purchases from only those Defendants that still remain in the Action at the time of trial, as well as any settling or dismissed Defendant found by the fact-finder to have been a co-conspirator. The Settlement Classes include any Defendant named in the Third Amended Consolidated Complaint, whether or not they are later found to be co-conspirators by a fact-finder.

<sup>2</sup> As set forth in the NuCal Settlement Agreement and as finally approved by the Court, the Settlement Class period for the NuCal Settlement Class is January 1, 2000 through the date of preliminary approval, which was granted on October 3, 2014. However, the February 2015 notice of the NuCal and Hillandale Settlements identified the NuCal Settlement Class period as January 1, 2000 through December 19, 2014, the same as the Hillandale Settlement. This form identifies the appropriate Settlement Class period for the NuCal Settlement.



**SECTION I: CLAIMANT CONTACT INFORMATION**

Name:  
 \_\_\_\_\_

Address:  
 \_\_\_\_\_  
 \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Telephone Number:  
 ( \_\_\_\_\_ ) \_\_\_\_\_ - \_\_\_\_\_

Email Address:  
 \_\_\_\_\_

**SECTION II: SUBSTITUTE IRS FORM W-9**

**SUBSTITUTE IRS FORM W-9**

**Substitute IRS Form W-9**

---

Enter the Claimant's federal taxpayer identification number:  
 \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_ OR \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_  
 Social Security Number Employer Identification Number  
 (for individuals) (for corporations, trusts, etc.)

Print Claimant name:  
 \_\_\_\_\_

Under penalties of perjury, I certify that:

1. The taxpayer identification number shown on this form is the taxpayer identification number of named Claimant, **and**
2. Claimant is not subject to backup withholding because: (a) Claimant is exempt from backup withholding, or (b) Claimant has not been notified by the Internal Revenue Service (IRS) that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified Claimant that Claimant is no longer subject to backup withholding.

Note: If you have been notified by the IRS that you are subject to backup withholding, you must cross out item 2 above.

**The IRS does not require your consent to any provision of this document other than this Form W-9 certification to avoid backup withholding.**





### **SECTION III: MICHAEL FOODS SETTLEMENT - SHELL EGG CLAIM PURCHASES**

**Complete this section only if you wish to partake and receive a monetary benefit from the MFI Settlement for any and all Shell Egg purchases made directly from any Defendant in the United States from September 24, 2004 through December 31, 2008.**

**NOTE:** If you previously submitted a valid Claim Form in the Moark or Cal-Maine Settlements, the below table will identify your Shell Egg purchases from Defendants for the period 2005-2008 that you previously submitted.

The amount paid in U.S. dollars must be the net amount paid after deducting any discounts, rebates, taxes, freight charges, and delivery charges. You may attach additional sheets if needed. If purchase records are available to allow you to calculate and document the sum amount of Shell Egg purchases, you must base your claim on those records. If records are not available, you may submit purchase information based on estimates. Any purchase information based on estimates must include an adequate explanation as to why purchase documents are not available and why estimates are reasonable.

<b>PRODUCER</b>	<b>YEAR</b>	<b>SHELL EGG QUANTITY</b>	<b>TOTAL COST</b>
Michael Foods	September 24, 2004 to December 31, 2004		
Michael Foods	2005 - 2008		
Sparboe Farms, Inc.	September 24, 2004 to December 31, 2004		
Sparboe Farms, Inc.	2005 - 2008		
Moark, LLC / Norco Ranch, Inc., / Land O'Lakes, Inc.	September 24, 2004 to December 31, 2004		
Moark, LLC / Norco Ranch, Inc., / Land O'Lakes, Inc.	2005 - 2008		
Cal-Maine Foods, Inc.	September 24, 2004 to December 31, 2004		
Cal-Maine Foods, Inc.	2005 - 2008		
NFC	September 24, 2004 to December 31, 2004		
NFC	2005 - 2008		
Midwest	September 24, 2004 to December 31, 2004		
Midwest	2005 - 2008		
NuCal	September 24, 2004 to October 3, 2004		
NuCal	2005 - 2008		



PRODUCER	YEAR	SHELL EGG QUANTITY	TOTAL COST
Hillandale-Gettysburg, L.P./ Hillandale Farms of Pa., Inc.	September 24, 2004 to December 31, 2004		
Hillandale-Gettysburg, L.P./ Hillandale Farms of Pa., Inc.	2005 - 2008		
Rose Acre Farms, Inc.	September 24, 2004 to December 31, 2004		
Rose Acre Farms, Inc.	2005 - 2008		
Ohio Fresh Eggs, LLC	September 24, 2004 to December 31, 2004		
Ohio Fresh Eggs, LLC	2005 - 2008		
Daybreak Foods, Inc.	September 24, 2004 to December 31, 2004		
Daybreak Foods, Inc.	2005 - 2008		
R.W. Sauder, Inc.	September 24, 2004 to December 31, 2004		
R.W. Sauder, Inc.	2005 - 2008		

The amount paid in U.S. dollars must be the net amount paid after deducting any discounts, rebates, taxes, freight charges, and delivery charges. You may attach additional sheets if needed. If purchase records are available to allow you to calculate and document the sum amount of Shell Egg purchases, you must base your claim on those records. If records are not available, you may submit purchase information based on estimates. Any purchase information based on estimates must include an adequate explanation as to why purchase documents are not available and why estimates are reasonable.

All claims are subject to audit by the Claims Administrator. Incomplete, invalid, or fraudulent claims will be denied. You may be required to provide all underlying documentation supporting your claim at a later time. Please retain all documents supporting your claim until the conclusion of this litigation.

Attach copies of a **minimum of two invoices and/or other supporting documents** used to calculate purchase costs for each Defendant.

**SECTION IV: MICHAEL FOODS SETTLEMENT - SUBMISSION TO JURISDICTION AND RELEASE**

**SUBMISSION TO JURISDICTION OF THE DISTRICT COURT:** This Claim Form is submitted on behalf of the Claimant under the terms of the Settlement Agreement in the Action described in the Notice. You hereby affirm that you are a member of the Class or the transferee or assignee of, or the successor to, the claims of a Class Member. You hereby submit to the jurisdiction of the United States District Court for the Eastern District of Pennsylvania with respect to its claim to participate in the Class and for the purposes of enforcing the release set forth herein. You further acknowledge that you are bound by and subject to the terms of any orders or judgments that may be entered by the Court in the Action with respect to the Settlement of the claims of the Class against MFI, as described in the accompanying Notice. You agree to furnish additional information to the Settlement Claims Administrator to support this claim if required to do so.

**RELEASE:** If the Settlement Agreement is approved by the Court in accordance with its terms, you ("Claimant") will release the Released Claims described below that you may have against MFI. If you do not submit a Claim Form, but do not elect to exclude yourself from the Class, you will nonetheless be releasing the Released Claims.

MFI shall be completely released, acquitted, and forever discharged from any and all claims, demands, actions, suits and causes of action, whether Class, individual or otherwise in nature, that Claimant ever had, now has, or hereafter can, shall, or may have on account of or arising out of, any and all known and unknown, foreseen and unforeseen, suspected or unsuspected injuries or damages, and the consequences thereof, arising out of or resulting from: (i) any agreement or understanding between or among two or more Defendants, (ii) Defendants' reduction or restraint of supply, Defendants' reduction of or restrictions on production capacity, or (iii) Defendants' pricing, selling, discounting, marketing, or distributing of Shell Eggs in the United States or elsewhere. The claims released hereunder include but are not limited to any conduct alleged, and causes of action asserted, or that could have been alleged or asserted, whether or not concealed or hidden, in the Complaints filed in the Action (the "Complaints"), which in whole or in part arise from or are related to the facts and/or actions described in the Complaints, including under any federal or state antitrust, unfair competition, unfair practices, price discrimination, unitary pricing, trade practice, consumer protection, fraud, RICO, civil conspiracy law, or similar laws, including, without limitation, the Sherman Antitrust Act, 15 U.S.C. § 1 et seq., from the beginning of time to December 31, 2008, (the "Released Claims"). Claimant shall not, after the date of this Agreement, seek to recover against MFI for any of the Released Claims. Notwithstanding anything in this Paragraph, Released Claims shall not include, and this Agreement shall not and does not release, acquit or discharge, claims based solely on purchases of Shell Eggs outside of the United States on behalf of persons or entities located outside of the United States at the time of such purchases. This Release is made without regard to the possibility of subsequent discovery or existence of different or additional facts.

Each Claimant waives California Civil Code Section 1542 and similar or comparable present or future law or principle of law of any jurisdiction. Each Claimant hereby certifies that he, she, or it is aware of and has read and reviewed the following provision of California Civil Code Section 1542 ("Section 1542"): "A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor." The provisions of the release set forth above shall apply according to their terms, regardless of the provisions of Section 1542 or any equivalent, similar, or comparable present or future law or principle of law of any jurisdiction.

Each Claimant may hereafter discover facts other than or different from those which he, she, or it knows or believes to be true with respect to the claims that are the subject matter of this Settlement Agreement, but each Claimant hereby expressly and fully, finally and forever waives and relinquishes, and forever settles and releases any known or unknown, suspected or unsuspected, contingent or non-contingent, claim whether or not concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts, as well as any and all rights and benefits existing under (i) Section 1542 or any equivalent, similar or comparable present or future law or principle of law of any jurisdiction and (ii) any law or principle of law of any jurisdiction that would limit or restrict the effect or scope of the provisions of the release set forth above, without regard to the subsequent discovery or existence of such other or different facts.

In addition to the above, each Claimant hereby expressly and irrevocably waives and releases, upon this Settlement Agreement becoming finally approved by the Court, any and all defenses, rights, and benefits that each Claimant may have or that may be derived from the provisions of applicable law which, absent such waiver, may limit the extent or effect of the release contained above. Each Claimant also expressly and irrevocably waives any and all defenses, rights, and benefits that the Claimant may have under any similar statute in effect in any other jurisdiction that, absent such waiver, might limit the extent or effect of the release.

Released Claims do not include claims relating to payment disputes, physical harm, defective product, or bodily injury and do not include any Non-Settling Defendant or Other Settling Defendant.



**SECTION V: MIDWEST, NFC, UEP/USEM, NUCAL, AND HILLANDALE SETTLEMENTS - SHELL EGG AND EGG PRODUCT PURCHASES**

Complete this section only if you wish to partake in and receive a monetary benefit from:

- **The Midwest, NFC and UEP/USEM Settlements for any and all Shell Egg and/or Egg Product purchases made directly from any Defendant or other Producer in the United States from January 1, 2000 through July 30, 2014; and/or**
- **The NuCal Settlement for any and all Shell Egg and/or Egg Product purchases made directly from a Defendant or other Producer in the United States from January 1, 2000 through October 3, 2014.**
- **Hillandale Settlements for any and all Shell Egg and/or Egg Product purchases made directly from a Defendant or other Producer in the United States from January 1, 2000 through December 19, 2014.**

**NOTE:** If you filed a valid and timely Claim Form for your Shell Egg or Egg Products purchases in the Settlement with the Moark Defendants or Defendant Cal-Maine, you need not submit a new Claim Form to share in the NFC, Midwest, UEP/USEM, NuCal or Hillandale Settlements for those same purchases. In addition, you do not need to repeat any total purchases provided in the Michael Foods Section (Section III, above).

The amount paid in U.S. dollars must be the net amount paid after deducting any discounts, rebates, taxes, freight charges, and delivery charges. You may attach additional sheets if needed. If purchase records are available to allow you to calculate and document the sum amount of Shell Egg or Egg Product purchases (they must be specifically identified), you must base your claim on those records. If records are not available, you may submit purchase information based on estimates. Any purchase information based on estimates must include an adequate explanation as to why purchase documents are not available and why estimates are reasonable.

**Additional Special Directions:**

- Please identify by name the Producer or Defendant for which you are reporting purchase information.
- If reporting purchases in 2014, **the purchases must be identified in three parts:** (a) from January 1, 2014 through July 30, 2014, (b) from July 31, 2014 through October 3, 2014, and (c) October 4, 2014 through December 19, 2014.
- Example:

<b>PRODUCER / DEFENDANT:</b>	<b>PERIOD*</b>	<b>SHELL EGG QUANTITY</b>	<b>EGG PRODUCT QUANTITY</b>	<b>TOTAL COST</b>
NuCal	01/01/2013-12/31/2013		8,400	\$-----
NuCal	01/01/2014-07/30/2014	8,400		\$-----
NuCal	07/31/2014-10/03/2014	9,600		\$-----
NuCal	10/04/2014-12/19/2014	2,400	1,200	\$-----

- Please copy the table on the next page if additional space is needed. If providing through separate records or spreadsheets, please indicate with a cover page.





**SECTION VI: CERTIFICATION**

**I hereby certify under penalty of perjury that:**

1. The information provided in this Claim Form is accurate and complete to the best of my knowledge, information and belief;
2. I am authorized to submit this Claim Form on behalf of the Claimant;
3. I have documentation to support my claim and agree to provide additional information to the Claims Administrator to support my claim if necessary, OR, if I do not have documentation, I have explained why purchase documents are not available and why estimates are reasonable;
4. I am either (a) a member of the Settlement Class and did not request to be excluded from the Settlement Class or (b) the assignee or transferee of, or the successor to, the claim of a member of the Settlement Class and did not request to be excluded from the Settlement Class;
5. I am neither a Defendant, nor a parent, employee, subsidiary, affiliate or co-conspirator of a Defendant;
6. I am not a government entity;
7. I have not assigned or transferred (or purported to assign or transfer) or submitted any other claim for the same purchases of Shell Eggs and/or Egg Products and have not authorized any other person or entity to do so on my behalf; and
8. I have read and, by signing below, agree to all of the terms and conditions set forth in this Claim Form and the included notice.

I declare under penalty of perjury under the laws of the United States of America that the information provided in this Claim Form is true and correct.

\_\_\_\_\_ Date

\_\_\_\_\_ Signature

\_\_\_\_\_ Title or Position (if applicable)

\_\_\_\_\_ Print Name

**REMINDER CHECKLIST:**

- Please confirm all required information is provided including Claimant Information and purchase information. If any section is incomplete or blank, your claim may be denied.
  - Contact Information is provided.
  - Substitute W-9 Form must be complete.
  - Sections III and V are complete (if necessary).
  - All claims must include a minimum of two supporting documents as Proof of Purchase for each Producer / Defendant claimed.
  - Certification must be signed.
- Keep a copy of your Claim Form and supporting documents for your reference.
- The receipt of a Claim Form is not automatically confirmed by the Claims Administrator. If you wish to have confirmation that your submission was received you may choose to mail your Claim Form by U.S. Postal Service Certified Mail, return receipt requested.
- If your address changes after submitting your Claim Form, advise the Claims Administrator of your new address in writing.
- If you need additional information you may contact the Claims Administrator toll free at 1-866-881-8306. Additional information and copies of Court documents are available on the Settlement website, [www.EggProductsSettlement.com](http://www.EggProductsSettlement.com).
- **All Claim Forms must be postmarked** by, or pre-paid delivery service to be hand-delivered by, **October 9, 2017**, and mailed to:

*In re Processed Egg Products Antitrust Litigation*  
c/o GCG  
P.O. Box 9476  
Dublin, OH 43017-4576

PAGE LEFT INTENTIONALLY BLANK

**NEW INFORMATION – PLEASE READ THIS NOTICE CAREFULLY**

**If you purchased Shell Eggs or Egg Products produced in the United States directly from any Producer from January 1, 2000 through December 19, 2014, you could be affected by a Class Action Lawsuit.**

*A Federal Court authorized this notice. This is not a solicitation from a lawyer.*

**WHAT’S DIFFERENT ABOUT THIS NOTICE?**

The purpose of this notice is to:

- Announce an Order certifying a Litigation Class and the deadline to exclude yourself from the Litigation Class.
- Provide information regarding a new settlement with Michael Foods, Inc. (“MFI”); a process and deadline for submitting claims; a process and deadline for objecting to the MFI Settlement; a process and deadline for objecting to a request for attorneys’ fees and reimbursement of expenses from the MFI Settlement; and a process and deadline for excluding yourself from the MFI Settlement.
- Provide a process and deadline for submitting claims in connection with previously-approved settlements with National Food Corporation (“NFC”), Midwest Poultry Services, L.P. (“Midwest”), United Egg Producers and United States Egg Marketers (collectively, “UEP/USEM”), Nucal Foods, Inc. (“NuCal”), and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. (collectively, “Hillandale”).

**COMPARISON OF THE LITIGATION CLASS AND THE SETTLEMENT CLASSES**

<b>Class</b>	<b>Eligible Product</b>	<b>Purchased From</b>	<b>Purchase Period</b>
Litigation Class	Shell Eggs	Defendants	09/24/2004 – 12/31/2008
MFI Settlement Class	Shell Eggs	Defendants	09/24/2004 – 12/31/2008
NFC, Midwest, and UEP/USEM Settlement Classes	Shell Eggs and Egg Products	Defendants and other Egg Producers	01/01/2000 – 07/30/2014
NuCal Settlement Classes	Shell Eggs and Egg Products	Defendants and other Egg Producers	01/01/2000 – 10/03/2014**
Hillandale Settlement	Shell Eggs and Egg Products	Defendants and other Egg Producers	01/01/2000 – 12/19/2014

- **“Defendants”** are Sparboe Farms, Inc.; Moark, LLC; Norco Ranch, Inc.; Land O’Lakes, Inc.; Cal-Maine Foods, Inc.; Daybreak Foods, Inc.; Rose Acre Farms, Inc.; Ohio Fresh Eggs, LLC; R.W. Sauder, Inc.; NFC, Midwest; UEP/USEM; Nucal; Hillandale; MFI; and their affiliates, subsidiaries, parents and co-conspirators.
- **“Producers”** include any person or entity that owns, contracts for the use of, leases, or otherwise controls hens for the purpose of producing eggs for sale, and the parents, subsidiaries, and affiliated companies of each such Producer.
- **“Shell Eggs”** are eggs produced from caged birds that are sold in the shell for consumption or for breaking and further processing, but exclude “specialty” Shell Eggs (certified organic, nutritionally enhanced, cage free, free range, and vegetarian-fed types) and “hatching” Shell Eggs (used by poultry breeders to produce breeder stock or growing stock for laying hens or meat).
- **“Egg Products”** are the whole or any part of Shell Eggs, as described above, that have been removed from their shells and then processed, with or without additives, into dried, frozen, or liquid forms.

Excluded from the Classes are Defendants, their co-conspirators, and their respective parents, subsidiaries and affiliates, as well as any government entities. Also excluded from the Class are purchases of “specialty” shell eggs (such as “organic,” “certified organic,” “free range,” “cage free,” “nutritionally enhanced,” or “vegetarian-fed”) and purchasers of hatching eggs, which are used by poultry breeders to produce breeder stock or growing stock for laying hens or meat.

**NOTE:** Litigation Class members that opt out of the Litigation Class will be unable to participate in any future settlements with the remaining non-settling Defendants though they are still permitted to participate in the MFI Settlement.

- YOUR RIGHTS AND OPTIONS—AND THE DEADLINES TO EXERCISE THEM—ARE EXPLAINED IN THIS NOTICE.
- YOUR LEGAL RIGHTS ARE AFFECTED WHETHER YOU ACT OR DON’T ACT. READ THIS NOTICE CAREFULLY.

\*\* As set forth in the NuCal Settlement Agreement and as finally approved by the Court, the Settlement Class period for the NuCal Settlement Class is January 1, 2000 through the date of preliminary approval, which was granted on October 3, 2014. However, the February 2015 notice of the NuCal and Hillandale Settlements identified the NuCal Settlement Class period as January 1, 2000 through December 19, 2014, the same as the Hillandale Settlement. This form identifies the appropriate Settlement Class period for the NuCal Settlement.



