

**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

**AMENDED DECLARATION OF MINDEE J. REUBEN, ESQUIRE
IN SUPPORT OF DIRECT PURCHASER PLAINTIFFS'
MOTION FOR AN AWARD OF ATTORNEY'S 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 a member in the law firm of Weinstein Kitchenoff & Asher LLC (“WKA”), one of the Interim Co-Lead Counsel and Liaison Counsel for the Direct Purchaser Plaintiffs (“Plaintiffs”) in the above-captioned matter. I submit this declaration in support of Plaintiffs’ Motion for an Award of Attorneys’ Fees and for Reimbursement of Expenses (“Fee Petition”).

2. The Fee Petition seeks compensation for Plaintiffs’ Counsel for work undertaken on behalf of Plaintiffs from a Settlement Fund of twenty-eight million dollars¹ (\$28,000,000.00) (the “Settlement Amount”), which Plaintiffs’ Counsel have created as a result of the settlement between Plaintiffs and Cal-Maine Foods, Inc. (“Cal-Maine Settlement”). Plaintiffs’ Counsel seek compensation for time and expenses advanced over three years of diligently prosecuting this case.

3. The Settlement Agreement Between Direct Purchaser Plaintiffs and Defendant Cal-Maine (“Settlement Agreement”) calls for the creation of such a “Settlement Fund,” Settlement Agreement ¶ 34, and provides that “each Class Member shall look solely to the Settlement Amount for settlement and satisfaction, as provided herein, of all claims released by Releasers pursuant to the Agreement,” *id.* ¶ 35. The Settlement Agreement further provides that “Class counsel may seek an award of attorneys’ fees and reasonable litigation expenses approved by the Court, to be paid out of the Settlement Amount after the Final Approval of the Agreement,” and that the “Cal-Maine shall have no obligation to pay any fees or expenses for Class Counsel.” *Id.* ¶ 36.

¹ Not including any interest that has since accrued for the benefit of the Class.

4. By order of the Court, The Garden City Group, Inc. (“GCG”), the Court-appointed Claims Administrator, effectuated a notice program that ensured Settlement Class members are apprised of their rights. Pursuant to the February 28, 2014 Order granting preliminary approval, on April 15, 2014, GCG mailed 16,796 Notice Packets to Class members whose addresses GCG had compiled from Defendants’ sales data. The Notice Packets expressly notified potential Class Members that Settlement Counsel would be seeking Court approval of (i) attorneys’ fees of up to thirty percent of the \$28 million settlement amount, and (ii) reimbursement of litigation expenses. The Notice Packets further stated that, “Class Counsel will file their Fee Petition on or before June 20, 2014. The Fee Petition, which will identify the specific amount of fees requested and the expenses to be reimbursed, will be available on the settlement website, www.eggproductsettlement.com, on that date. Any attorneys’ fees and reimbursement of costs will be awarded only as approved by the Court in amounts it determines to be fair and reasonable.”

5. Notice was also published in *The Wall Street Journal* on April 8, 2014, and in a variety of trade magazines that specifically cater to the restaurant and food industries.

6. As of this date, no class member has objected to the Cal-Maine Settlement with regard to either its material terms or the amount of attorneys’ fees sought.

7. Consistent with the above-referenced provision in the Notice, Plaintiffs’ Counsel now seek an award of 30% of the Settlement Fund, that is, eight million four hundred thousand dollars (\$8,400,000), as reasonable attorneys’ fees, as well as accrued litigation expenses. The Fee Petition describes the extensive work by Plaintiffs’ Counsel between March 1, 2011 and February 28, 2014 (the “Covered Period”), work that culminated in, among other things, the Cal-Maine Settlement.

Work Performed By Plaintiffs' Counsel

8. In this Declaration I will, *inter alia*, review the work performed by Plaintiffs' Counsel on behalf of the Plaintiff Class during the Covered Period. The description set forth herein is summary, and is intended to provide the Court with an overview of the work performed by Interim Co-Lead Counsel, and by other firms at the direction of Interim Co-Lead Counsel.

9. Fact discovery in this litigation commenced in April 2012. Plaintiffs' Counsel promptly began negotiating with Defendants regarding Defendants' objections and responses to Plaintiffs' requests for production, as well as Plaintiffs' objections to Defendants' requests for production. These intense negotiations, which included both global and individual meet and confer sessions extending over many months, implicated such issues as the relevant time period for Defendants' production, Plaintiffs' production of "downstream" transactional data, terms and conditions of on-site document review, and the technical specifications for production of documents. The parties required Court intervention regarding certain of these issues, and on September 14, 2012, Interim Co-Lead Counsel transmitted to the Court a submission setting forth Plaintiffs' positions on disputed issues regarding document production.

10. Interim Co-Lead Counsel also oversaw the review and production of Plaintiffs' responsive documents, including detailed transactional data. This process required the careful examination of hundreds of thousands of documents by Plaintiffs' Counsel, as well as effective coordination between Plaintiffs' Counsel and their clients to ensure thorough and responsive productions.