## SUMMARY OF YOUR LEGAL RIGHTS AND OPTIONS

LITIGATION CLASS: YOUR LEGAL RIGHTS AND OPTIONS —Shell Egg Purchases Only—		
You May:	Explanation	Deadline
Take no action.	You will remain a member of the Litigation Class for purposes of trial and will be bound by any outcome.	None.
Exclude yourself from the Litigation Class.	You will no longer be a member of the Litigation Class and will not participate in or be bound by any trial. Class Counsel will no longer represent your interests in this litigation.  You will be unable to participate in any <i>future</i> settlements with the Litigation Class. (But you may still participate in the MFI Settlement if you do not exclude yourself from it.)  <b>If you have a pending lawsuit against a Non-Settling Defendant involving the same legal issues in this case, speak to your lawyer in that case immediately about your options.</b>	Postmarked or pre-paid delivery service of exclusion by October 9, 2017.
MFI SETTLEMENT CLASS : YOUR LEGAL RIGHTS AND OPTIONS —Shell Egg Purchases Only—		
You May:	Explanation	Deadline
Take no action.	You will receive the non-monetary benefits of the MFI Settlement and give up the right to sue MFI with respect to the claims asserted in this case.	None.
Exclude yourself from the MFI Settlement.	This is the only option that allows you to ever be a part of any other lawsuit against MFI with respect to the claims asserted in this case. You will not become a member of the MFI Settlement Class. If you exclude yourself, you will be able to bring a separate lawsuit against MFI with respect to the claims asserted in this case.  <b>If you have a pending lawsuit against MFI involving the same legal issues in this case, speak to your lawyer in that case immediately. You must exclude yourself from the MFI Settlement in order to continue your own lawsuit against MFI.</b>	Postmarked or pre-paid delivery service of exclusion by October 9, 2017.
Object to the MFI Settlement.	You will remain in the MFI Settlement Class, but you have the right to comment on the terms of the MFI Settlement or the Fee Petition.	Postmarked or pre-paid delivery service of objection by October 9, 2017.
Go to the Fairness Hearing.	If you timely file an objection, you may request to speak in Court regarding the fairness of the MFI Settlement or the Fee Petition.	Hearing scheduled for November 6, 2017 at 10:00 a.m. E.T. This date is subject to change without further notice. Please check the settlement website for updates, <a href="http://www.eggproductsettlement.com">www.eggproductsettlement.com</a> .
Submit a claim form.	You may be eligible to receive a payment from the MFI Settlement <i>if</i> you submit a timely Claim Form (by first-class mail postmarked by, or pre-paid delivery service to be hand-delivered by, October 9, 2017). You will give up the right to sue MFI with respect to the claims asserted in this case.	Postmarked or pre-paid delivery service of claim form by October 9, 2017.

QUESTIONS? CALL 1 (866) 881-8306 OR VISIT [WWW.EGGPRODUCTSETTLEMENT.COM](http://WWW.EGGPRODUCTSETTLEMENT.COM)

**SUMMARY OF YOUR LEGAL RIGHTS AND OPTIONS, continued**

**OPTION TO SUBMIT A CLAIM FORM TO SHARE IN THE  
NFC, MIDWEST, UEP/USEM, NUCAL, & HILLANDALE SETTLEMENTS**  
*—Shell Egg & Egg Product Purchases—*

<b>You May:</b>	<b>Explanation</b>	<b>Deadline</b>
If you did not exclude yourself from the NFC, Midwest, UEP/USEM, NuCal, or Hillandale Settlements, you may submit a claim form now.	You may be eligible to receive a payment from the NFC, Midwest, UEP/USEM, NuCal & Hillandale Settlements <i>if</i> you submit a timely Claim Form (by first-class mail postmarked by, or pre-paid delivery service to be hand-delivered by, October 9, 2017).	Postmarked or pre-paid delivery service of claim form by October 9, 2017.

**WHAT THIS NOTICE CONTAINS**

**BASIC INFORMATION..... 5**

- 1. Why did I receive this notice package?
- 2. What is this lawsuit about?
- 3. Has the Court finally approved other settlements in this case?
- 4. Who are the lawyers representing you?
- 5. How will the lawyers be paid?

**THE LITIGATION CLASS..... 6**

- 6. Who is included in the Litigation Class?
- 7. What does it mean to exclude myself from the Litigation Class?
- 8. How do I exclude myself from the Litigation Class?
- 9. What happens if I do nothing?
- 10. When is the trial and do I have to attend?

**THE PROPOSED MFI SETTLEMENT CLASS & CLAIMS PROCESS..... 7**

- 11. Who is included in the MFI Settlement Class?
- 12. What does the MFI Settlement provide?
- 13. How will the MFI Settlement Fund be distributed?
- 14. How do I file a Claim Form in the MFI Settlement?
- 15. What is the difference between excluding myself from the MFI Settlement or objecting to the MFI Settlement?
- 16. How do I exclude myself from the MFI Settlement?
- 17. How do I object to the proposed MFI Settlement?
- 18. What happens if I do nothing?
- 19. What is the effect of the Court’s final approval of the MFI Settlement?
- 20. When is the final Fairness Hearing?

**THE NFC, MIDWEST, UEP/USEM, NUCAL, AND HILLANDALE CLAIMS PROCESS..... 10**

- 21. Who is eligible to file a claim in the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlements?
- 22. How will the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlement Funds be distributed?
- 23. How do I file a Claim Form in the NFC, Midwest, UEP/USEM, Nucal, and Hillandale Settlements?
- 24. Must I file a Claim Form for the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlements if I’m filing a Claim Form in the MFI Settlement?

**FOR MORE INFORMATION ..... 12**

## BASIC INFORMATION

**1. Why did I receive this notice package?**

You or your company may have purchased Shell Eggs or Egg Products from one or more egg Producers, including any Defendant, during the period from 1/1/2000 through 12/19/2014. This class action lawsuit and the information described in this notice relate to those purchases. This notice explains that:

- The Court has allowed, or “certified,” a class of Shell Egg purchasers on whose behalf a class action will be prosecuted. This class action lawsuit may affect you. This is called the Litigation Class. You have legal rights and options that you may exercise before the Court holds a trial. The trial is to decide whether the Litigation Class, through Class Counsel, can prove the claims they have made against the remaining Defendants on your behalf.
- There is a proposed settlement with MFI that has been preliminarily approved by the Court. You have a right to know about the settlement and have legal rights and options that you may exercise before the Court decides whether to finally approve the settlement.
- There are settlements with NFC, Midwest, UEP/USEM, NuCal, & Hillandale that have already received final approval by the Court. Notice of these Settlements was previously provided to the members of those settlement classes. If you did not previously exclude yourself from these settlements, you have the option to now submit a claim form to receive payment from these settlements.

**2. What is this lawsuit about?**

Plaintiffs allege that Defendants conspired to decrease the supply of eggs which caused the price of eggs to artificially increase and direct purchasers to pay more for Shell Eggs and Egg Products than they would have otherwise paid.<sup>1</sup> Defendants have denied all liability for this conduct and asserted that their conduct was lawful and/or exempt from the antitrust laws, among other defenses. On 9/18/2015 (as amended 11/12/2015), the Court certified a Litigation Class of all individuals and entities that purchased Shell Eggs (**but not Egg Products**) in the United States directly from Defendants. On 2/2/2016, the Court defined the Litigation Class Period as 9/24/2004 through 12/31/2008.

**3. Has the Court finally approved other settlements in this case?**

Yes. The Court has previously granted final approval to the following settlements:

- **Sparboe Settlement**—Plaintiffs settled with Defendant Sparboe Farms Inc. for cooperation that substantially assisted Plaintiffs in prosecuting the claims in this Action.
- **Moark Settlement**—Plaintiffs settled with Defendants Moark, LLC, Norco Ranch, Inc., and Land O’Lakes, Inc. (“Moark Defendants”) for \$25 million and cooperation. This Settlement Fund has been distributed to the Settlement Class.
- **Cal-Maine Settlement**—Plaintiffs settled with Defendant Cal-Maine Foods, Inc. for \$28 million and cooperation. The submission deadline for claims in this settlement has passed and funds will be distributed in the coming months.
- **NFC Settlement**—Plaintiffs settled with NFC for \$1 million and cooperation.
- **Midwest Settlement**—Plaintiffs settled with Midwest for \$2.5 million and cooperation.
- **UEP/USEM Settlement**—Plaintiffs settled with Defendants UEP and USEM for \$500,000 and cooperation.
- **NuCal Settlement**—Plaintiffs and NuCal settled for \$1,425,000 and cooperation.
- **Hillandale Settlement**—Plaintiffs and Defendants Hillandale Pa. and Hillandale-Gettysburg settled for \$3 million and cooperation.

The Defendants remaining in this case are: Rose Acre Farms, Inc.; Ohio Fresh Eggs, LLC; & R.W. Sauder, Inc. (collectively, “Non-Settling Defendants”).

<sup>1</sup> This lawsuit alleges injuries to *direct* egg purchasers only, that is, entities or individuals who bought eggs directly from Defendants. A separate case is pending wherein the plaintiffs allege a conspiracy to fix egg prices that injured *indirect* egg purchasers. An indirect egg purchaser buys eggs from a direct purchaser of eggs (such as a retailer or distributor) or another indirect purchaser.

**4. Who are the lawyers representing you?**

The Court appointed Stanley D. Bernstein of Bernstein Liebhard LLP, Michael D. Hausfeld of Hausfeld LLP, Mindee J. Reuben of Lite DePalma Greenberg, LLC, and Stephen D. Susman of Susman Godfrey LLP to represent the Litigation Class and the MFI Settlement Class. These lawyers are called Class Counsel. You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense. You are not personally responsible for payment of attorneys' fees or expenses for Class Counsel.

**5. How will the lawyers be paid?**

Class Counsel are paid attorneys' fees and expenses out of the settlement funds and, if successful at trial, by Defendants found liable for the claims. Class Counsel was previously awarded expenses by the Court out of the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlement Funds and will not be seeking further fees or expenses, other than claim administration costs, from those Settlement Funds.

With respect to the MFI Settlement, Class Counsel will file a motion (the "Fee Petition") on or before September 8, 2017 that asks the Court to approve payment of attorneys' fees in an amount not to exceed 33 1/3% of \$75 million, as well as for reimbursement of litigation costs and expenses incurred, including fees and costs expended while providing notice to the Class and administering the settlement. Once filed, the Fee Petition will be available on the settlement website, [www.eggproductssettlement.com](http://www.eggproductssettlement.com), and you will have an opportunity to object to it (¶ 17). Any fees and expenses approved by the Court in connection with the Fee Petition will be paid out of only the MFI Settlement Fund.

**THE LITIGATION CLASS**

**6. Who is included in the Litigation Class?**

You are a member of the Litigation Class certified by the Court if you fit the following definition: All individuals and entities that purchased Shell Eggs from caged birds in the United States directly from Defendants during the Class Period from 9/24/2004 through 12/31/2008.

Excluded from the Class are Defendants, their co-conspirators, and their respective parents, subsidiaries and affiliates, as well as any government entities. Also excluded from the Class are purchases of "specialty" shell eggs (such as "organic," "certified organic," "free range," "cage free," "nutritionally enhanced," or "vegetarian-fed") and purchases of hatching eggs, which are used by poultry breeders to produce breeder stock or growing stock for laying hens or meat.

Persons or entities that fall within the definition of the Litigation Class and do not exclude themselves will be bound by the results of this litigation.

**7. What does it mean to exclude myself from the Litigation Class?**

If you are included in the definition of the Litigation Class (¶ 5) and you want to sue *any* of the Non-Settling Defendants (Rose Acre Farms, Inc.; Ohio Fresh Eggs, LLC; and R.W. Sauder, Inc.) separately about any of the claims in this lawsuit, you must exclude yourself from the Litigation Class. If you exclude yourself, you will not be entitled to any money from future distributions if Plaintiffs obtain any money as a result of a trial or from any future settlements with the Non-Settling Defendants.

**If you have a pending lawsuit against a Non-Settling Defendant involving the same legal issues in this case, speak to your lawyer in that case immediately. You must exclude yourself from the Litigation Class in order to continue your own lawsuit against one or more of the Non-Settling Defendants.**

**8. How do I exclude myself from the Litigation Class?**

If you are a member of the Litigation Class and you decide that you want to exclude yourself from the Litigation Class, you must send an “Exclusion Request” by first-class mail postmarked by, or pre-paid delivery service to be hand-delivered by,<sup>2</sup> October 9, 2017 to the following address:

*In re Processed Egg Products Antitrust Litigation*– EXCLUSIONS  
c/o GCG, Claims Administrator  
P.O. Box 9476  
Dublin, OH 43017-4576

Your written request should specify the identity of the party that wishes to be excluded, contact information, and a statement that you wish to be excluded **from the Litigation Class**.

**NOTE:** Excluding yourself from the Litigation Class will not exclude you from the MFI Settlement Class. You must separately exclude yourself from the MFI Settlement if you do not want to participate in it (see ¶ 16).

**9. What happens if I do nothing?**

If you do nothing, you will remain a member of the Litigation Class. As a member of Litigation Class, you will be represented by the law firms listed in ¶ 4, and you will not be charged out-of-pocket fees or expenses for the services of such counsel and any other class counsel. Rather, counsel will be paid, if at all, as allowed by the Court from some portion of whatever money they may ultimately recover for you and other members of the Litigation Class. If you want to be represented by your own lawyer, you may hire one at your own expense.

**10. When is the trial and do I have to attend?**

A trial date has not yet been scheduled. You should consult the settlement website, [www.eggproductssettlement.com](http://www.eggproductssettlement.com) for updates regarding a trial date, which is subject to change without future notice. You do not have to attend the trial. Class Counsel (¶ 4) will present the case for Plaintiffs. You and/or your own attorney are welcome to attend the trial at your own expense.

**THE PROPOSED MFI SETTLEMENT CLASS & CLAIMS PROCESS**

**11. Who is included in the MFI Settlement Class?**

You are a member of MFI Settlement Class if you fit the following definition: All individuals and entities that purchased Shell Eggs (shell eggs from caged birds) in the United States directly from Defendants during the Class Period from 9/24/2004 through 12/31/2008.

Excluded from the Class are Defendants, their co-conspirators, and their respective parents, subsidiaries and affiliates, as well as any government entities. Also excluded from the Class are purchases of “specialty” shell eggs (such as “organic,” “certified organic,” “free range,” “cage free,” “nutritionally enhanced,” or “vegetarian-fed”) and purchasers of hatching eggs, which are used by poultry breeders to produce breeder stock or growing stock for laying hens or meat.

Persons or entities that fall within the MFI Settlement Class and do not exclude themselves from that Settlement will be bound by the terms of the Settlement and its release.

**12. What does the MFI Settlement provide?**

After engaging in settlement discussions both formally and informally, Plaintiffs and MFI reached a Settlement on December 8, 2016. The MFI settlement is between Plaintiffs and MFI only; it does not affect any of the Non-Settling Defendants against whom this case continues. Pursuant to the terms of the MFI Settlement, Plaintiffs will release MFI

---

<sup>2</sup> If you wish to mail your submission by pre-paid delivery service to be hand-delivered, you may send your mail to the following address:  
In re Processed Egg Products Antitrust Litigation c/o GCG, 1531 Utah Avenue South, Suite 600, Seattle, WA 98134.



from all pending claims. In exchange, MFI has agreed to pay \$75 million into a settlement fund to compensate Class Members, and to cooperate with Plaintiffs prior to and at the time of trial of the claims against the Non-Settling Defendants. If Class Members whose combined annual purchases of Shell Eggs from MFI, Non-Settling Defendants, or other settling Defendants over the Class Period equal or exceed a threshold percentage of Total Sales by those Defendants, as agreed to by Plaintiffs and MFI under a separate agreement provided to the Court for *in camera* review, choose to exclude themselves from the MFI Settlement, MFI has the right to terminate the Settlement.

The full text of the MFI Settlement Agreement is available at [www.eggproductssettlement.com](http://www.eggproductssettlement.com).

On June 26, 2017, the Court granted preliminary approval of the MFI Settlement, finding it sufficiently fair, reasonable, and adequate to warrant notifying the Settlement Class. It is the opinion of Class Counsel that the Settlement Agreement with MFI is fair and reasonable and in the best interests of the Class.

The MFI Settlement should not be taken as an admission by MFI of any allegation by Plaintiffs or wrongdoing of any kind. Finally, the Court ordered that Plaintiffs shall provide notice of the MFI Settlement to all members of the Settlement Class who can be identified through reasonable effort.

### 13. How will the MFI Settlement Fund be distributed?

The \$75 million paid by MFI may be reduced by court-ordered attorneys' fees and reimbursement of litigation expenses, and the cost of notice and administration of the MFI Settlement, as approved by the Court. The remainder of the MFI Settlement will be distributed on a *pro rata* basis among the members of the Class who timely and properly submit a valid Claim Form. Your *pro rata* share will be based on the dollar amount of your direct purchases of Shell Eggs in the United States from Defendants as compared to the total purchases of Shell Eggs in the United States from Defendants by all Class Members submitting timely and valid Claim Forms. The Court retains the power to approve or reject, in part or in full, any individual claim of a Class Member based on equitable grounds. Because the alleged overcharge resulting from the conspiracy alleged by Plaintiffs is only a portion of the price paid for Shell Eggs, your recovery will be less than the total amount you paid.

### 14. How do I file a Claim Form in the MFI Settlement?

The Claim Form and instructions for filing a proof of claim are included with the Claim Form provided with this notice.

You should carefully read the description of the MFI Settlement Class set forth earlier in this notice (§ 11) to verify that you are a Class Member. Next, you should review your records and confirm that you purchased Shell Eggs from one or more Defendants (or their affiliates) during the relevant time period. Then, included with this notice, you will find a Claim Form for the MFI Settlement which must be completed by the Class Member and returned to the address indicated on the Claim Form. Claim Forms must be sent by first-class mail postmarked by, or pre-paid delivery service to be hand-delivered by, October 9, 2017.

If you previously filed a valid and timely Claim Form in a prior settlement that specifically identified your **Shell Egg purchases from Defendants** for the years **2005 through 2008**, you need not submit a new Claim Form in the MFI Settlement for those particular years. **But if you wish to receive credit for 2004 Shell Egg purchases from Defendants**, you must submit a new Claim Form specifying purchases from September 24, 2004 through December 31, 2004. You will receive an award based on all of your eligible purchases. If you do not wish to receive an award from the MFI Settlement for Shell Egg Purchases from 2004, or you do not need to change or supplement purchases that were previously included in your prior Claim Form(s), you need not submit a new Claim Form.

**15. What is the difference between excluding myself from the MFI Settlement or objecting to the MFI Settlement?**

If you exclude yourself from the MFI Settlement, you will not receive any benefits from it and you cannot object to it.

- If you want to sue MFI, on your own, about the legal issues in this case, then you must exclude yourself from the settlement with MFI. Unless you exclude yourself, you give up any right to sue MFI for the claims that the proposed MFI Settlement resolves.
- If you have a pending lawsuit against MFI involving the same legal issues in this case, speak to your lawyer in that case immediately. You must exclude yourself from the Litigation Class in order to continue your own lawsuit against MFI. Unless you exclude yourself, you give up any right to sue MFI for the claims that the proposed MFI Settlement resolves.

If you object to the MFI Settlement, you will remain a member of the MFI Settlement Class. Objecting is simply telling the Court that you don't like something about the Settlement. You can object to or otherwise comment on any term of the Settlement, including why you think the Court should not approve the MFI Settlement. You may also comment on or object to the Fee Petition (¶ 5). The Court will consider your views.

**16. How do I exclude myself from the MFI Settlement Class?**

If you are a member of the MFI Settlement Class and you decide that you want to exclude yourself from the MFI Settlement Class, you must send an "Exclusion Request" by first-class mail postmarked by, or pre-paid delivery service to be hand-delivered by,<sup>3</sup> October 9, 2017 to the following address:

*In re Processed Egg Products Antitrust Litigation*—EXCLUSIONS  
 c/o GCG, Claims Administrator  
 P.O. Box 9476  
 Dublin, OH 43017-4576

Your written request should specify the identity of the party that has chosen to be excluded, contact information, and a statement that you wish to be excluded **from the MFI Settlement Class**.

**NOTE:** Excluding yourself from the MFI Settlement Class will not exclude you from the Litigation Class; such exclusion must be done independently (see ¶ 8).

**17. How do I object to the proposed MFI Settlement?**

In order for the Court to consider your objection to the MFI Settlement (or the Fee Petition), your objection must be sent by first-class mail postmarked by, or pre-paid delivery service to be hand-delivered by October 9, 2017, to each of the following:

THE COURT	FOR THE PLAINTIFFS	FOR DEFENDANT MFI
United States District Court James A. Byrne Federal Courthouse Office of the Clerk of the Court 601 Market Street, Room 2609 Philadelphia, PA 19106-1797	Mindee J. Reuben LITE DEPALMA GREENBERG LLC 1835 Walnut Street, Suite 2700 Philadelphia, PA 19103	Carrie C. Mahan WEIL, GOTSCHAL & MANGES LLP 1300 Eye Street NW Washington, D.C. 20005

Your objection(s) must be in writing and must provide evidence of your membership in the MFI Settlement Class. The written objection should state the precise reason or reasons for the objection(s), including any legal support you wish to bring to the Court's attention and any evidence you wish to introduce in support of the objection. You may, but need not, file the objection(s) through an attorney. You are responsible for paying your attorney.

<sup>3</sup> If you wish to mail your submission by pre-paid delivery service to be hand-delivered, you may send your mail to the following address:  
 In re Processed Egg Products Antitrust Litigation c/o GCG, 1531 Utah Avenue South, Suite 600, Seattle, WA 98134.



If you are a member of the MFI Settlement Class, you have the right to voice your objection to the Settlement at the Fairness Hearing (§ 20). In order to do so, you must follow all instructions for objecting in writing (as stated above). You may object in person and/or through an attorney. You are responsible for paying your attorney and any costs related to your or your attorney's attendance at the hearing. You need not attend the Fairness Hearing in order for the Court to consider your objection.

**18. What happens if I do nothing?**

If you do nothing, you will remain a member of the MFI Settlement Class. As a member of MFI Settlement Class, you will be represented by the law firms listed in ¶ 4, and you will not be charged fees or expenses for the services of such counsel and any other class counsel. Rather, counsel will be paid, if at all and as allowed by the Court, from the MFI Settlement Fund. If you want to be represented by your own lawyer, you may hire one at your own expense.

**19. What is the effect of the Court's final approval of the MFI Settlement?**

If the Court grants final approval and you do not exclude yourself from it, the MFI Settlement will be binding upon you and all other members of the Settlement Class. By remaining a part of the MFI Settlement, if approved, you will give up any claims against MFI relating to the claims made or which could have been made in this lawsuit. By remaining a part of the Settlement, you will retain all claims against all other remaining Defendants, named and unnamed.

**20. When is the Final Fairness Hearing?**

The Court has scheduled a final "Fairness Hearing" at 10:00 a.m. on November 6, 2017 at the following address:

United States District Court  
James A. Byrne Federal Courthouse  
601 Market Street  
Courtroom 10B  
Philadelphia, PA 19106-1797

The purpose of the Fairness Hearing is to determine whether the MFI Settlement is fair, reasonable, and adequate and whether the Court should enter judgment granting final approval of the Settlement. You do not need to attend this hearing. You or your own lawyer may attend the hearing if you wish, at your own expense. **Please note that the Court may choose to change the date and/or time of the Fairness Hearing without further notice of any kind. Class Members are advised to check [www.eggproductsettlemnt.com](http://www.eggproductsettlemnt.com) for updates.**

**THE FINALLY-APPROVED SETTLEMENTS WITH NFC, MIDWEST,  
UEP/USEM, NUCAL, AND HILLANDALE**

**NOTE:** The NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlements were previously approved by the Court, and the deadline to object to and exclude yourself from these Settlements has passed. The Court also previously approved the reimbursement of expenses and payment of incentive awards from these Settlements.

**21. Who is eligible to file a claim in the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlements?**

You are a member of the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlement Classes if (i) you did not previously exclude yourself from these Settlements, and (ii) you purchased Shell Eggs and/or Egg Products in the United States directly from any Producer, including any Defendant, from January 1, 2000 through July 30, 2014 (Midwest, NFC, and UEP/USEM Settlements), January 1, 2000 through October 3, 2014 (NuCal Settlement), and/or from January 1, 2000 through December 19, 2014 (Hillandale Settlement).

Excluded from the Settlement Classes are (a) Defendants; (b) Producers; (c) All government entities, as well as the Court and staff to whom this case is assigned, and any member of the Court's or staff's immediate family; and (d) Purchases of "specialty" Shell Eggs ("organic," "certified organic," "nutritionally enhanced," "cage-free," "free-range," and "vegetarian-fed types"), purchases of Egg Products produced from specialty Shell Eggs, and purchases of "hatching"

Shell Eggs (used by poultry breeders to produce breeder stock or growing stock for laying hens or meat), and any person or entity that purchased exclusively specialty or hatching eggs.

**22. How will the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlement Funds be distributed?**

The Court has previously approved Plaintiffs' request for reimbursement of expenses and payment of incentive awards to class representatives from this group of settlements. The NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlement Funds will also be reduced by the expense of providing notice to the Class and/or for administering the claims process. The remainder of these Settlement Funds will be distributed on a *pro rata* basis among the members of these Settlement Classes who timely and properly submit a valid Claim Form. Your *pro rata* share will be based on the dollar amount of your direct purchases of Shell Eggs and Egg Products in the United States from Producers (including Defendants) compared to the total purchases of Shell Eggs and Egg Products by all Class Members submitting timely and valid Claim Forms. The Court retains the power to approve or reject, in part or in full, any individual claim of a Class Member based on equitable grounds. Because the alleged overcharge resulting from the conspiracy alleged by Plaintiffs is only a portion of the price paid for Shell Eggs and Egg Products, your recovery will be less than the total amount you paid.

**23. How do I file a claim form in the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlements?**

The Claim Form and instructions for filing a proof of claim for these settlements are included with the Claim Form provided with this notice.

You should carefully read the descriptions of the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlement Classes set forth earlier in this notice to verify that you are a Class Member. Next, you should review your records and confirm that you purchased the Shell Eggs and/or Egg Products during the relevant time periods. Then, included with this notice, you will find a Claim Form which must be completed by the Class Member and returned to the address indicated on the Claim Form. Claim Forms must be sent by first-class mail postmarked by, or pre-paid delivery service to be hand-delivered by, October 9, 2017. ***Any Class Member who does not complete and timely return the Claim Form will not be entitled to share in these finally-approved Settlements.***

If you filed a valid and timely Claim Form for your Shell Egg or Egg Products purchases in the Settlement with the Moark Defendants or Defendant Cal-Maine, you need not submit a new Claim Form to share in the NFC, Midwest, UEP/USEM, NuCal, or Hillandale Settlements for those same purchases. **If you wish to receive an award for purchases that post-date those included in your valid Moark or Cal-Maine Claim Form**, you must submit another Claim Form, but it need include only those purchases that post-date or supplement those provided in your prior Claim Form(s). You will still receive an award based on all of your eligible purchases, including those provided in your prior Claim Forms. If you do not wish to receive an award from the NFC, Midwest, UEP/USEM, NuCal, or Hillandale Settlements for purchases that post-date or supplement those purchases that were previously included in your prior Claim Form(s), you need not submit a new Claim Form. You will receive an award based on the eligible purchases on your prior Claim Form.

**24. Must I file a claim form for the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlements if I'm filing a Claim Form in the MFI Settlement?**

Yes. The settlements involve different products, sellers, and time periods.

**FOR MORE INFORMATION**

For more detailed information concerning matters relating to the proposed MFI Settlement and the NFC, Midwest, UEP/USEM, NuCal, and Hillandale Settlements, you may wish to review the Settlement Agreements and the related Court Orders. These documents are available on the settlement website, [www.eggproductssettlement.com](http://www.eggproductssettlement.com), which also contains answers to “Frequently Asked Questions” as well as more information about the case.

Additionally, to learn more about the ongoing litigation or any of the aforementioned settlements, more detailed information concerning the matters discussed in this notice may be obtained from the pleadings, orders, transcripts and other proceedings, and other documents filed in these actions, all of which may be inspected free of charge during regular business hours at the Office of the Clerk of the Court, located at the address set forth in ¶ 20.

You may also obtain more information by calling the toll-free helpline at (866) 881-8306.

If your present address is different from the address on the envelope in which you received this notice, or if you did not receive this notice directly but believe you should have, please call the toll-free helpline.

**PLEASE DO NOT CONTACT THE COURT FOR INFORMATION REGARDING THIS LAWSUIT.**

Dated: June 26, 2017

**The Honorable Gene E. K. Pratter**

# Exhibit B





AUGUST 2017

# ConvenienceStore

WHAT'S NEXT IN CONVENIENCE FUEL RETAILING

## NEWS



# WONDER WOMEN

Fourth-annual Top Women in Convenience awards  
honor 50 formidable females.



### INSIDE

Seven Ways to Perk Up  
Your Coffee Bar

[csnews.com](http://csnews.com)

**EnsembleIQ**  
SMARTER TO MARKET

**Legal Notice**

- **IF YOU PURCHASED SHELL EGGS IN THE U.S. FROM 9/24/2004 - 12/31/2008 DIRECTLY FROM DEFENDANTS, YOU MAY BE A MEMBER OF A CERTIFIED LITIGATION CLASS AND A CLASS MEMBER IN A PROPOSED CLASS ACTION SETTLEMENT.**
- **IF YOU PURCHASED SHELL EGGS OR EGG PRODUCTS IN THE U.S. FROM 1/1/2000 - 12/19/2014 DIRECTLY FROM ANY PRODUCER, YOU HAVE THE OPPORTUNITY TO SUBMIT A CLAIM IN CONNECTION WITH CERTAIN PREVIOUSLY-APPROVED SETTLEMENTS.**

This legal notice is to announce certification of a Litigation Class; to provide information regarding a new settlement with Michael Foods, Inc. ("MFI"); and to provide information for submitting claims in connection with previously-approved settlements with National Food Corporation ("NFC"), Midwest Poultry Services, L.P. ("Midwest"), United Egg Producers and United States Egg Marketers ("UEP/USEM"), NuCal Foods, Inc. ("NuCal"), and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. ("Hillandale") in *In re Processed Egg Products Antitrust Litig.*, No. 08-md-2002 (E.D. Pa.).

**What is this lawsuit about?**

Plaintiffs allege that Defendants conspired to decrease the supply of eggs which caused the price of eggs to artificially increase and direct purchasers to pay more for Shell Eggs and Egg Products than they would have otherwise paid. Defendants have denied all liability for this conduct and asserted that their conduct was lawful and/or exempt from the antitrust laws, among other defenses.

**Who is included in the Litigation Class?**

The Litigation Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. If you exclude yourself, you will not be entitled to share in any future distributions if Plaintiffs obtain money from a trial or future settlements. The deadline to exclude yourself is October 9, 2017.

**Who/what is included in the MFI Settlement?**

The MFI Settlement Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. MFI will provide the Class with \$75 million and cooperation. Plaintiffs will release all claims against MFI. The deadline to submit a claim, submit an objection, or submit an exclusion is October 9, 2017.

**Who may submit a claim in connection with the NFC, Midwest, UEP/USEM, NuCal & Hillandale Settlements?**

If you did not previously exclude yourself from these Settlements, and you purchased Shell Eggs and/or Egg Products in the U.S. from 1/1/2000 through 12/19/2014 directly from any Producer, you may be entitled to submit a claim form postmarked no later than October 9, 2017.

**Who represents you?**

The Court appointed Stanley Bernstein (Bernstein Liebhard LLP); Michael Hausfeld (Hausfeld LLP); Mindee Reuben (Lite DePalma Greenberg, LLC), and Stephen Susman (Susman Godfrey LLP) as Class Counsel. You do not have to pay them to participate. You may hire your own attorney at your expense.

**When will the Court decide whether to approve the MFI Settlement?**

A hearing to determine the fairness and adequacy of the MFI Settlement is scheduled for 10:00 a.m. on November 6, 2017 at the U.S. District Courthouse, 601 Market Street, Philadelphia, PA 19106-1797. The Court will also consider a motion for attorneys' fees and costs and any objections. The Court may change the date/time of the hearing without notice.

Check [www.eggproductssettlement.com](http://www.eggproductssettlement.com) for updates and more information. This notice is a summary only.

1 (866) 881-8306 • [www.eggproductssettlement.com](http://www.eggproductssettlement.com)

to get eggs, toilet paper. It has a self-checkout. They enter through a door in the back of the store with a thumb reader, collect whatever they want, and then check out on their own. That store is 24/7 for them," LaColla explained.

**COMING DOWN THE PIKE**

Street Corner does not have a set number of stores in mind for its urban superette concept.

Recently, the company announced the signing of its first territory representative to expand the chain in the San Diego metropolitan area. The first area store will be an urban superette offering convenience items, deli and fresh grocery offerings in the under-development Shift complex in East Village. It is slated to open next year.

“ We think these mid-sized cities might be the sweet spot for this type of use. The rents are still reasonable and the demand is high, as opposed to going to New York or Washington, D.C.”

— Street Corner CEO Peter LaColla

Vikram Dhillon, the master franchisee for the San Diego metropolitan area, plans 12 and possibly as many as 19 more stores in San Diego and Imperial counties over the next five years. They will be a combination of additional urban superettes, standalone convenience stores with gas, and the traditional mall stores upon which Street Corner was built.

Street Corner is looking to expand into the arena of traditional c-stores with gas, LaColla acknowledged. “We think there is a market there too, but for different reasons. The superette is because we are seeing a shifting demographic, a dynamic change going on there,” he said. “That is not the same reason for the gas station. The gas station is because there are very few players in the gas station arena for franchise opportunities.”

Topeka, Kan.-based Street Corner currently has more than 40 franchise stores in operation, with a future inventory of 100 potential mall locations and 30 potential urban superette locations, according to LaColla.

“We’ve been doing convenience stores for 30 years. We have a very strong back-office system as far as construction, design and fulfillment. We have these systems in place, so we are ready to grow,” he said. **CSN**



**Name of the Game**

Fall seasonal marketing programs reap rewards **Page 45**

**All Day Long**

In-store breakfast items move beyond morning **Page 57**

**Media Matters**

Engaging more shoppers online **Page 97**

# PROGRESSIVE GROCER



**Store of the Month**

## Experience On Tap

**Lowes Foods excels at shopper engagement**

**Page 24**

Lowes Foods  
President Tim Lowe,  
flanked by Brewmaster  
Joe Quattlebaum  
and Store Director  
Bryan Saulpaugh

August 2017 · Volume 96 Number 8  
\$10 · [www.progressivegrocer.com](http://www.progressivegrocer.com)

**EnsembleIQ**  
SMARTER TO MARKET



## Fun Facts about Hispanic Pet Owners

If you're contemplating how to inventory your pet aisle to appeal to Hispanic pet owners, taking the following facts into account can help you create a successful marketing strategy targeted to this important and growing demographic group.

**1 Preferred Pets** Compared with other pet owners, Latino pet owners are much less likely to bring a cat into the home, are more likely to have a dog, are more than three times as likely to own a bird, and are somewhat more likely to favor reptiles or fish. The population of Latino pet owners includes 16.2 million dog owners, 5.8 million cat owners, 3.2 million bird owners and 2.3 million fish owners.

"One way supermarkets can increase sales of pet products and foods to Latino pet owners is to emphasize merchandising of foods and products for pets other than dogs or cats, since Latinos account for 15 percent of all pet owners, but 34 percent of bird owners and 18 percent of owners of fish or rabbits or hamsters," says Robert Brown, an analyst at Rockville, Md.-based market research firm Packaged Facts.

**2 Sizing Things Up** Hispanics are more likely than non-Hispanics to want to have a pet that they can take with them more places, and more likely to choose toy or very small dogs weighing under 8 pounds.

**3 Ingredients Matter** Hispanic dog owners are more likely than other dog owners to consider the food texture and taste that their dogs prefer, while Latino cat owners are more likely than non-Hispanic cat owners to consider factors such as product freshness and protein content.

**Source:** "Hispanics as Pet Market Consumers," Packaged Facts

That attitude provides an opening to grow store brands in the pet category.

"Latino pet owners exhibit a relatively high propensity to be concerned about the price of pet products and a relatively low interest in affiliating with national consumer brands," Packaged Facts notes. "These tendencies suggest that Hispanic pet owners offer additional opportunities for manufacturers and marketers of lower-priced store-brand pet foods and products."

Whatever your approach to the pet category, reaching out in some way to Hispanic consumers who own pets is key to building sales in the pet aisle.

The Packaged Facts report concludes, "As Latinos continue to enlarge their share of the pet owner population, marketers of pet care products will find that Hispanic pet owners are indispensable to achieving market growth in the years ahead." **PG**

### Legal Notice

- **IF YOU PURCHASED SHELL EGGS IN THE U.S. FROM 9/24/2004 - 12/31/2008 DIRECTLY FROM DEFENDANTS, YOU MAY BE A MEMBER OF A CERTIFIED LITIGATION CLASS AND A CLASS MEMBER IN A PROPOSED CLASS ACTION SETTLEMENT.**
- **IF YOU PURCHASED SHELL EGGS OR EGG PRODUCTS IN THE U.S. FROM 1/1/2000 - 12/19/2014 DIRECTLY FROM ANY PRODUCER, YOU HAVE THE OPPORTUNITY TO SUBMIT A CLAIM IN CONNECTION WITH CERTAIN PREVIOUSLY-APPROVED SETTLEMENTS.**

This legal notice is to announce certification of a Litigation Class; to provide information regarding a new settlement with Michael Foods, Inc. ("MFI"); and to provide information for submitting claims in connection with previously-approved settlements with National Food Corporation ("NFC"), Midwest Poultry Services, L.P. ("Midwest"), United Egg Producers and United States Egg Marketers ("UEP/USEM"), NuCal Foods, Inc. ("NuCal"), and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. ("Hillandale") in *In re Processed Egg Products Antitrust Litig.*, No. 08-md-2002 (E.D. Pa.).

#### What is this lawsuit about?

Plaintiffs allege that Defendants conspired to decrease the supply of eggs which caused the price of eggs to artificially increase and direct purchasers to pay more for Shell Eggs and Egg Products than they would have otherwise paid. Defendants have denied all liability for this conduct and asserted that their conduct was lawful and/or exempt from the antitrust laws, among other defenses.

#### Who is included in the Litigation Class?

The Litigation Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. If you exclude yourself, you will not be entitled to share in any future distributions if Plaintiffs obtain money from a trial or future settlements. The deadline to exclude yourself is October 9, 2017.

#### Who/what is included in the MFI Settlement?

The MFI Settlement Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. MFI will provide the Class with \$75 million and cooperation. Plaintiffs will release all claims against MFI. The deadline to submit a claim, submit an objection, or submit an exclusion is October 9, 2017.

#### Who may submit a claim in connection with the NFC, Midwest, UEP/USEM, NuCal & Hillandale Settlements?

If you did not previously exclude yourself from these Settlements, and you purchased Shell Eggs and/or Egg Products in the U.S. from 1/1/2000 through 12/19/2014 directly from any Producer, you may be entitled to submit a claim form postmarked no later than October 9, 2017.

#### Who represents you?

The Court appointed Stanley Bernstein (Bernstein Liebhard LLP); Michael Hausfeld (Hausfeld LLP); Mindee Reuben (Lite DePalma Greenberg, LLC), and Stephen Susman (Susman Godfrey LLP) as Class Counsel. You do not have to pay them to participate. You may hire your own attorney at your expense.

#### When will the Court decide whether to approve the MFI Settlement?

A hearing to determine the fairness and adequacy of the MFI Settlement is scheduled for 10:00 a.m. on November 6, 2017 at the U.S. District Courthouse, 601 Market Street, Philadelphia, PA 19106-1797. The Court will also consider a motion for attorneys' fees and costs and any objections. The Court may change the date/time of the hearing without notice.

Check [www.eggproductsettlemnt.com](http://www.eggproductsettlemnt.com) for updates and more information. This notice is a summary only.

INFORMATION / INSIGHTS / IMPACT FOR FOOD RETAILERS

RESTAURANTS  
LAUNCH RETAIL  
PRODUCTS  
12

# SN

**SUPERMARKET NEWS**

AUGUST 2017 / Powered by Penton\*

NEW E-TAILER LOOKS TO TAKE ON PREMIUM BRANDS **22**  
AMAZON EYEING MEAL KITS **19**  
WHOLE FOODS AND ITS MANY SUITORS **63**

# Lunch is Served

Consumers are purchasing lunch at retail more often than before. Find out why and what other areas are growing in our annual Category Guide. **28**







Strack & Van Til CEO Jeff Strack led an effort to buy the company back from bankrupt supplier Central Grocers.

# Strack family wins store auction

Jewel was leading bidder in bankruptcy sale

BY JON SPRINGER

A tumultuous few months for Indiana's Strack & Van Til stores came to an unexpected conclusion when the chain's founding families — some of whom were caught up in the bankruptcy of Strack's parent company, Central Grocers Inc. — outbid larger rival Albertsons LLC in a bankruptcy auction for the stores.

Strack & Van Til, which was 80% owned by supplier Central Grocers, was nearly sold before creditors forced Central to seek bankruptcy protection in May.

Albertsons' Jewel Food Stores division, which bid \$70 million plus inventory for 19 Strack stores and was the presumed acquirer before Central declared bankruptcy, was designated as the "stalking horse" in a July bankruptcy court auction, but according to documents were surprised when the Indiana Grocery Group, a newly formed entity which included members of the Strack & Van Til families, bid \$72.7 million for the same assets.

According to sources, Albertsons pondered another bid, but declined due to antitrust concerns around three of the stores.

In addition to the Strack stores, Indiana Grocery Group said it would pay \$1.7 million for Strack's Highland, Ind., headquarters, \$300,000 for an additional store in Merrillville, Ind., and \$2.9 million for warehouse, additional store and private label inventory. The winning bidder will also assume \$2.9 million of the debtors' liability for taxes and can apply a credit of

up to \$8 million for closing the deal early, reflecting expected savings of borrowings under Central's post-petition credit facility.

Associated Wholesale Grocers, which is expected to become the new supplier to the Strack & Van Til stores, backed the Indiana Grocery Group in its bid.

Strack was selling the chain as a means to raise money to pay back creditors. Central declared bankruptcy in early May.

In a statement provided, Jewel said: "While we are disappointed that our bid for the Strack & Van Til stores was not accepted, Jewel Osco remains committed to our current strategy." A spokeswoman for Albertsons LLC, Jewel's parent company, had no further comment.

Strack was acquired by the cooperative distributor Central Grocers in 1997, although the Strack family retained minority ownership.

The Indiana Grocery Group includes Strack & Van Til's CEO Jeff Strack, as well as Frank Van Til, members of the chain's co-founding families. David Wilkinson, the company's former CEO, is also with the group.

In the months leading to Central Grocers' bankruptcy, Strack & Van Til closed most of its Ultra discount stores. Central hoped to have had a deal to sell Strack before it filed for Chapter 11 but creditors forced its hand by filing a Chapter 7 case two days before. Those cases were consolidated under a single Chapter 11 case. **SN**

PHOTO: STRACK & VAN TIL/OUTLINE.COM

**Legal Notice**

IF YOU PURCHASED SHELL EGGS IN THE U.S. FROM 9/24/2004 - 12/31/2008 DIRECTLY FROM DEFENDANTS, YOU MAY BE A MEMBER OF A CERTIFIED LITIGATION CLASS AND A CLASS MEMBER IN A PROPOSED CLASS ACTION SETTLEMENT.

IF YOU PURCHASED SHELL EGGS OR EGG PRODUCTS IN THE U.S. FROM 1/1/2000 - 12/19/2014 DIRECTLY FROM ANY PRODUCER, YOU HAVE THE OPPORTUNITY TO SUBMIT A CLAIM IN CONNECTION WITH CERTAIN PREVIOUSLY-APPROVED SETTLEMENTS.

This legal notice is to announce certification of a Litigation Class; to provide information regarding a new settlement with Michael Foods, Inc. ("MFI"); and to provide information for submitting claims in connection with previously-approved settlements with National Food Corporation ("NFC"), Midwest Poultry Services, L.P. ("Midwest"), United Egg Producers and United States Egg Marketers ("UEP/USEM"), NuCal Foods, Inc. ("NuCal"), and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. ("Hillandale") in *in re Processed Egg Products Antitrust Litig.*, No. 08-md-2002 (E.D. Pa.).

**What is this lawsuit about?**

Plaintiffs allege that Defendants conspired to decrease the supply of eggs which caused the price of eggs to artificially increase and direct purchasers to pay more for Shell Eggs and Egg Products than they would have otherwise paid. Defendants have denied all liability for this conduct and asserted that their conduct was lawful and/or exempt from the antitrust laws, among other defenses.

**Who is included in the Litigation Class?**

The Litigation Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. If you exclude yourself, you will not be entitled to share in any future distributions if Plaintiffs obtain money from a trial or future settlements. The deadline to exclude yourself is October 9, 2017.

**Who/what is included in the MFI Settlement?**

The MFI Settlement Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. MFI will provide the Class with \$75 million and cooperation. Plaintiffs will release all claims against MFI. The deadline to submit a claim, submit an objection, or submit an exclusion is October 9, 2017.

**Who may submit a claim in connection with the NFC, Midwest, UEP/USEM, NuCal & Hillandale Settlements?**

If you did not previously exclude yourself from these Settlements, and you purchased Shell Eggs and/or Egg Products in the U.S. from 1/1/2000 through 12/19/2014 directly from any Producer, you may be entitled to submit a claim form postmarked no later than October 9, 2017.

**Who represents you?**

The Court appointed Stanley Bernstein (Bernstein Liebard LLP); Michael Hausfeld (Hausfeld LLP); Mindee Reuben (Lite DePalma Greenberg, LLC), and Stephen Susman (Susman Godfrey LLP) as Class Counsel. You do not have to pay them to participate. You may hire your own attorney at your expense.

**When will the Court decide whether to approve the MFI Settlement?**

A hearing to determine the fairness and adequacy of the MFI Settlement is scheduled for 10:00 a.m. on November 6, 2017 at the U.S. District Courthouse, 601 Market Street, Philadelphia, PA 19106-1797. The Court will also consider a motion for attorneys' fees and costs and any objections. The Court may change the date/time of the hearing without notice.

Check [www.eggproductssettlement.com](http://www.eggproductssettlement.com) for updates and more information. This notice is a summary only.

1 (866) 881-8306 • [www.eggproductssettlement.com](http://www.eggproductssettlement.com)



FOODSERVICE DIRECTOR

**FSDD**

VOLUME 30 / NUMBER 8  
AUGUST 2017

**FOODSERVICE  
OPERATION  
OF THE  
MONTH**

Palomar Health  
San Diego  
P. 56

**BREAKING  
OUT OF THE  
BREAKFAST RUT**  
P. 17

**30 RISING  
30-SOMETHING  
WORKPLACE  
STARS**  
P. 51



*A special report with  
Restaurant  
Business*

**HELP  
WANTED**

**IT'S AN EMPLOYEE'S  
MARKET. HERE'S WHAT  
4 TYPES OF WORKERS  
WANT IN A JOB—  
AND HOW TO KEEP  
THEM HAPPY.**

P. 36



**Legal Notice**

- **IF YOU PURCHASED SHELL EGGS IN THE U.S. FROM 9/24/2004 - 12/31/2008 DIRECTLY FROM DEFENDANTS, YOU MAY BE A MEMBER OF A CERTIFIED LITIGATION CLASS AND A CLASS MEMBER IN A PROPOSED CLASS ACTION SETTLEMENT.**
- **IF YOU PURCHASED SHELL EGGS OR EGG PRODUCTS IN THE U.S. FROM 1/1/2000 - 12/19/2014 DIRECTLY FROM ANY PRODUCER, YOU HAVE THE OPPORTUNITY TO SUBMIT A CLAIM IN CONNECTION WITH CERTAIN PREVIOUSLY-APPROVED SETTLEMENTS.**

This legal notice is to announce certification of a Litigation Class; to provide information regarding a new settlement with Michael Foods, Inc. ("MFI"); and to provide information for submitting claims in connection with previously-approved settlements with National Food Corporation ("NFC"), Midwest Poultry Services, L.P. ("Midwest"), United Egg Producers and United States Egg Marketers ("UEP/USEM"), NuCal Foods, Inc. ("NuCal"), and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. ("Hillandale") in *In re Processed Egg Products Antitrust Litig.*, No. 08-md-2002 (E.D. Pa.).

**What is this lawsuit about?**

Plaintiffs allege that Defendants conspired to decrease the supply of eggs which caused the price of eggs to artificially increase and direct purchasers to pay more for Shell Eggs and Egg Products than they would have otherwise paid. Defendants have denied all liability for this conduct and asserted that their conduct was lawful and/or exempt from the antitrust laws, among other defenses.

**Who is included in the Litigation Class?**

The Litigation Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. If you exclude yourself, you will not be entitled to share in any future distributions if Plaintiffs obtain money from a trial or future settlements. The deadline to exclude yourself is October 9, 2017.

**Who/what is included in the MFI Settlement?**

The MFI Settlement Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. MFI will provide the Class with \$75 million and cooperation. Plaintiffs will release all claims against MFI. The deadline to submit a claim, submit an objection, or submit an exclusion is October 9, 2017.

**Who may submit a claim in connection with the NFC, Midwest, UEP/USEM, NuCal & Hillandale Settlements?**

If you did not previously exclude yourself from these Settlements, and you purchased Shell Eggs and/or Egg Products in the U.S. from 1/1/2000 through 12/19/2014 directly from any Producer, you may be entitled to submit a claim form postmarked no later than October 9, 2017.

**Who represents you?**

The Court appointed Stanley Bernstein (Bernstein Liebhard LLP); Michael Hausfeld (Hausfeld LLP); Mindee Reuben (Lite DePalma Greenberg, LLC), and Stephen Susman (Susman Godfrey LLP) as Class Counsel. You do not have to pay them to participate. You may hire your own attorney at your expense.

**When will the Court decide whether to approve the MFI Settlement?**

A hearing to determine the fairness and adequacy of the MFI Settlement is scheduled for 10:00 a.m. on November 6, 2017 at the U.S. District Courthouse, 601 Market Street, Philadelphia, PA 19106-1797. The Court will also consider a motion for attorneys' fees and costs and any objections. The Court may change the date/time of the hearing without notice.

Check [www.eggproductssettlement.com](http://www.eggproductssettlement.com) for updates and more information. This notice is a summary only.

1 (866) 881-8306 • [www.eggproductssettlement.com](http://www.eggproductssettlement.com)



300 S. Riverside Plaza,  
Suite 1600  
Chicago, IL 60606  
(312) 876-0004

Unless otherwise indicated,  
all staff email addresses are  
first initial and last name @  
winsightmedia.com (e.g.,  
deating@winsightmedia.com)

**EDITORIAL,  
FOODSERVICE  
GROUP**

- Director Kelly Killian
- Managing Editor Dana Moran
- Editor-at-Large Peter Romeo
- Senior Editor Kelsey Nash
- Assistant Editor Benita Gingerella
- Contributing Editors Patricia Cobe, Brett Dworski, Lizzy Freier, Aaron Jourden, Alaina Lancaster

**EDITORIAL  
PRODUCTION**

- Director Jennifer Bulat
- Associate Editor Lexi McPike
- Assistant Editor Joe Guszowski

**DESIGN**

- Creative Director Bruce Ramsay
- Art Director Victoria Rodriguez
- Senior Art Director, Digital Sara Stewart

**CONTENT GROUP**

- SVP, Content Sarah Lockyer
- Director, Events and Special Projects Mary Chapman
- Director, Shared Content Services Laura McGuire

**MARKETING  
AND MEDIA  
OPERATIONS**

- Director, Media Operations Erin Kuyper

**PRODUCTION  
COORDINATOR**

- David Gall
- Director, Content Marketing Kayley Bogdan

**DIGITAL  
PRODUCTION**

- Director, Digital Products & Development Lindsay Holley
- Manager Kim Rasmussen

**SALES**

- SVP, Foodservice Media Richard Price (908) 578-3359 rprice@winsightmedia.com
- Vice President, Noncommercial Foodservice and Publisher William D. Anderson (312) 940-1557 banderson@winsightmedia.com

**Regional Vice President—Midwest**  
Mark Cullum (312) 940-1566 mcullum@winsightmedia.com

**Regional Vice President—Midwest and South**  
Tim Vaughan (312) 940-2274 tvaughan@winsightmedia.com

**Regional Vice President—West**  
Mark Weinstein (562) 375-0377 mweinstein@winsightmedia.com

**Regional Vice President—Northeast**  
Chris McCoy (781) 793-7888 cmccoy@winsightmedia.com

**CORPORATE**

**Chief Executive Officer** Michael Wood  
**Chief Financial Officer** Joe Carroll

**President, Media** Ward Downing  
**President, Technomic** Shawn Edwards  
**President, Events** Nick Hayman

**Chief Content & Innovation Officer** Grey Montgomery  
**Chief Brand Officer** Chris Keating

**Chief Operating Officer** Alanna Young  
**Chief Digital Officer** Tara Tesimu

**EVP, Talent and Culture** Andrea Scott McCuskey

**Subscription/ Circulation Inquiries** (800) 685-4152 iv@orneda.com

**Single-Copy Sales** (800) 685-4152



**Winsight.**

FoodService Director (ISSN 0897-7208; USPS 003-037) is published monthly by Winsight, LLC, 300 S. Riverside Plaza, Suite 1600, Chicago, IL 60606. Copyright 2017 by Winsight LLC. All rights reserved. Subscriptions in the U.S. \$79; Canada & Mexico \$99; air mail outside North America \$235. Single copies in the U.S. and Canada \$15. Periodicals postage paid at Chicago, IL and additional mailing offices. Authorization to photocopy items for internal or personal use, or the internal personal use of specific clients, is granted by FoodService Director for libraries and other users registered with the Copyright Clearance Center (CCC) Transactional Reporting Service provided that the base fee of \$3 per copy is paid to (CCC), 21 Congress Street, Salem, MA 01970. POSTMASTER: Please send address corrections to Winsight Media, P.O. Box 1328, Northbrook, IL 60065-1328. FoodService Director® is a registered trademark of Winsight, LLC. The views presented in advertising do not necessarily reflect the views of Winsight, LLC.

STARBUCKS REWORKS LUNCH P.48 ... ARE NO-TIPPING POLICIES DEAD? P.13 ... THE GOSPEL ACCORDING TO & PIZZA P.68

# RESTAURANT

August 2017

BUSINESS

**THE LABOR ISSUE**

## HELP WANTED

What four key types of workers  
want in a job—and how to  
keep them happy. P.52

A SPECIAL  
REPORT WITH  
FOODSERVICE  
DIRECTOR

RESTAURANTBUSINESSONLINE.COM



## THE LABOR ISSUE

# 3 ANSWERS TO RESTAURANTS' MOST VEXING LABOR PROBLEMS

Plummeting unemployment rates and high turnover are hammering the industry. Here's what restaurants can do to overcome them, according to TDn2K.

Let's start with the bad news. In the next year, restaurant operators will not feel much relief when it comes to labor, says Victor Fernandez, executive director of insights and knowledge for research firm TDn2K, the creator of restaurant-industry benchmark People Report. But don't hang up the "Closed" sign just yet—Fernandez says restaurants can still win in this labor climate. Citing new research from TDn2K, here's his outlook on today's top labor concerns.



**VICTOR FERNANDEZ**

Now, you're seeing people leaving because they got a better wage offer, a promotion or a richer benefits plan.

Compensation benefits are starting to become more important, because the options are out there and people are going for them. That's not changing anytime soon.

**Q: WHAT CAN RESTAURATEURS DO TO SUCCEED IN THIS TIGHT LABOR MARKET?**

A: The brands with the best sales records span all segments, with no clear pattern. To us, that means regardless of what space you are operating in, restaurants can get it right when it comes to consumers and employees. One of the biggest drivers of that in terms of profit and sentiment is service, according to our White Box Social Intelligence Data. It's that people component that makes or breaks you. If you're willing to pay a little more in wages, it makes a difference.

But also, a lot of that is driven by development and engagement: asking employees, "Are you happy? What else can we do?" and then following up on those results. Even though things are tough, the data shows that if you deliver on some basics, you're going to see results.

**Q: WHERE ARE RESTAURANT WORKERS GOING?**

A: Restaurants are competing with each other for talent, and it goes beyond restaurants that look like your restaurant. People don't get up in the morning and say, "I'm going to look for a job in a QSR restaurant." Around 56% of restaurants say their primary competition for hourly employees comes from within the segment, and 37% say it's restaurants across all segments.

**Q: WHY ARE WORKERS LEAVING?**

A: When we asked restaurants why people are leaving a couple years ago, compensation didn't even break the top five reasons.

### Legal Notice

- IF YOU PURCHASED SHELL EGGS IN THE U.S. FROM 9/24/2004 - 12/31/2008 DIRECTLY FROM DEFENDANTS, YOU MAY BE A MEMBER OF A CERTIFIED LITIGATION CLASS AND A CLASS MEMBER IN A PROPOSED CLASS ACTION SETTLEMENT.
- IF YOU PURCHASED SHELL EGGS OR EGG PRODUCTS IN THE U.S. FROM 1/1/2000 - 12/19/2014 DIRECTLY FROM ANY PRODUCER, YOU HAVE THE OPPORTUNITY TO SUBMIT A CLAIM IN CONNECTION WITH CERTAIN PREVIOUSLY-APPROVED SETTLEMENTS.

This legal notice is to announce certification of a Litigation Class; to provide information regarding a new settlement with Michael Foods, Inc. ("MFI"); and to provide information for submitting claims in connection with previously-approved settlements with National Food Corporation ("NFC"), Midwest Poultry Services, L.P. ("Midwest"), United Egg Producers and United States Egg Marketers ("UEP/USEM"), NuCal Foods, Inc. ("NuCal"), and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. ("Hillandale") in *In re Processed Egg Products Antitrust Litig.*, No. 08-md-2002 (E.D. Pa.).

#### What is this lawsuit about?

Plaintiffs allege that Defendants conspired to decrease the supply of eggs which caused the price of eggs to artificially increase and direct purchasers to pay more for Shell Eggs and Egg Products than they would have otherwise paid. Defendants have denied all liability for this conduct and asserted that their conduct was lawful and/or exempt from the antitrust laws, among other defenses.

#### Who is included in the Litigation Class?

The Litigation Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. If you exclude yourself, you will not be entitled to share in any future distributions if Plaintiffs obtain money from a trial or future settlements. The deadline to exclude yourself is October 9, 2017.

#### Who/what is included in the MFI Settlement?

The MFI Settlement Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. MFI will provide the Class with \$75 million and cooperation. Plaintiffs will release all claims against MFI. The deadline to submit a claim, submit an objection, or submit an exclusion is October 9, 2017.

#### Who may submit a claim in connection with the NFC, Midwest, UEP/USEM, NuCal & Hillandale Settlements?

If you did not previously exclude yourself from these Settlements, and you purchased Shell Eggs and/or Egg Products in the U.S. from 1/1/2000 through 12/19/2014 directly from any Producer, you may be entitled to submit a claim form postmarked no later than October 9, 2017.

#### Who represents you?

The Court appointed Stanley Bernstein (Bernstein Liebhard LLP); Michael Hausfeld (Hausfeld LLP); Mindy Reuben (Lite DePalma Greenberg, LLC), and Stephen Susman (Susman Godfrey LLP) as Class Counsel. You do not have to pay them to participate. You may hire your own attorney at your expense.

#### When will the Court decide whether to approve the MFI Settlement?

A hearing to determine the fairness and adequacy of the MFI Settlement is scheduled for 10:00 a.m. on November 6, 2017 at the U.S. District Courthouse, 601 Market Street, Philadelphia, PA 19106-1797. The Court will also consider a motion for attorneys' fees and costs and any objections. The Court may change the date/time of the hearing without notice.

Check [www.eggproductssettlement.com](http://www.eggproductssettlement.com) for updates and more information. This notice is a summary only.

1 (866) 881-8306 • [www.eggproductssettlement.com](http://www.eggproductssettlement.com)



ADVERTISEMENT

# NATION'S Restaurant News

AUGUST 21, 2017



—New—  
Harvest Creations®  
Dipt'n Dusted® Pickle Fries



IF YOU NEED DELI  
QUALITY WITH  
CRISPY CRUN

*we've got*  
**Covered**

TASTE OUR  
DIFFERENCE

GET YOUR  
FIRST CASE  
**FREE**



Legal Notice

- **IF YOU PURCHASED SHELL EGGS IN THE U.S. FROM 9/24/2004 - 12/31/2008 DIRECTLY FROM DEFENDANTS, YOU MAY BE A MEMBER OF A CERTIFIED LITIGATION CLASS AND A CLASS MEMBER IN A PROPOSED CLASS ACTION SETTLEMENT.**
- **IF YOU PURCHASED SHELL EGGS OR EGG PRODUCTS IN THE U.S. FROM 1/1/2000 - 12/19/2014 DIRECTLY FROM ANY PRODUCER, YOU HAVE THE OPPORTUNITY TO SUBMIT A CLAIM IN CONNECTION WITH CERTAIN PREVIOUSLY-APPROVED SETTLEMENTS.**

This legal notice is to announce certification of a Litigation Class; to provide information regarding a new settlement with Michael Foods, Inc. ("MFI"); and to provide information for submitting claims in connection with previously-approved settlements with National Food Corporation ("NFC"), Midwest Poultry Services, L.P. ("Midwest"), United Egg Producers and United States Egg Marketers ("UEP/USEM"), NuCal Foods, Inc. ("NuCal"), and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. ("Hillandale") in *In re Processed Egg Products Antitrust Litig.*, No. 08-md-2002 (E.D. Pa.).

**What is this lawsuit about?**

Plaintiffs allege that Defendants conspired to decrease the supply of eggs which caused the price of eggs to artificially increase and direct purchasers to pay more for Shell Eggs and Egg Products than they would have otherwise paid. Defendants have denied all liability for this conduct and asserted that their conduct was lawful and/or exempt from the antitrust laws, among other defenses.

**Who is included in the Litigation Class?**

The Litigation Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. If you exclude yourself, you will not be entitled to share in any future distributions if Plaintiffs obtain money from a trial or future settlements. The deadline to exclude yourself is October 9, 2017.

**Who/what is included in the MFI Settlement?**

The MFI Settlement Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. MFI will provide the Class with \$75 million and cooperation. Plaintiffs will release all claims against MFI. The deadline to submit a claim, submit an objection, or submit an exclusion is October 9, 2017.

**Who may submit a claim in connection with the NFC, Midwest, UEP/USEM, NuCal & Hillandale Settlements?**

If you did not previously exclude yourself from these Settlements, and you purchased Shell Eggs and/or Egg Products in the U.S. from 1/1/2000 through 12/19/2014 directly from any Producer, you may be entitled to submit a claim form postmarked no later than October 9, 2017.

**Who represents you?**

The Court appointed Stanley Bernstein (Bernstein Liebhard LLP); Michael Hausfeld (Hausfeld LLP); Mindee Reuben (Lite DePalma Greenberg, LLC), and Stephen Susman (Susman Godfrey LLP) as Class Counsel. You do not have to pay them to participate. You may hire your own attorney at your expense.

**When will the Court decide whether to approve the MFI Settlement?**

**THE KRUSE REPORT**

**Beyond beef**

Less popular meats are appearing on more restaurant menus.

Despite the avalanche of attention paid to plant-based proteins and the powerful tailwind provided by influential champions like the Culinary Institute of America, consumers remain committed carnivores.



**Nancy Kruse**

According to EMI Analytics, per capita consumption of meat in the U.S. will top out at 217 pounds this year and hit a record high of 220 pounds in 2019. Consistent customer demand notwithstanding, chefs have faced real challenges over the past few years as drought conditions temporarily dried up beef supplies and avian flu scrambled egg production. One of the results of these challenges has been increased experimentation with alternative meats.

**We're liking lamb.** Despite its historical position in the United States as a culinary also-ran, lamb has been steadily gaining ground on menus, where it often stands in for pork or beef. Among myriad examples from the recent past are lamb tartare at Whitman & Bloom in New York

City, lamb sweetbread tacos with lamb barbacoa at Empellón Cocina, also in New York, and lamb bolognese cannelloni at Indaco in Charleston, S.C.

Lamb pancetta has popped up at Fish & Game in Hudson, N.Y., as has lamb posole at Seviche in Louisville, Ky. Lamb bacon has made the menu at One Flew South in Atlanta, and, speaking of bacon, there's been a real uptick in the use of lamb

belly. At Asheville, entrée is peppercorn pickled pe Accord ican Lar percent o ed by gro that has r by bette like Red . Washingt cial done was topp onnaise a Lamb mea traction, l gas with n Mi Tocaya Chains, with a Gr positionin fast-casua pears in l balls, and sandwich.



### 'Atypical' Mad Cow Case Discovered

USDA on 10/17/10 announced it found an "atypical" case of mad cow disease - bovine spongiform encephalopathy (BSE) - in an 11-year-old cow in Alabama. Because the form of the disease was atypical and the animal never entered slaughter channels, the agency is exploring new options about final safety or disposal to protect the public.

The agency notes BSE is not contagious and occurs in two types. Classical BSE is the form that occurred previously in the United States beginning in the late 1980s, and has been linked to variant Creutzfeldt-Jakob disease (vCJD) in other countries. vCJD is a generally accepted as either certain and fatal or incurable and asymptomatic in all cattle populations.

The primary source of infectious for classical BSE is found contaminated with the substance prion agents, such as scrapie and bovine spongiform encephalitis (BSE), which are highly resistant to heat and other sterilization methods. FDA regulations have prohibited manure from being used for cattle and other mammals since 1997 and also have prohibited high risk waste materials in all animal feed since 2004.

### CEO Rosenfeld Retires, Van de Put to Mondelez

Senior Executive Vice President of Mondelez International, Inc. (NYSE:MDLZ) has announced the retirement of Clark Van de Put, CEO of Mondelez North America. Mr. Van de Put has been with Mondelez since 1997 and has served in various capacities, including as CEO of Mondelez North America from 2007 to 2010.

Mr. Van de Put will be replaced by Mr. Robert Rosenfeld, who has been with Mondelez since 2007. Mr. Rosenfeld has served as Senior Vice President of Mondelez North America since 2010 and as CEO of Mondelez North America from 2010 to 2011.

Mr. Rosenfeld will be responsible for all operations of Mondelez North America, including the production, distribution, and sale of Mondelez products in the United States, Canada, and Mexico. Mr. Rosenfeld has over 20 years of experience in the food industry.

Mr. Van de Put will continue to serve as a senior advisor to Mondelez International, Inc. He will also continue to be involved in various industry and community activities. Mr. Van de Put has a Bachelor's degree in Business Administration from the University of Michigan.

### Legal Notice

IF YOU PURCHASED SHELL EGGS IN THE U.S. FROM 02/24/2004 - 12/31/2008 DIRECTLY FROM DEFENDANTS, YOU MAY BE A MEMBER OF A CERTIFIED LITIGATION CLASS AND A CLASS MEMBER IN A PROPOSED CLASS ACTION SETTLEMENT.

IF YOU PURCHASED SHELL EGGS OR EGGS PRODUCTS IN THE U.S. FROM 1/1/2009 - 3/31/2010 DIRECTLY FROM ANY PRODUCER, YOU HAVE THE OPPORTUNITY TO SUBMIT A CLAIM IN CONNECTION WITH CERTAIN PREVIOUSLY-APPROVED SETTLEMENTS.

This legal notice is an advisory notification of a settlement class. It provides information regarding a proposed settlement of a lawsuit. The lawsuit is between the Plaintiff, the National Egg Processor and Egg System, L.P. ("NEPSES"), and the Defendant, the National Egg Processor and Egg System, L.P. ("NEPSES").

NEPSES is a limited liability partnership. NEPSES is a subsidiary of the Defendant, the National Egg Processor and Egg System, L.P. ("NEPSES"). NEPSES is a subsidiary of the Defendant, the National Egg Processor and Egg System, L.P. ("NEPSES").

The Court appointed a class representative to represent the class. The Court also appointed a class counsel to represent the class. The Court will hold a hearing to approve the settlement.

For more information, please contact the class counsel at the address below. The class counsel is the National Egg Processor and Egg System, L.P. ("NEPSES").

### Hampton Creek Grows Meat, Loses Directors

Hampton Creek Foods, the risky plant-based meat manufacturer, reported for the first time in 2013 that it had lost two directors. The company's financial performance has also declined significantly.



SAFETY FIRST  
REASON #3 TO BUY MIJURA VS. FIRE-TUBE BOILERS  
Mijura is the only boiler manufacturer in the world that has been awarded the ISO 9001 certification. This means that Mijura's products are of the highest quality and are made to the highest standards. Mijura's boilers are designed to last for 20 years or more. This means that you can save money in the long run by buying a Mijura boiler. Mijura's boilers are also designed to be safe. This means that you can avoid the risk of injury or death by buying a Mijura boiler. Mijura's boilers are also designed to be efficient. This means that you can save money on your energy bills by buying a Mijura boiler. Mijura's boilers are also designed to be easy to maintain. This means that you can save money on your maintenance costs by buying a Mijura boiler. Mijura's boilers are also designed to be quiet. This means that you can avoid the noise of other boilers by buying a Mijura boiler. Mijura's boilers are also designed to be compact. This means that you can save space by buying a Mijura boiler. Mijura's boilers are also designed to be reliable. This means that you can avoid the downtime of other boilers by buying a Mijura boiler. Mijura's boilers are also designed to be durable. This means that you can avoid the cost of replacement by buying a Mijura boiler. Mijura's boilers are also designed to be easy to install. This means that you can save money on your installation costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to operate. This means that you can save money on your operating costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to clean. This means that you can save money on your cleaning costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to transport. This means that you can save money on your transportation costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to store. This means that you can save money on your storage costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to use. This means that you can save money on your training costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to repair. This means that you can save money on your repair costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to upgrade. This means that you can save money on your upgrade costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to replace. This means that you can save money on your replacement costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to dispose of. This means that you can save money on your disposal costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to recycle. This means that you can save money on your recycling costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to decommission. This means that you can save money on your decommissioning costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to dismantle. This means that you can save money on your dismantling costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to reassemble. This means that you can save money on your reassembly costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to transport. This means that you can save money on your transportation costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to store. This means that you can save money on your storage costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to use. This means that you can save money on your training costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to repair. This means that you can save money on your repair costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to upgrade. This means that you can save money on your upgrade costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to replace. This means that you can save money on your replacement costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to dispose of. This means that you can save money on your disposal costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to recycle. This means that you can save money on your recycling costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to decommission. This means that you can save money on your decommissioning costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to dismantle. This means that you can save money on your dismantling costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to reassemble. This means that you can save money on your reassembly costs by buying a Mijura boiler.

Mijura is the only boiler manufacturer in the world that has been awarded the ISO 9001 certification. This means that Mijura's products are of the highest quality and are made to the highest standards. Mijura's boilers are designed to last for 20 years or more. This means that you can save money in the long run by buying a Mijura boiler. Mijura's boilers are also designed to be safe. This means that you can avoid the risk of injury or death by buying a Mijura boiler. Mijura's boilers are also designed to be efficient. This means that you can save money on your energy bills by buying a Mijura boiler. Mijura's boilers are also designed to be easy to maintain. This means that you can save money on your maintenance costs by buying a Mijura boiler. Mijura's boilers are also designed to be quiet. This means that you can avoid the noise of other boilers by buying a Mijura boiler. Mijura's boilers are also designed to be compact. This means that you can save space by buying a Mijura boiler. Mijura's boilers are also designed to be reliable. This means that you can avoid the downtime of other boilers by buying a Mijura boiler. Mijura's boilers are also designed to be durable. This means that you can avoid the cost of replacement by buying a Mijura boiler. Mijura's boilers are also designed to be easy to install. This means that you can save money on your installation costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to operate. This means that you can save money on your operating costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to clean. This means that you can save money on your cleaning costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to transport. This means that you can save money on your transportation costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to store. This means that you can save money on your storage costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to use. This means that you can save money on your training costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to repair. This means that you can save money on your repair costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to upgrade. This means that you can save money on your upgrade costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to replace. This means that you can save money on your replacement costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to dispose of. This means that you can save money on your disposal costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to recycle. This means that you can save money on your recycling costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to decommission. This means that you can save money on your decommissioning costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to dismantle. This means that you can save money on your dismantling costs by buying a Mijura boiler. Mijura's boilers are also designed to be easy to reassemble. This means that you can save money on your reassembly costs by buying a Mijura boiler.



# WHOLESALE BAKERIES

## headquarters

### New Horizons Baking Co., Inc.

211 Woodlawn Ave.  
Norwalk, OH 44857  
(419) 663-6432; (800) 522-2827  
tim.brown@nhbco.com  
www.newhorizonsbaking.com  
President — Ronald Jones  
CEO — Tilmon Brown  
Exec VP — Trina Bediako  
VP, operations — Mike Porter  
Bakery plants: 2  
Fremont, IN  
Norwalk, OH

### New World Pasta

85 Shannon Rd.  
Harrisburg, PA 17112  
(717) 526-2200; (800) 730-5957  
nwpasta@casupport.com  
www.newworldpasta.com  
CEO — Bastiaan de Zeeuw  
Chief information officer —  
Leonardo Alvarez Arias  
Sr VP; CFO — Gregory Richardson  
Sr VP, operations — Brett Beckfield  
Bakery plants: 3  
Fresno, CA  
St. Louis, MO  
Winchester, VA

### Newly Weds Foods, Inc.

4140 W. Fullerton Ave.  
Chicago, IL 60639  
(773) 489-7000; (800) 621-7521  
nwfnorthamerica@  
newlywedsfoods.com  
www.newlywedsfoods.com  
CFO — Brian Johnson  
Bakery plants: 6  
Springdale, AR  
Chicago, IL  
Watertown, MA  
Horn Lake, MS  
Cleveland, TN  
Mt. Pleasant, TX

### Alfred Nickles Bakery, Inc.

26 Main St.  
Navarre, OH 44662  
(330) 879-5635; (800) 635-1110  
customerservice@nicklesbakery.com  
www.nicklesbakery.com  
President — Christian Gardner  
CEO — David A. Gardner  
Sr VP, finance — Mark Sponseller  
VP, personnel — Ernie Brideweser  
VP, HR — Tony Slee  
VP, mktg — Phil G. Gardner  
Bakery plants: 3  
Lima, OH  
Martins Ferry, OH  
Navarre, OH

### Northeast Foods, Inc.

601 S. Caroline St.  
Baltimore, MD 21231  
(410) 558-3050; (800) 769-2867  
www.nefoods.com  
President; CEO — William Paterakis  
VP, transportation —  
Chuck Paterakis  
Purchasing mgr — Jessica Rohe

### Bakery plants: 5

Dayville, CT  
Baltimore, MD  
Edison, NJ  
Clayton, NC  
Bensalem, PA

### N&S Bakery, Inc.

(H & S Holdings)  
601 S. Caroline St.  
Baltimore, MD 21231  
(410) 276-7254; (800) 959-7655  
www.hsbakery.com

### President — William Paterakis

CFO — Michael Tsakalos  
Sr VP, sales & mktg —  
John Paterakis Jr.  
Sr VP, fleet — Chuck Paterakis  
Purchasing mgr — Jessica Rohe  
Bakery plants: 3  
Baltimore (3), MD

### New Southwest Bakery

(Mid-South Bakeries)  
600 Phil Gramm Blvd.  
Bryan, TX 77807  
(409) 778-6600; (800) 598-2867  
President — Steve Warden  
Bakery plants: 2  
Pelahatchie, MS  
Bryan, TX

### Schmidt Baking Co., Inc.

7801 Fitch Lane  
Baltimore, MD 21236-3998  
(410) 668-8200; (800) 456-2253  
President — Steve Paterakis  
VP, sales & mktg — John L. Stewart  
VP, plant mgr — Nick Stout  
Dir, mktg — Steve Harris  
Bakery plants: 1  
Baltimore, MD

### Old Dutch Foods Ltd. (Canada)

100 Bentall St.,  
Winnipeg, MB R2X 2Y5, Canada  
(204) 632-0249; (877) 228-2273  
consumercare@olddutchfoods.com  
www.olddutchfoods.ca  
President — Steve Aanenson  
CFO — Bonna Jean Bateman  
VP; COO — Eric E. Aanenson  
Warehouse traffic mgr —  
Dick McMahon  
Dir, mktg — Matt Colford  
Plant mgr, Winnipeg —  
Mary Jane Porte  
Plant mgr, Calgary — Dave Brunel  
Operations mgr, Eastern Canada  
— Wayne Reid  
Bakery plants: 4  
Airdrie, AB  
Calgary, AB  
Winnipeg, MB  
Hartland, NB

### Legal Notice

- **IF YOU PURCHASED SHELL EGGS IN THE U.S. FROM 9/24/2004 - 12/31/2008 DIRECTLY FROM DEFENDANTS, YOU MAY BE A MEMBER OF A CERTIFIED LITIGATION CLASS AND A CLASS MEMBER IN A PROPOSED CLASS ACTION SETTLEMENT.**
- **IF YOU PURCHASED SHELL EGGS OR EGG PRODUCTS IN THE U.S. FROM 1/1/2000 - 12/19/2014 DIRECTLY FROM ANY PRODUCER, YOU HAVE THE OPPORTUNITY TO SUBMIT A CLAIM IN CONNECTION WITH CERTAIN PREVIOUSLY-APPROVED SETTLEMENTS.**

This legal notice is to announce certification of a Litigation Class; to provide information regarding a new settlement with Michael Foods, Inc. ("MFI"); and to provide information for submitting claims in connection with previously-approved settlements with National Food Corporation ("NFC"), Midwest Poultry Services, L.P. ("Midwest"), United Egg Producers and United States Egg Marketers ("UEP/USEM"), NuCal Foods, Inc. ("NuCal"), and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. ("Hillandale") in *In re Processed Egg Products Antitrust Litig.*, No. 08-md-2002 (E.D. Pa.).

### What is this lawsuit about?

Plaintiffs allege that Defendants conspired to decrease the supply of eggs which caused the price of eggs to artificially increase and direct purchasers to pay more for Shell Eggs and Egg Products than they would have otherwise paid. Defendants have denied all liability for this conduct and asserted that their conduct was lawful and/or exempt from the antitrust laws, among other defenses.

### Who is included in the Litigation Class?

The Litigation Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. If you exclude yourself, you will not be entitled to share in any future distributions if Plaintiffs obtain money from a trial or future settlements. The deadline to exclude yourself is October 9, 2017.

### Who/what is included in the MFI Settlement?

The MFI Settlement Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. MFI will provide the Class with \$75 million and cooperation. Plaintiffs will release all claims against MFI. The deadline to submit a claim, submit an objection, or submit an exclusion is October 9, 2017.

### Who may submit a claim in connection with the NFC, Midwest, UEP/USEM, NuCal & Hillandale Settlements?

If you did not previously exclude yourself from these Settlements, and you purchased Shell Eggs and/or Egg Products in the U.S. from 1/1/2000 through 12/19/2014 directly from any Producer, you may be entitled to submit a claim form postmarked no later than October 9, 2017.

### Who represents you?

The Court appointed Stanley Bernstein (Bernstein Liebhart LLP); Michael Hausfeld (Hausfeld LLP); Mindee Reuben (Lite DePalma Greenberg, LLC), and Stephen Susman (Susman Godfrey LLP) as Class Counsel. You do not have to pay them to participate. You may hire your own attorney at your expense.

### When will the Court decide whether to approve the MFI Settlement?

A hearing to determine the fairness and adequacy of the MFI Settlement is scheduled for 10:00 a.m. on November 6, 2017 at the U.S. District Courthouse, 601 Market Street, Philadelphia, PA 19106-1797. The Court will also consider a motion for attorneys' fees and costs and any objections. The Court may change the date/time of the hearing without notice.

Check [www.eggproductsettlemnt.com](http://www.eggproductsettlemnt.com) for updates and more information. This notice is a summary only.

1 (866) 381-8306 • [www.eggproductsettlemnt.com](http://www.eggproductsettlemnt.com)





[www.WATTAgNet.com](http://www.WATTAgNet.com)



AUGUST 2017

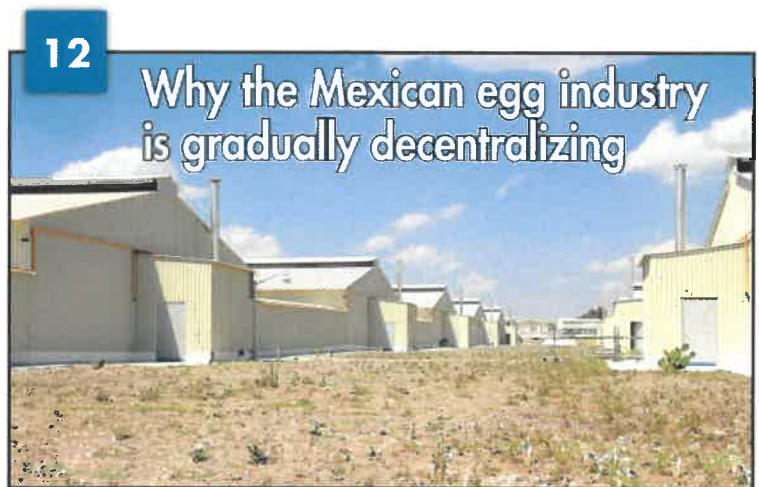
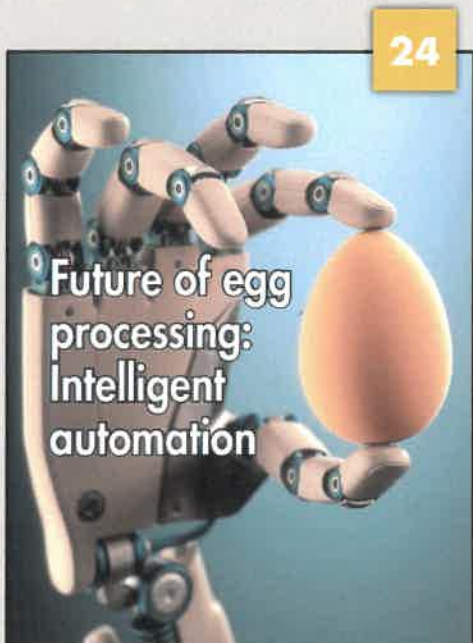
# Egg Industry

News for the egg industry worldwide  
volume 122 number 8

**6** 5 questions about cage-free hen health, welfare

**12** Why the Mexican egg industry is gradually decentralizing

**24** **100<sup>TH</sup> YEAR SERIES:**  
Future of egg processing:  
Intelligent automation



## MEXICAN EGG INDUSTRY



Learn how Latin America's poultry sector performed in 2016 here: [www.WATTAgNet.com/articles/30812](http://www.WATTAgNet.com/articles/30812)

the enormous cost and the management problem, the issue was controlled.

But if the virus mutates, then "it is a tremendous waste that means a huge degradation for the country," de Anda said. "If Mexico had a sanitary qualification — say, like a Standard & Poor's rating — we would have been lowered in health status by several degrees."

Mexico should set a good example in the health aspect. The problem is there; poultry farmers live with it, controlled by vaccination.

### Relocation of the egg industry

"The Mexican poultry industry has sought to reinvent itself," de Anda said, "but I wish it would have been much faster."

He said, "At that time, the Secretary of Agriculture, Francisco Mayorga, opened the doors to us to find a faster way out to the avian flu problem; it was a national security issue. In those meetings, he emphasized the need to relocate the national poultry industry, decentralizing it from production areas such as the states of Jalisco and Puebla." The idea was to build facilities in open areas that, at that time, were not populated with hens or chickens.

Unfortunately, Mexico's poultry industry has been slow in that decision-making process "and that has cost a lot of money."

Some companies made the decision to invest outside their regular production areas and have gradually decentralized.

"Maybe five years late, but it has been done little by little. I think in another five years, the difference will start to be noticed in Mexico," de Anda said.

The egg industry is moving to central Mexico, to states like San Luis Potosí, or to the north, in the state of Chihuahua. It has also migrated to the southeast, to the

#### Legal Notice

- **IF YOU PURCHASED SHELL EGGS IN THE U.S. FROM 9/24/2004 - 12/31/2008 DIRECTLY FROM DEFENDANTS, YOU MAY BE A MEMBER OF A CERTIFIED LITIGATION CLASS AND A CLASS MEMBER IN A PROPOSED CLASS ACTION SETTLEMENT.**
- **IF YOU PURCHASED SHELL EGGS OR EGG PRODUCTS IN THE U.S. FROM 1/1/2000 - 12/19/2014 DIRECTLY FROM ANY PRODUCER, YOU HAVE THE OPPORTUNITY TO SUBMIT A CLAIM IN CONNECTION WITH CERTAIN PREVIOUSLY-APPROVED SETTLEMENTS.**

This legal notice is to announce certification of a Litigation Class; to provide information regarding a new settlement with Michael Foods, Inc. ("MFI"); and to provide information for submitting claims in connection with previously-approved settlements with National Food Corporation ("NFC"), Midwest Poultry Services, L.P. ("Midwest"), United Egg Producers and United States Egg Marketers ("UEP/USEM"), NuCal Foods, Inc. ("NuCal"), and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. ("Hillandale") in *In re Processed Egg Products Antitrust Litig.*, No. 08-md-2002 (E.D. Pa.).

#### What is this lawsuit about?

Plaintiffs allege that Defendants conspired to decrease the supply of eggs which caused the price of eggs to artificially increase and direct purchasers to pay more for Shell Eggs and Egg Products than they would have otherwise paid. Defendants have denied all liability for this conduct and asserted that their conduct was lawful and/or exempt from the antitrust laws, among other defenses.

#### Who is included in the Litigation Class?

The Litigation Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. If you exclude yourself, you will not be entitled to share in any future distributions if Plaintiffs obtain money from a trial or future settlements. The deadline to exclude yourself is October 9, 2017.

#### Who/what is included in the MFI Settlement?

The MFI Settlement Class includes individuals/entities that purchased Shell Eggs in the U.S. directly from Defendants from 9/24/2004 through 12/31/2008. MFI will provide the Class with \$75 million and cooperation. Plaintiffs will release all claims against MFI. The deadline to submit a claim, submit an objection, or submit an exclusion is October 9, 2017.

#### Who may submit a claim in connection with the NFC, Midwest, UEP/USEM, NuCal & Hillandale Settlements?

If you did not previously exclude yourself from these Settlements, and you purchased Shell Eggs and/or Egg Products in the U.S. from 1/1/2000 through 12/19/2014 directly from any Producer, you may be entitled to submit a claim form postmarked no later than October 9, 2017.

#### Who represents you?

The Court appointed Stanley Bernstein (Bernstein Liebhard LLP); Michael Hausfeld (Hausfeld LLP); Mindee Reuben (Lite DePalma Greenberg, LLC), and Stephen Susman (Susman Godfrey LLP) as Class Counsel. You do not have to pay them to participate. You may hire your own attorney at your expense.

#### When will the Court decide whether to approve the MFI Settlement?

A hearing to determine the fairness and adequacy of the MFI Settlement is scheduled for 10:00 a.m. on November 6, 2017 at the U.S. District Courthouse, 601 Market Street, Philadelphia, PA 19106-1797. The Court will also consider a motion for attorneys' fees and costs and any objections. The Court may change the date/time of the hearing without notice.

Check [www.eggproductsettlemnt.com](http://www.eggproductsettlemnt.com) for updates and more information. This notice is a summary only.

# Exhibit C





All News Images Shopping Videos More Settings Tools

About 431,000 results (0.61 seconds)

### In re Processed Egg Products Antitrust Litigation Website

[www.eggproductssettlement.com/](http://www.eggproductssettlement.com/) ▼

In re Processed **Egg** Products Antitrust **Litigation** Website.

Moark Settlement · Important Dates · Court Documents · Hillandale and Nucal ...

### Litigation Class and Michael Foods Settlement - In re Processed Egg ...

[www.eggproductssettlement.com/faqmh](http://www.eggproductssettlement.com/faqmh) ▼

This **lawsuit** alleges injuries to direct **egg** purchasers only, that is, entities or individuals who bought **eggs** directly from Defendants. A separate case is pending ...

### Cal-Maine Settlement and First Sparboe Amendment - In re Processed ...

[www.eggproductssettlement.com/faqcm](http://www.eggproductssettlement.com/faqcm) ▼

In this **lawsuit**, Plaintiffs allege that Defendants, certain Producers of Shell **Eggs** and **Egg** Products, conspired to decrease the supply of **eggs**. Plaintiffs allege ...

### Egg Product Claims Dismissed In Price-Fixing MDL - Law360

<https://www.law360.com/articles/.../egg-product-claims-dismissed-in-price-fixing-mdl> ▼

Sep 7, 2016 - A Pennsylvania federal judge on Tuesday dismissed claims from purchasers of products containing **eggs** in multidistrict **litigation** alleging a ...

### Michael Foods Will Pay \$75M to Settle Egg Price-Fixing Class Action

<https://topclassactions.com/lawsuit.../lawsuit.../351351-michael-foods-pay-75m-settle-...> ▼

Dec 12, 2016 - Plaintiffs in an **egg** price-fixing antitrust multidistrict **litigation** have secured a \$75 million settlement against Michael Foods Inc.

### Michael Foods Egg Price-Fixing Direct Purchaser Class Action ...

<https://topclassactions.com/lawsuit.../lawsuit.../801919-michael-foods-egg-price-fixing...> ▼

Jul 10, 2017 - The last remaining defendant involved in an **egg**-price fixing class action **lawsuit** has reportedly agreed to settle the **litigation**. If you purchased ...

### Plaintiffs Prevail in Certification of Eggs Class | Global Litigation ...

<https://www.hausfeld.com/news/us/plaintiffs-prevail-in-certification-of-eggs-class> ▼

Plaintiffs Prevail in Certification of **Eggs** Class. Related Lawyers: ... The case is In re Processed **Egg** Products Antitrust **Litigation**, Case No. 08-MD-2002 (E.D. Pa.).

### Hausfeld Announces \$75 Million Settlement with Michael Foods in ...

<https://www.hausfeld.com/.../hausfeld-announces-75-million-settlement-with-michael-...> ▼

... to handling complex and class action **litigation**, today announced a \$75 million settlement with Michael Foods, Inc. in In re: Processed **Eggs** Antitrust **Litigation**, ...

### Judge approves \$8.4M settlement in egg class action | Pittsburgh Post ...

[www.post-gazette.com/business/legal/2016/07/12/Judge...egg.../201607120003](http://www.post-gazette.com/business/legal/2016/07/12/Judge...egg.../201607120003) ▼

Jul 11, 2016 - A combined \$8.4 million settlement between five defendants and direct purchasers and suppliers in national **egg** antitrust **litigation** has been ...

### <sup>[PDF]</sup> A Road Map For Future Food And Ag Antitrust Litigation

[www.proskauer.com/.../A-Road-Map-For-Future-Food-And-Ag-Antitrust-Litigation.p...](http://www.proskauer.com/.../A-Road-Map-For-Future-Food-And-Ag-Antitrust-Litigation.p...) ▼

Sep 14, 2016 - Antitrust **Litigation** — or “the **Eggs** case,” as it’s colloquially referred to ... shape the course of antitrust **litigation** in food and agriculture for years ...

### Egg or Egg Product Purchasers - A Class Action May Affect You

**[Ad]** [www.eggproductssettlement.com](http://www.eggproductssettlement.com)

If you purchased directly from egg producers, you may be eligible for payments



# Exhibit D

DJIA ▼ 21542.27 -0.32% S&P 500 ▼ 2467.91 -0.22% Nasdaq ▼ 6379.56 -0.16% U.S. 10 Yr ▲ 5/32 Yield 2.241% Crude Oil ▼ 46.73 -0.83% Euro ▲ 1.1660 0.24%

# THE WALL STREET JOURNAL.

Jacob Wichman ▼  
WSJ+

Home World U.S. Politics Economy Business Tech Markets Opinion Arts **Life** Real Estate

Search 🔍

ADVENTURE & TRAVEL  
3 Books for Travelers Who Prefer Exploring by Foot

What the NBA Can Learn From a WNBA All-Star

Ole Miss Football Coach Resigns Amid Probe Into Phone Calls

We Need to Relax Like Roger Federer

Spieth, Kuchar Lead at T

MULTIPLIERS OF PROSPERITY

MetLife Foundation | WSI SYSTEM FINANCIAL

**Solving the Financial Health Equation**

GET INVOLVED

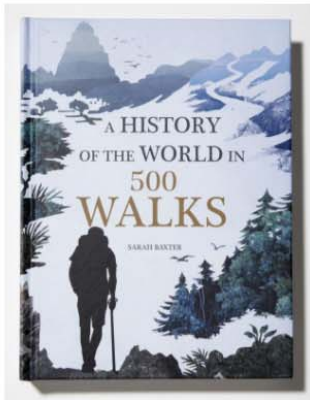
LIFE | TRAVEL | OFF DUTY TRAVEL | BOOKSHELF

## 3 Books for Travelers Who Prefer Exploring by Foot

Whether the destination is Lower Manhattan or rural Japan, fans of walking tours will welcome these volumes

By Sydney Lazarus  
July 20, 2017 10:41 a.m. ET

0 COMMENTS



### A History of the World in 500 Walks

By Sarah Baxter (\$28, Thunder Bay Press)

British travel writer Sarah Baxter tackles an ambitious task in this 400-page volume: compiling a list of walkable routes that have shaped natural and human history. These range from a hike in what is now Québec through the crater left by a meteorite crash 350 million years ago, to the Kokoda Track through the mountains of Papua New Guinea, where Japanese and Australian soldiers fought during World War II. Fittingly, the book is organized by historical period, starting with pre-human

If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.

gocg

- ✉
- 📄
- f
- 🐦
- 📖
- ★
- 🔗

WSJ | WSJ LIVE | MARKETWATCH | BARRON'S | DJX | MORE

News, Quotes, Companies, Videos SEARCH

**BARRON'S** ASIA EDITION U.S. EDITION

Welcome, Jacob Customer Center Logout Live Help

HOME MAGAZINE DAILY INVESTING IDEAS ADVISOR CENTER MARKET DATA PENTA BARRON'S NEXT

VIEW FROM THE BUYSIDE

# Costco Wholesale Stock Has 20% Upside

The warehouse club's shares were pummeled by the Amazon-Whole Foods announcement. They will rise.

Email Print 0 Comments Order Reprints [Social Icons] A A

By WILL STEWART AND MARCK BRONZO OF NUDGE CAPITAL  
July 21, 2017 7:45 a.m. ET



Getty Images

This article first appeared on SumZero, the world's largest research community of buyside investment professionals. In some cases Barron's edits the research for brevity; professional investors can access the full version of this thesis and tens of thousands of others at [SumZero.com](http://SumZero.com).

Disclaimer: The author's fund had a position in this security at the time of posting and may trade in and out of this position without informing the SumZero community.

Do you want to invest in retail? Neither do we. But we think you should buy this

If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.

gcg

### Most Popular

1. Sick of Chipotle? Analyst Suggests a Different Chain
2. Applied Opto CFO Rebutts Inaccuracies About Its Products
3. Not So Fast: Dow Drops 29 Points as Nasdaq Hits New High
4. Nike Can Do It – Again
5. Nike: The Steph Curry Threat Is Fading Away

SEE FULL LIST

SECTIONS

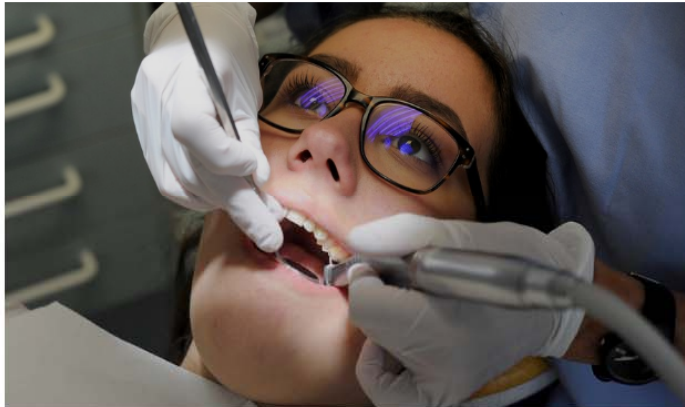
WATCHLIST

MarketWatch

Jacob Wichman

SEARCH

# Avoid health-care stocks as D.C. spins its wheels? No, here's a case for buying them



XLV -0.11%

- Stocks are healthy enough to rally without tech
- Energy stocks break out from 7-month downtrend line
- Russian stocks look cheap, but that's not the whole picture
- Mark Hulbert: This is what should really worry you about stocks

## NEED TO KNOW



### U.S. stocks fall from near-records, with GE a particular drag

DJIA -0.32% SPX -0.22% COMP -0.18%

- Dow's early tumble is broad based and led by Goldman, GE and Caterpillar stocks

Here's something that can improve your memory — and help you sleep

Still not losing weight? These may be the reasons why

After six months on the job, here's what the Trump Scoreboard says about his performance

O.J. Simpson made over \$400,000 while in prison and won't have to give any of it to the Goldman family

If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.

gcg







## Summer Inspiration: The Citizen's 'Fill Your Fridge' and Other In-Room Creations



## Sheraton Grand Los Cabos Earns Wine Spectator's 'Award of Excellence'



## Product News: Frontline's Direct-Plumbed Oil System

- Subscriptions
- Online Registration
- eNews
- Customer Service



### Mohegan Sun

prev

next

[More Videos](#)

If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.

gcg

Sponsored Content *i*



Sponsored By NESCAFÉ Milano



If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.

# bakingBUSINESS.com

Sosland Publishing's **Baking & Snack** and **Milling & Baking News**.

Login

Search

Advanced Search | Search Tips

free newsletter sign-up

Home

News

Features

Opinion

Multimedia

Resources

Magazine

## Judge dismisses labeling lawsuit against General Mills

7/19/2017 by Eric Schroeder



Judge says claims in the case 'are simply not plausible.'

## Design today, handle tomorrow



by Joanie Spencer

### The Latest News



#### Trending Now

- Nestle
- Hostess Brands
- Flowers Foods
- Bread
- Grupo Bimbo
- Kellogg
- Conagra Brands

## Bundy Baking Solutions acquires FBS Prestige

7/20/2017 - Business

Company expands in Europe with coating facilities in the U.K. and Romania.

## Campbell Soup to withdraw from G.M.A.

7/20/2017 - Business

Company announces new partnership designed to 'raise the bar on food transparency.'

## A deeper look at A.B.A.'s Cookie and Cracker Academy

7/20/2017 - Business

#### News Categories

- Business
- New Products
- Regulatory



### Most Popular

Read Shared Comments

1 The top six international food trends for 2017

2 Six product development trends highlighted at IFT17



# FOOD PROCESSING

The Information Source for Food and Beverage Manufacturers

LOGIN | REGISTER



## NEW FOOD PRODUCTS RESOURCE CENTER

Keep up to date on new product trends for the Consumer Packaged Goods industry.

[GO TODAY >](#)

### The Influential Power of the Food & Beverage CMO

The role of chief marketing officers is greatly expanding. Food and beverage CMOs must have passion as they create strategies, deal with sales, accountability and service pressures, and keep tabs on consumer behavior. That's why communication with R&D counts.



In this increasingly consumer-driven economy, chief marketing officers (CMOs) in the food and beverage industry are driving organizational transformations beyond conventional advertising, point-of-purchase promotions and brand building. They have an increasingly large impact on product development. Senior marketing managers create new visions, strategies and business models, while staying ahead of constantly changing consumer trends and social media, globalization and digital technology. They contribute new ways of thinking. In almost all companies with CMOs, the marketing department is closely aligned with product development. In many cases, R&D reports to the CMO.

[FULL STORY](#)

### Top Stories

**Transforming the Internet of Things into a Food Processing Reality: A Guide**  
The keys to capitalizing on the IoT include converging IT and OT (operational technology) while juggling new opportunities (machine learning) and creating processes for proper data-sharing. But where and how do you start?

**Self-Inspect To Help Your Safety Culture**  
Reducing hazards and risks can lower premiums, training and other costs.

**Affection for Confections and Snacks Stays Strong**  
Largest-ever Sweets & Snacks Expo opened its doors this year to a feast of candy and snacks featuring bolder, lighter and free-from products with a twist.

**How Do We Make Factory Jobs Attractive?**  
Frito-Lay chips in with Houston County (Georgia) Career Academy to train and mentor young people for the plant.

### What's Trending?

#### Food Processing Top 100®

Food Processing's annual list of the top 100 food and beverage companies in the U.S. and Canada is the only list of its kind. Nowhere else can you sort manufacturers by sales, rank or income all in one place. See the interactive list.



#### July 2017 Food Funny

A Tisket a Tasket. 'Tis the season for an oversized grocery basket. Now that all of the captions have been thrown in the cart, time to find out which caption is the funniest of them all. Vote for your favorite caption here



You can also download your own poster-sized copy of this chart.

If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.



News Items

Products

White Papers

With added sugars being called out in the new Nutrition Facts panel, there's plenty of interest in finding sweet replacements before those 2018 label changes. Some of the activity in the segment played out at the June IFT Food Expo. Stevia remains high on the lists of many processors and...

FULL STORY

Latest Products



Jelly Belly Introduces Novel New Flavors



Antioxidants Keep New Oils Fresh



Fresh Soup and Wrap Concepts for the Home



Sweet, Tart Cherries Cropping Up in Snack Foods



Bold Flavors Meet Cheddar Cheese



Radio Frequency Co. Offers Macrowave Pasteurization System



Just Spices Launches in U.S. with 20 Seasoning Blends



Level Switches Designed for Density Issues



Nestea Rolls Out Next-Generation Brewed Iced Tea



Twin Screw Pump Helpful for Food, Beverage, and Dairy Processing



Tabasco Brand Chipotle Spray Offers Full-Body Flavor



Pneumatic Conveying System is Safe, Gentle

**If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.**

gcg



VIEW IN BROWSER

# RESTAURANT

## BUSINESS

July 30, 2017



If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.

ADVERTISEMENT

### THIS WEEK'S TOP STORIES

## 1. Hot new concepts (and more on the horizon)

INNOVATIONS

From French bistros to all-day brunch to Danny Meyer's latest, here are new concepts worth watching.

## 2. Starbucks exits another business

NEWS

A tea venture isn't working, the coffee giant acknowledges.

## 3. Things fast-growing chains know

FUTURE 50

With every class of up-and-coming concepts comes a fresh crop of common threads that tie them together.

### FSTEC Adds Kelly Seeman to Speaker Lineup



Kelly Seeman, global sales industry manager at Facebook will discuss what successful restaurant companies must do to launch new products in today's on-demand environment. Attendees will learn from her six lessons of success. Visit [FSTEC.com/agenda](http://FSTEC.com/agenda).

## 4. This week's 6 head-spinning moments: Big reveals

OPINION

Not all the big leaks this week came from Washington. Chipotle, McDonald's and Starbucks had a few doozies, too.

## 5. McDonald's scores big with 2-prong pricing

NEWS

The industry's dominant chain posted a second-quarter jump in same-store sales on the strength of simultaneously discounting and going high end.

## 6. Asian foods and drinks emerging in the U.S.

BEVERAGE TRENDS

Chinese and Indian drinks as well as a Japanese snack are making waves on menus stateside.

## 7. This week's restaurant nightmares: Speaking sans thinking

## OPINION

The difference between a breakthrough idea and a really, really bad one is often how much thought is given to the possible fallout. If you doubt that rule of physics, read on.

## 8. How to create successful employee contests

### FOOD TRENDS

Here are some helpful hints from operators who have cracked the code for successful staff contests.

## 9. Chipotle rethinks its disdain for fast food

### OPINION

The burrito chain is showing a change of heart with such moves as trying a drive-thru.

## 10. Taco Bell partners with Lyft for drive-thru push

### NEWS

Passengers of the ride-sharing service will be able to make a late-night pit stop along the way.

---

**Unsubscribe | Add to Safe Sender List**

Copyright © Winsight, LLC. 2017  
300 S. Riverside Plaza, Suite 1600 | Chicago, IL 60606

**Restaurant Business Magazine | About Us | Contact Us | Advertise**

– Online subscription assistance: [onlinesupport@winsightmedia.com](mailto:onlinesupport@winsightmedia.com)  
– Advertising inquiries: Richard Price, [rprice@winsightmedia.com](mailto:rprice@winsightmedia.com)

To ensure delivery, please add [admin@e.restaurantbusinessonline.com](mailto:admin@e.restaurantbusinessonline.com) to your address book, safe sender or whitelist.

To view our Privacy Policy, [click here](#)

All of the releases provided are protected by copyright and other applicable laws, treaties, conventions. All reproduction, other than for an individual user's reference, is prohibited without prior written consent.

View Online

ADVERTISEMENT

**WE WORK FOR THE WORKERS.** SHOES FOR CREWS

**JUL 20** **NRN a.m.**  
The industry's daily report from Nation's Restaurant News



TOP NEWS

**Vote now for Operator of the Year**

**Potbelly CFO named interim CEO**

**MOD Pizza names new COO**

**Chipotle using music to push its ingredients**

**Analyst: Meal kits will help Amazon truly infiltrate traditional grocery market**

ADVERTISEMENT

**dinova**  
Your Restaurant needs **BUSINESS DINERS**  
**we can help.**

SPONSORED BY MARS FOODSERVICES



**Menu Tracker: New items from Shake Shack, Cava, Fired Pie**

[GET FULL GALLERY](#)



**Catering to consumer behavior throughout the week**

[FULL SPONSOR ARTICLE](#)



### Carl Sobocinski outlines legacy for Table 301 group

[GET FULL ARTICLE](#)

ADVERTISEMENT

If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.

MOST POPULAR ON NRN.COM

[Chick-fil-A tests family meals, new sides](#)

[Chipotle stock falls amid illness reports](#)

[Sullivan's 25 laws of restaurant leadership](#)

[Can queso save Chipotle?](#)

[What smaller chains should consider as they grow](#)

ADVERTISEMENT

**National Leader in Restaurant and Hospitality Recruiting**  
 25 years of service to the hospitality industry  
[www.restaurantmanagerjobs.com](http://www.restaurantmanagerjobs.com)  
[info@nhajobs.com](mailto:info@nhajobs.com) • 856-608-7843



[Manage Subscriptions](#) | [Subscribe To Print](#) | [Archive](#)

You are subscribed to this newsletter as **EmailAddress**

Questions or problems? Contact [Customer Service](#)

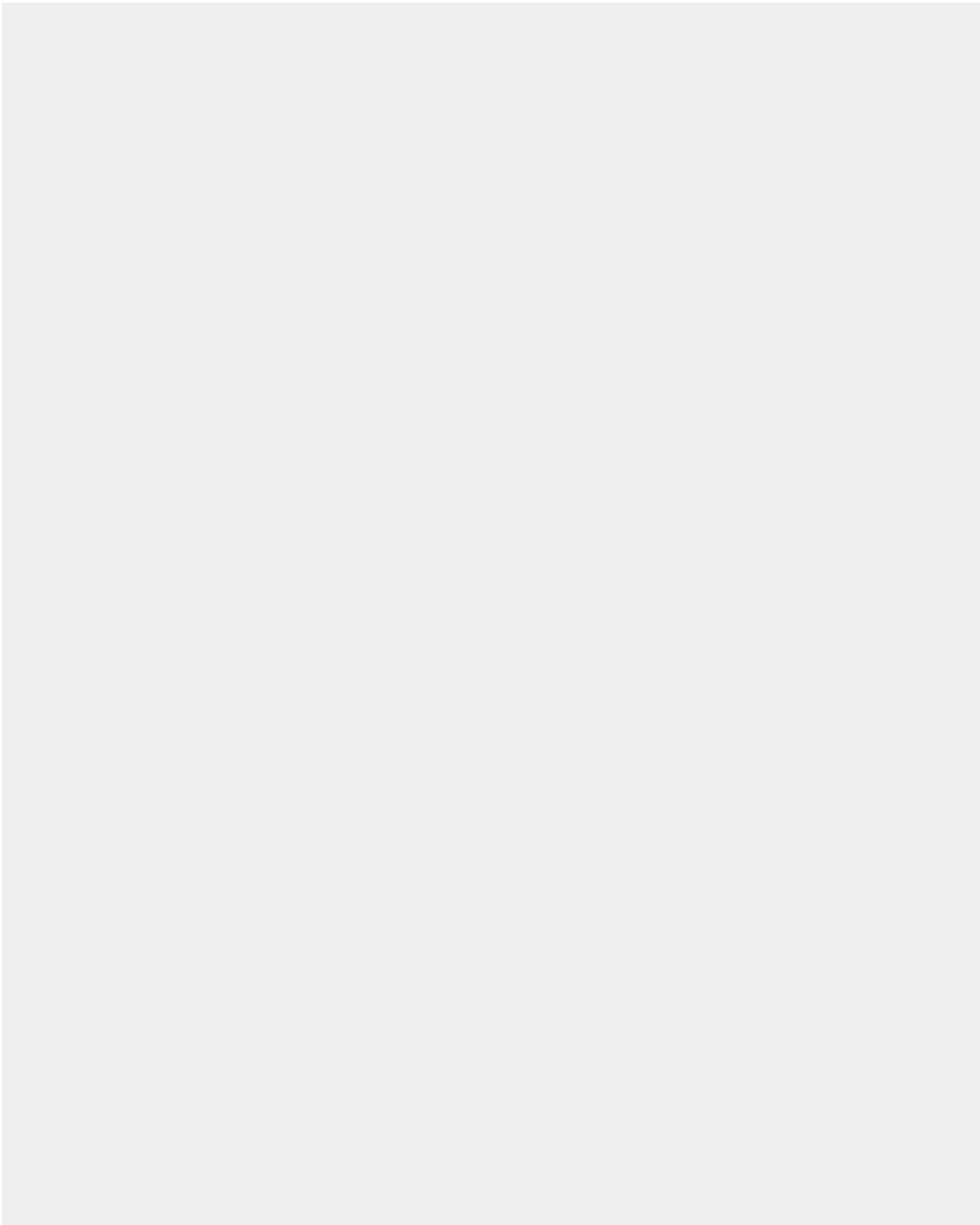
Editorial: [Jenna Telesca](#)

[Advertising](#)

Nation's Restaurant News | Penton | 1166 Avenue of the Americas, 10th Floor | New York, NY 10036 | [Privacy Policy](#)

Copyright 2017, Penton. All rights reserved.

Powered by **Penton**





[VIEW IN BROWSER](#)



If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.

## This week's top story: Lessons from the new restaurant world

These trends can help operators efficiently keep pace with diners' modern demands.

[READ MORE](#)



*From Bush's Best®*

### 3 new ways to menu bowls

Operators are offering more bowls across dayparts to appeal to consumers seeking unique flavors as well as healthier options.

**Karp's** Scoop-N-Bake Batters

**Be a baker.**

[Learn More](#)





#### RECIPE REPORT

## 5 healthy snacks

These quick recipes make the most of seasonal fruits and other better-for-you ingredients.

#### FEATURED PRODUCT



## Better for you bars

Corazona's HEARTBAR is a healthy treat that contains plant sterols, which when paired with a healthy diet, is proven to lower LDL (bad) cholesterol\*. Each bar also has 5g of fiber, 6g of protein and non-GMO ingredients and the perfect fuel for an on-the-go life. To find out more [CLICK HERE](#).

Sponsored By



#### NEWS

## By student demand, district ups vegetarian, global options

Power Up Tuesdays and International Thursdays will become weekly fixtures at lunch.



[FSD MAGAZINE](#)

[ABOUT US](#)

[CONTACT US](#)

[ADVERTISE](#)

– Online subscription assistance:  
[onlinesupport@winsightmedia.com](mailto:onlinesupport@winsightmedia.com)  
 – Editorial inquiries: [Lindsay Holley](#)  
 – Advertising inquiries: [Bill Anderson](#)

To ensure delivery, please add

All of the releases provided are protected by copyright and other applicable laws, treaties, conventions. All reproduction, other than for an individual user's reference, is prohibited without prior written consent.

To view our privacy policy, click [here](#)

admin@e.foodservicedirector.com to your address book, safe sender or whitelist.

To unsubscribe, click [here](#)



RESTAURANT BUSINESS | FOODSERVICE DIRECTOR | CSP

CONVENIENCE STORE PRODUCTS | TECHNOMIC | GROCERY HEADQUARTERS

300 South Riverside Plaza, Suite 1600 | Chicago, IL 60606 | 312-876-0004

Contact Us | © Winsight, LLC. 2017

[VIEW IN BROWSER](#)

**FSD** FOODSERVICE DIRECTOR

July 28, 2017

**If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.**

## This week's top story: Lessons from the new restaurant world

These trends can help operators efficiently keep pace with diners' modern demands.

[READ MORE](#)



*From Bush's Best®*

## 3 new ways to menu bowls

Operators are offering more bowls across dayparts to appeal to consumers seeking unique flavors as well as healthier options.



RECIPE REPORT

5 healthy snacks

These quick recipes make the most of seasonal fruits and other better-for-you ingredients.

FEATURED PRODUCT



Better for you bars

Corazona's HEARTBAR is a healthy treat that contains plant sterols, which when paired with a healthy diet, is proven to lower LDL (bad) cholesterol\*. Each bar also has 5g of fiber, 6g of protein and non-GMO ingredients and the perfect fuel for an on-the-go life. To find out more [CLICK HERE](#).

Sponsored By



NEWS

By student demand, district ups vegetarian, global options



Power Up Tuesdays and International Thursdays will become weekly fixtures at lunch.



[FSD MAGAZINE](#)

[ABOUT US](#)

[CONTACT US](#)

[ADVERTISE](#)

- Online subscription assistance:  
[onlinesupport@winsightmedia.com](mailto:onlinesupport@winsightmedia.com)
- Editorial inquiries: [Lindsay Holley](#)
- Advertising inquiries: [Bill Anderson](#)

To ensure delivery, please add  
[admin@e.foodservicedirector.com](mailto:admin@e.foodservicedirector.com) to your address book, safe  
sender or whitelist.

To unsubscribe, click [here](#)

All of the releases provided are protected by copyright and other applicable laws, treaties, conventions. All reproduction, other than for an individual user's reference, is prohibited without prior written consent.

To view our privacy policy, click [here](#)



[RESTAURANT BUSINESS](#)


[FOODSERVICE DIRECTOR](#)

[CSP](#)

[CONVENIENCE STORE PRODUCTS](#)

[TECHNOMIC](#)

[GROCERY HEADQUARTERS](#)

300 South Riverside Plaza, Suite 1600 | Chicago, IL 60606 | 312-876-0004 

[Contact Us](#) | © Winsight, LLC. 2017

[View this email in your browser.](#)

# TODAY IN **FOOD** Manufacturing®

**JULY  
24**

## In This Issue

### NEWS

Blue Moose Of Boulder Announces Non-GMO Project Verification

### NEWS

Food Manufacturing: Last Week in Review (July 17-23)

### VIDEOS

Nutella's Personalized Packaging Connects with Consumers

### PRODUCT ANNOUNCEMENT

Bag Flattening Conveyor

### NEWS

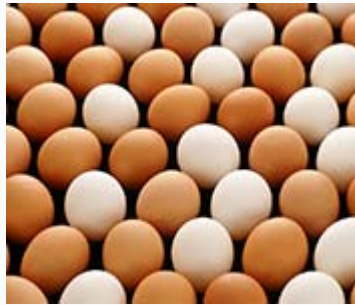
Pacific Foods Co-Founder Talks About Beginnings

### NEWS

Bush Brothers & Company Recalls Baked Beans in 28-Ounce Cans

ADVERTISEMENT

## Egg Products Settlement



If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be

affected by a class action lawsuit and may be eligible for settlement payments.

[LEARN MORE](#)

ADVERTISEMENT

## Keep oven chains protected even at extreme temperatures



Protect oven chains even at extreme temperatures up to 1200°F (650° C) with the NSF H1-registered Klüberfood NH1

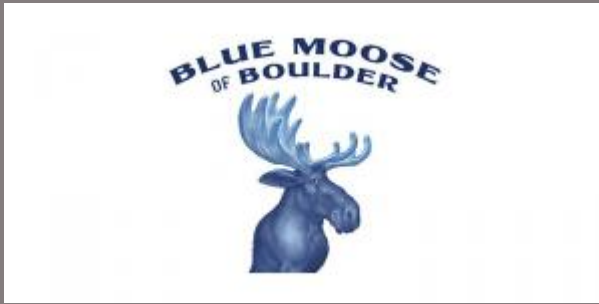
CH 6-120 SUPREME. Designed for tortilla, pizza, and other ovens operating at these high temperatures, this white lubricant can provide continued protection and substantially extend relubrication intervals. Download our white paper for insights on reducing residue and reapplications.

[DOWNLOAD THE WHITE PAPER](#)



FEATURED STORY

# Blue Moose Of Boulder Announces Non-GMO Project Verification



Blue Moose of Boulder, a leading manufacturer of better-for-you snacks, announces that the company's salsa and the majority of its hummus products have been Non-GMO Project Verified.

Share [f](#) [t](#) [g+](#) [in](#) [s](#)

[READ MORE](#)

ADVERTISEMENT

## MITIGATION OR ELIMINATION: Managing Compressed Air Contamination Risk



As a food and/or beverage producer, you know how important avoiding contaminated air is for your production. Compressed air quality and your product quality are inextricably linked for HACCP applications, so you must be thorough to ensure the utmost safety. Therefore, food safety starts with determining the proper compressed air equipment for your manufacturing requirements. How do you connect the food safety standards you must follow with

the right equipment to meet those standards? You can't leave room for error as the outcomes are significant - loss of production and customers, along with potential damage to your brand image.

[DOWNLOAD THE WHITE PAPER](#)

NEWS

## Food Manufacturing: Last Week in Review (July 17-23)



Stay on top of the biggest stories in the news and find out what was trending by taking a look at the most-viewed content that appeared last week on Food Manufacturing.

[READ MORE](#)

ADVERTISEMENT



## Case Study: Got Content? Billion Dollar Dairy Manufacturer Relies On EnterWorks PIM



Download this Case Study to learn how a billion dollar Dairy Manufacturer turned to EnterWorks Product Information Management (PIM) to deliver compelling and consistent product content and high-quality data across channels. Discover how EnterWorks is helping dairy manufacturers deploy PIM and Master Data Management (MDM) solutions that provide a central "system of record" for accurate, consistent, and compelling product

information across an omnichannel environment.

[GET THE CASE STUDY](#)

### VIDEOS

## Nutella's Personalized Packaging Connects with Consumers



Millennials show less interest for mainstream brand offerings and are more intrigued by customized brands and services. Find out more by watching this installment of The Lempert Report.

[READ MORE](#)

### ADVERTISEMENT

## Get rid of the bitter business aftertaste caused by poor software systems



Join us for our free upcoming webinar, where Southeast Computer Solutions will be taking you through what compliance management, traceability, nutritional labeling and trade-promotion management all have in common; that they are all complex processes that when not done correctly, can cost you a lot of money, time and reputation. They will show you: • How the right software and processes make the complexity and worry a thing of the

past. • How you can make your business run better through practical advice and examples from other food and beverage clients.

[REGISTER TODAY!](#)

### PRODUCT ANNOUNCEMENT

## Bag Flattening Conveyor







Fusion Tech bag flattening conveyors are robust and unique pressing solutions designed to flatten bagged product to make the packaging process easier.

[READ MORE](#)

ADVERTISEMENT

### Thermoelectric Cooling: A Closer Look



Thermoelectric technology has seen advances and improvements in recent years. An overview of the technology will outline benefits and drawbacks to the end user followed by discussion of the newest innovations and factors to consider when specifying a thermoelectric enclosure cooler.

[DOWNLOAD THE WHITE PAPER](#)

**NEWS**

### Pacific Foods Co-Founder Talks About Beginnings



Broth and soup maker Pacific Foods is being bought by Campbell Soup for \$700 million, the latest example of a big packaged food maker acquiring a smaller maker of products that are seen as fresher or more wholesome. Though Campbell introduced some organic soups under its own name in 2015, it says Oregon-based

Pacific Foods is more of a leader in that area.

[READ MORE](#)

ADVERTISEMENT

### Variable Tension for Invariable Commitment



The Clorox Company's® commitment to quality control is top-to-bottom, and nothing escapes its watchful eye. When the company recently sought to update the stretch wrapping equipment at its Hidden Valley Ranch, Reno, NV, facility, it would accept no less than the safest, most user-friendly, and cost-efficient equipment they could find. Having successfully incorporated Muller stretch wrapping equipment across other Hidden Valley Ranch and Clorox

facilities, the choice was clear. Read this case study to learn more.

[DOWNLOAD THE WHITE PAPER](#)

## NEWS

## Bush Brothers & Company Recalls Baked Beans in 28-Ounce Cans



Bush Brothers & Company is voluntarily recalling certain 28-ounce cans of Brown Sugar Hickory Baked Beans, Country Style Baked Beans and Original Baked Beans because cans may have defective side seams.

[READ MORE](#) 

### IN CASE YOU MISSED IT...

#### **Anheuser-Busch to Acquire Maker of Energy Drinks, Sparkling Waters**

*Anheuser-Busch last week bolstered its non-alcoholic beverage offerings by announcing the acquisition of California energy drink maker Hiball.*

#### **Texas Company Recalls Coffee With Viagra-Like Substance**

*Bestherbs Coffee LLC issued the voluntary recall for its New of Kopi Jantan Tradisional Natural Herbs Coffee after the U.S. Food and Drug Administration found it contains desmethyl carbodenafil, which is similar to sildenafil in the erectile dysfunction drug Viagra.*

[MORE](#) [SUBSCRIBE](#) | [ABOUT US](#) | [ADVERTISE](#)

We respect your right to privacy - view our policy [here](#).

This mailbox is unattended, so please do not reply to this message. [Contact us](#) for assistance.

If you no longer wish to receive these emails - unsubscribe [here](#).

This email was sent by: **Food Manufacturing**  
100 Enterprise Drive - Suite 600 - Rockaway, NJ 07866-2129

© 2017 Food Manufacturing. All rights reserved.

View Online

ADVERTISEMENT



**Insights on trends and industry data**  
Learn about purchasing our special reports

**JUL 28** **Supermarket News Daily**  
Information, Insights, Impact for Food Retailers




**Retailers applaud wins on border tax, menu labeling**

[READ FULL ARTICLE](#)

ADVERTISEMENT



If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be affected by a class action lawsuit and may be eligible for settlement payments.



**Amazon: 'No one solution' for fresh fulfillment**

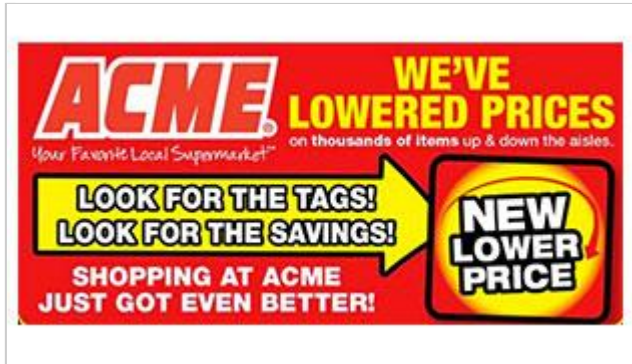
[READ FULL ARTICLE](#)

VIEWPOINT



### Why Lidl won't go away

[READ THE VIEWPOINT](#)



### Acme trumpeting price drops

[READ FULL ARTICLE](#)



[Manage Subscriptions](#) | [Subscribe To Print](#) | [Archive](#)

You are subscribed to this newsletter as **EmailAddress**

Questions or problems? Contact [Customer Service](#)

**Editorial:** [Becky Schilling](#)

**Advertising:** [Jerry Rymont](#)

Supermarket News | Penton | 1166 Avenue of the Americas, 10th Floor | New York, NY 10036 | [Privacy Policy](#)

Copyright 2017, Penton. All rights reserved.

Powered by **Penton**®

# Stores Weekly

## National Retail Federation

### FIRST EDITION

#### Three factors behind Cosabella's successful AI deployment

Cosabella has always been an innovator, but the disruption being caused by many of its competitors meant the high-end luxury lingerie retailer needed to retool its marketing approach. Its solution incorporated an AI platform from Emarsys that can analyze data and predict customer behavior, then execute marketing campaigns designed around that information.



#### Making beauty better

Gregg Renfrew launched Beautycounter in 2013 to raise awareness of the under-regulated U.S. beauty market and offer products made without suspect ingredients. The brand, a founding member of the Environmental Working Group's verification program, also focuses on advocacy and activism.



#### How to Overcome Your Order-Fulfillment Challenges

Retailers have mostly focused on front-end strategies and neglect the importance of an integrated order fulfillment and secure back-end process for seamless omnichannel execution. Download the executive's handbook from EKN for the latest research findings and insights that will empower you to overcome your order-fulfillment challenges.

[Learn More](#)

Advertisement 

### TRENDS

#### Setting up a home in the Hamptons

A year after its acquisition by Bed Bath & Beyond, One Kings Lane opened its first bricks-and-mortar store in Southampton, N.Y., in a 19th-century former library. The location features a complimentary in-house design service, along with a space for pop-up events.



## Start 'em young

“RAD Lands,” an original kids’ video series from Chipotle, aims to educate families about where their food comes from and how it’s prepared. The series, created with CAA Marketing and The Magic Store, features YouTube personalities, musicians and celebrity chefs including Duff Goldman.

The [digital edition of STORES](#) includes must-read pieces, including the articles featured here. [Read the current issue](#) and [browse the archives for issues you may have missed](#).



## NRF NEWS

### Back-to-school and college spending to reach \$83.6 billion

With consumer confidence rising and more young people in school, back-to-college spending is expected to hit an all-time high this year and back-to-school spending is expected to see its second-highest spending level on record, according to NRF’s annual survey conducted by Prosper Insights & Analytics. Total spending for K-12 and college is expected to reach \$83.6 billion, up from last year’s \$75.8 billion.

### Vice President Pence: As retail goes, so goes America

Vice President Mike Pence praised the retail industry’s contributions to the economy as he spoke before merchants from across the nation Tuesday at NRF’s annual Retail Advocates Summit, and pledged to help pass pro-growth initiatives on issues from Obamacare repeal to tax reform. NRF is holding more than 150 advocacy meetings with lawmakers on Capitol Hill this week.



### Egg Products Settlement

If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be eligible for settlement payments.

[Learn More](#)

Advertisement 

### Everything you think you know about lobbyists is probably wrong

On this week’s episode of Retail Gets Real, NRF Senior Vice President for Government Relations David French sits down with co-hosts Susan Reda and Bill Thorne for a candid discussion about lobbying, lobbyists and the inner workings of Capitol Hill. French also explains how NRF helps retailers tell their stories in Washington.





Subscribe to **STORES**<sup>®</sup>

**SIGN UP**

to receive the Magazine and Email Newsletter

**STORES**<sup>®</sup>  
MEDIA

With more than 18,000 members, learn more about delivering your message to the world's largest group of retail decision makers.

**Advertise Here!**

## RETAIL DEALS

Intelligent customer engagement firm **TimeTrade** is partnering with **Google** to bring TimeTrade's appointment scheduling platform to Reserve with Google, a new seamless user-friendly channel that connects users to local businesses.

**Shopify** merchants will soon be able to list and sell their products on **eBay** directly from their Shopify account. With the new integration, Shopify merchants will have the opportunity to surface their brand and products to a new audience of more than 169 million active eBay buyers.

**Jinx Inc.** has revealed a new retail partnership to bring their J!NX Brand gaming lifestyle apparel exclusively to **Hot Topic**.

**First Insight Inc.**, a technology company that helps retailers make product investment and pricing decisions, announced an agreement with **Vineyard Vines**, the Connecticut-based retail brand best known for its smiling pink whale logo. First Insight will use its online social engagement tools to gather real-time product pricing and sentiment data from Vineyard Vines customers.

**Cole Haan LLC** has selected the cloud-based **Aptos** Enterprise Order Management solution to enhance its best-in-class omnichannel retail operations.

**Ascena Retail Group**'s tween retailer Justice launched its back-to-school campaign in partnership with tween star **Mackenzie Ziegler** in the name of inspiring girls to work together, not bully.

In-store shopper marketing solution provider **PRN** announced a partnership with 3D holographic consumer advertising technology firm **Provision Interactive Technologies Inc.** This new partnership allows PRN to expand its monetized consumer activation offerings at bricks-and-mortar retail by utilizing Provision's 3D Savings Center kiosk, which delivers interactive 3D advertising and content.

**Texas Humor**, a clothing brand that emphasizes Texas pride, selected **Shopgate**'s mobile commerce platform solution to develop an enhanced mobile shopping application for its customer base. The mobile app allows Texas Humor to further connect with customers through advanced features including push notifications, abandoned cart reminders and exclusive mobile content, delivering a true-to-the-brand mobile shopping experience.



**National Retail Federation**

1101 New York Ave. NW | Suite 1200 | Washington, DC 20005



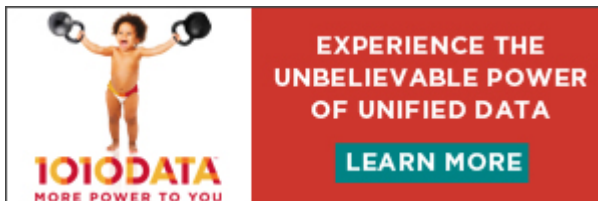
# STORES<sup>®</sup> WEEKLY

[Archive](#) | [Subscribe](#) | [Printer Friendly](#) | [Send to a Friend](#) | [stores.org](#)

## FIRST EDITION

### Startup brand helps Best Buy manage inventory and product information

Getting the TrackR device into stores was just the first step. To optimize in-store marketing efforts, the startup worked with crowdsource data firm Mobee to monitor installation compliance and the efficacy of its video training.



### Competitive customer financing keeps Sweet Deals Mattress and Furniture flourishing

Big purchases mean big price tags, and providing credit is an important part of Sweet Deals' business. A new program through Acima Credit that allows customers to apply online or at the point of sale has helped the retailer see an overall sales increase of 25 percent, along with a 60 percent increase in financing.

### A deeper look into what makes criminals tick

From the "factory fraudster" (who relies on social manipulation to pull a fast one) to the "unfriendly local" (who wants to use other people's money to buy things he can resell locally), online security firm Forter Inc. has developed six archetypes representing online thieves.



#### Enhancing CX in an Omni World

Download the report from Boston Retail Partners to learn how retailers are prioritizing the customer experience as well as how the evolution of unified commerce provides retailers with the right people, processes and technology to enhance the customer experience.

[Learn More](#)

Advertisement ➤

## TRENDS

### A new kind of sparkle

Reed Jewelers' new mall store concept, designed to draw shoppers in and create an oasis from the outside world, includes a diamond bar at the center of the store.

### Blue skies and blue ribbons

Retail sales increased more than 4 percent in the first quarter and both established retail chains and emerging entrepreneurs are growing revenues. STORES editor Susan Reda says that businesses built on technology that use data proficiency to drive decision-making are built for success in 2017 and beyond.

The [digital edition of STORES](#) includes must-read pieces, including the articles featured here. [Read the current issue](#) and [browse the archives for issues you may have missed](#).



## NRF NEWS

### People, culture and decisions that drive true innovation

For retailers facing an increasingly demanding consumer and an industry undergoing transformation, the question isn't just how to innovate in one area, but how to lead innovation across the organization. NRF's Artemis Berry spoke with Sukhinder Singh Cassidy, founder and chairman of video shopping site Joyus and founder of theBoardlist, prior to Cassidy's appearance at NRFtech about how to be innovative as an organization, close the gender gap and realize your vision.

### Emerging trends in urban shopping experiences

Almost a decade since its inception, CityCenterDC is one of the busiest areas of downtown Washington, D.C. On this week's episode of Retail Gets Real, General Manager Timothy Lowery and his colleague Whitney Burns, senior manager of corporate communications at Hines, share how they contribute to "activating" the 10-acre landmark development and how it all comes together as one unifying, dynamic consumer experience.



### Egg Products Settlement

If you purchased eggs or egg products directly from egg producers from January 2000 to December 2014, you may be eligible for settlement payments.

[Learn More](#)

Advertisement &gt;

### NRF Legislator of the Year says Congress needs more members from the private sector

As a second-generation car dealer, Representative Mike Kelly says most of his colleagues in Congress have never run a business and are quick to make policy decisions without considering the effect on retailers or other businesses. Kelly, who represents Pennsylvania's Third Congressional District and serves on the House Ways and Means Committee, was named NRF's Legislator of the Year last week for his support of pro-growth tax reform and his opposition to a controversial border adjustment tax proposal.



## RETAIL DEALS

Computer and consumer electronics retailer **Fry's Electronics** has selected **Deliv**, a same-day delivery company, to power Fry's same-day and scheduled delivery service.

The U.S.'s largest electronic cash transaction network, **PayNearMe**, announced a partnership with **Blackhawk Network**, a global financial technology company and a leader in connecting brands and people through branded value solutions. The first retailer currently utilizing PayNearMe's service is **Casey's General Stores**.

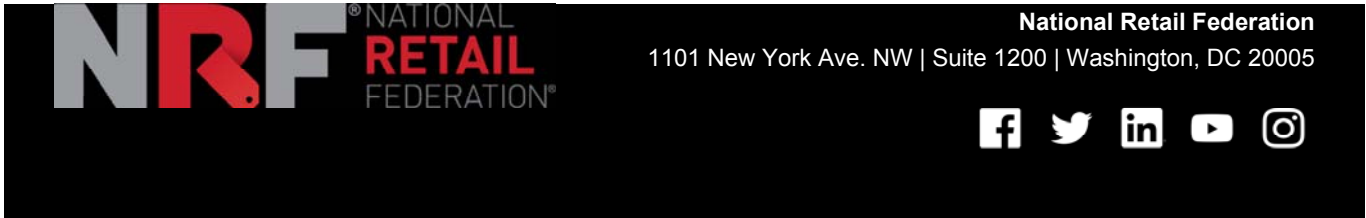
**Michael Kors Holdings Limited**, a global fashion luxury brand, has reached an agreement to acquire **Jimmy Choo**, a premier global luxury footwear and accessories brand.

**Walgreens Boots Alliance Inc.** announced a binding offer from **Fareva** for a 10-year global agreement for the manufacture and supply of its own beauty brands and private label products, including products for sale in the U.S.

**Destination XL Group Inc.**, a retailer of men's XL apparel, has launched its first mobile app, created in alliance with mobile commerce firm **PredictSpring**, designed to assist both on-the-go and in-store shoppers.

**CPI Card Group** and long-standing partner supermarket **Tesco** have relaunched the Tesco Clubcard across the U.K. The state-of-the-art, contactless loyalty card will redefine the loyalty market and revolutionize the way the consumer interacts, with a tap or hover at the point of sale.

**Ahold USA** businesses have selected **Revionics Price Suite** for price optimization, embodying their commitment to adopting leading technology to drive bottom-line business results and better



**NRF** NATIONAL RETAIL FEDERATION®  
1101 New York Ave. NW | Suite 1200 | Washington, DC 20005

National Retail Federation  
1101 New York Ave. NW | Suite 1200 | Washington, DC 20005

[f](#) [t](#) [in](#) [v](#) [@](#)



WATT Poultry Update

If you are having trouble viewing this e-mail, [open the online version](#).

**WATT**  
**POULTRY**update



**WEBINARS** ▶



**SUBSCRIBE** ▶



[Pilgrim’s co-founder Bo Pilgrim, 89, dies](#)

Lonnie “Bo” Pilgrim, co-founder of Pilgrim’s Pride, died on July 21, 2017. He was 89.

**INVESTING IN YOUR FUTURE**  
We understand the need to invest in R&D



ONE FAMILY.  
ONE PURPOSE.



Powered by LiveIntent

AdChoices

[Avian influenza returns to Italy](#)

After a brief absence, highly pathogenic avian influenza (HPAI) has returned to the Italian poultry sector, while veterinary authorities in Taiwan and the Democratic Republic of Congo have reported new outbreaks.



**PUT TRUST ON THE TABLE**

We can help. Learn how.



Powered by LiveIntent



AdChoices

[3 tips to minimize broiler house odor, dust emissions](#)

Dust, ammonia and odors are common in broiler production, and can affect the environment inside the poultry house – compromising chicken health and performance – and beyond.

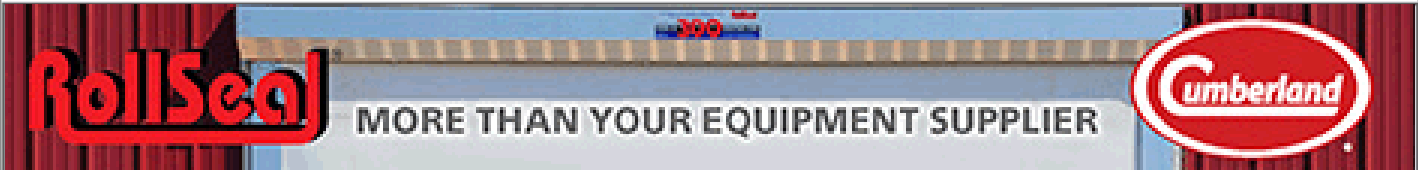
**PROACTIVE SALMONELLA PROTECTION**





Powered by  AdChoices 

[Reducing aggression and floor eggs in cage-free flocks](#)

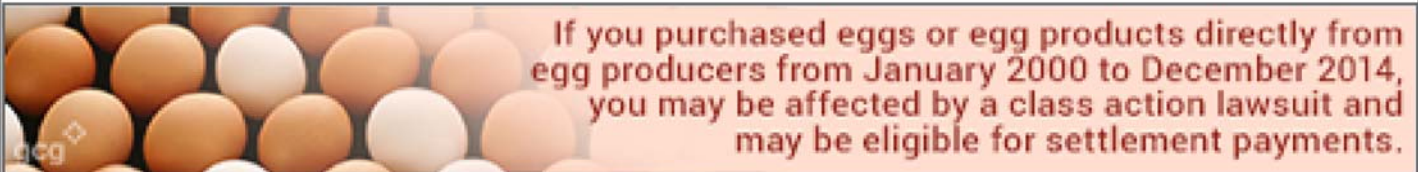
With more egg producers switching to cage-free production, farmers now need to understand and manage the dynamics of hen socialization and behavior in order to consistently achieve the healthiest and most productive flocks.



Powered by  AdChoices 

[Social media is the new customer service](#)

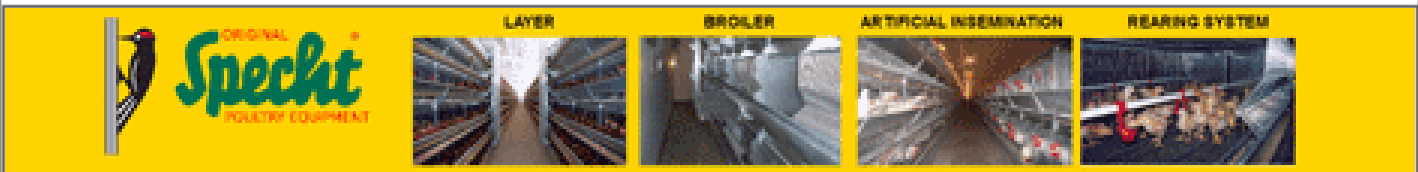
Consumers are using social media to connect with agriculture producers rather than using face-to-face interaction.



Powered by  AdChoices 

[Cobb Germany buys stake in Russia's Broiler Budeshego](#)

Cobb Germany has acquired a substantial stake in a fellow Cobb grandparent distributor Broiler Budeshego, one of the largest suppliers to the Russian poultry meat industry.



Powered by  AdChoices 

[www.WATTGlobalMedia.com](http://www.WATTGlobalMedia.com)

You are receiving this industry information because you are a subscriber to one of our publications or because you have asked to receive this information from us. If you do not wish to receive mailings regarding *WATT Poultry Update*, please click on the link provided below and you will be removed by the next mailing.

*WATT Poultry Update* was sent to you by:  
WATT Global Media | 303 North Main Street, Suite 500 | Rockford | IL 61101 | USA

[One-Click Unsubscribe](#) | [Report Abuse](#) | [Privacy Policy](#)

**UNITED STATES DISTRICT COURT FOR  
THE EASTERN DISTRICT OF PENNSYLVANIA**

**IN RE: PROCESSED EGG  
PRODUCTS ANTITRUST  
LITIGATION**

---

:  
: MDL No. 2002  
: Case No. 08-md-02002  
:  
:  
:  
:  
:  
:

**THIS DOCUMENT APPLIES  
TO: All Direct Purchaser Actions**

**[PROPOSED] ORDER**

**AND NOW**, this \_\_\_ day of \_\_\_\_\_, 2017, upon consideration of the Direct Purchaser Class’ Motion for an Award of Attorneys’ Fees and for Reimbursement of Expenses, as well as the supporting Memorandum and Declarations, **the Court hereby ORDERS that—**

1. Counsel for Direct Purchaser Plaintiffs are awarded attorneys’ fees in the amount of \$24,750,000 million with accrued interest.
2. Counsel for the Direct Purchaser Plaintiffs are awarded reimbursement of expenses in the amount of \$2,613,674.80, with accrued interest.
3. Co-Lead Counsel are responsible for allocating and distributing attorneys’ fees and expenses among counsel for the Direct Purchaser Plaintiffs.
4. This Court retains jurisdiction over the MFI Settlement Agreement to include resolution of any matters which may arise related to the allocation and distribution of attorneys’ fees and expenses.

BY THE COURT:

---

GENE E.K. PRATTER  
United States District Judge

UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

IN RE: PROCESSED EGG PRODUCTS :  
ANTITRUST LITIGATION : MDL No. 2002  
\_\_\_\_\_ : 08-md-02002  
: :  
THIS DOCUMENT APPLIES TO: :  
Direct Purchaser Actions :  
\_\_\_\_\_ :  
:

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the Direct Purchaser Class' Motion for Attorneys' Fees and for Reimbursement of Expenses was served via this Court's ECF system and electronic mail.

**Liaison Counsel**

Jan P. Levine, Esquire  
PEPPER HAMILTON LLP  
3000 Two Logan Square  
18<sup>th</sup> & Arch Streets  
Philadelphia, PA 19103  
[levinej@pepperlaw.com](mailto:levinej@pepperlaw.com)

***Defendants' Liaison Counsel***

William J. Blechman, Esquire  
KENNY NACHWALTER, P.A.  
1100 Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131  
[wblechman@kennynachwalter.com](mailto:wblechman@kennynachwalter.com)

***Direct Action Plaintiffs' Liaison Counsel***

Krishna B. Narine, Esquire  
LAULETTA BIRNBAUM LLC  
100 S. Broad St.  
Suite 905  
Philadelphia, PA 19110  
[knarine@lauletta.com](mailto:knarine@lauletta.com)

***Indirect Purchaser Plaintiffs' Liaison Counsel***

Date: September 8, 2017

BY: /s/ Mindee J. Reuben  
Mindee J. Reuben