11. Defendants produced documents during the second half of 2012. Included in the production were hard copy and electronic documents. With regard to the hard copy documents, which were offered for on-site review by Defendants, Plaintiffs' Counsel preliminarily reviewed

thousands of boxes of documents at or near facilities belonging to defendants Rose Acre Farms, R.W. Sauder, and Ohio Fresh Eggs. Plaintiffs' Counsel, working closely with Indirect Purchaser Plaintiffs and Direct Action Plaintiffs, carefully catalogued the document boxes and made the threshold determination whether such boxes should be copied and scanned for upload to the Joint Document Depository. Defendants' document production, in its various forms, was completed in January 2013 (other than supplemental transactional data productions, which have continued).

12. Plaintiffs' Counsel also served over fifteen subpoenas on third parties seeking the production of certain categories of documents. Among these third parties were Donald Bell (a poultry science and economic consultant for UEP), other egg producers, and those Hillandale entities which were dismissed from the litigation.

13. Plaintiffs' Counsel ultimately reviewed over one million documents that were produced by Defendants and third parties. This enormous undertaking was meticulously overseen by Interim Co-Lead Counsel, who ensured that the review was conducted efficiently and effectively. As a result of their massive document review efforts, Plaintiffs' Counsel have been extremely well prepared for depositions in this litigation.

14. Plaintiffs' Counsel commenced depositions of Defendants in April 2013. During the Covered Period, Plaintiffs' Counsel conducted critical depositions, including those of Gene Gregory and Al Pope from UEP, as well as Donald Bell. Other significant depositions taken during the Covered Period included witnesses from Defendants Daybreak Foods (William Rehm); Hillandale (Gary Bethel, Orland Bethel, and James Minkin); Michael Foods (Terry Baker and Tim Beebe); Midwest Poultry (Robert Krouse); Rose Acre (Ky Hendrix); and R.W. Sauder (Paul Sauder).

15. In total, Plaintiffs' Counsel participated in fifteen depositions during the Covered Period (the bulk of the depositions occurred in March and April 2014, after the Covered Period). The testimony obtained through these depositions and review of the documents greatly enhanced Plaintiffs' knowledge of the alleged conspiracy and strengthened Plaintiffs' position in negotiating the Cal-Maine Settlement, as well as in preparing Plaintiffs' recently-filed Motion for Class Certification.

16. Plaintiffs' Counsel drafted and served two sets of interrogatories during the Covered Period. Counsel then conducted meet-and-confer sessions with counsel for Defendants with respect to those interrogatories.

17. Plaintiffs' Counsel also answered interrogatories from Defendants seeking detailed information regarding Plaintiffs' egg purchases, and further supplemented their responses pursuant to a March 5, 2014 Order (ECF 799). The process of gathering complete answers and identifying responsive business records pursuant to Rule 33(d), and in further supplementing their responses, was resource-intensive and required significant effort by Plaintiffs' Counsel and their clients.

18. In May 2011, following UEP's withdrawal of numerous privilege claims, Plaintiffs' Counsel moved the Court to compel production of many of the documents remaining on UEP's Sparboe privilege log (ECF 511). After oral argument on Plaintiffs' motion to compel, Magistrate Judge Rice ordered the production of all documents sought by Plaintiffs in their motion. This outcome, which was the product of months of diligent work on the part of Plaintiffs' Counsel, further strengthened Plaintiffs' position in this litigation as it provided Plaintiffs with powerful documents regarding the UEP Animal Care Certified Program.

19. In October 2012, at the Court's request, Plaintiffs' Counsel filed a Statement of Law addressing the Capper Volstead affirmative defense as well as the applicability of "standard setting" jurisprudence in this antitrust litigation (ECF 747). Plaintiffs' Counsel devoted significant attention to the Statement of Law in an effort to provide the Court – and opposing counsel – with a clear view of the strengths of Plaintiffs' legal position.

20. Plaintiffs' Counsel and Cal-Maine's counsel engaged in extensive arms' length negotiations over the course of a year and a half. The initial negotiations, which began in March 2012 and continued intermittently into early 2013, were conducted via telephone conferences and email. Plaintiffs' Counsel then mediated the settlement agreement with Cal-Maine over the course of a full day on June 25, 2013, with mediated negotiations continuing over the course of the following weeks.

21. With the benefit of significant discovery completed prior to the mediation, Plaintiffs' Counsel provided the mediator with an extensive mediation brief setting forth a detailed evaluation of Plaintiffs' case. Plaintiffs' Counsel also drew heavily upon the document and deposition discovery to evaluate Cal-Maine's positions and to advocate for a fair settlement that serves the best interests of the Class.

22. For the parties' global mediation efforts, Plaintiffs' Counsel prepared a detailed mediation brief regarding the litigation as against the remaining Defendants. Although these mediation efforts did not result in any immediate settlements for Plaintiffs, the negotiations laid the groundwork for the three additional settlements that have been reached in 2014.

23. During the Covered Period, Plaintiffs' Counsel prepared, filed and, in certain instances, presented oral argument on a variety of matters in this litigation. Included among such motions are Plaintiffs' Motion to Compel Production of Sparboe Documents and Other

Information (ECF 511); Plaintiffs' Motion to Further Lift Stay of Discovery (ECF 522); and Plaintiffs' Motion for Leave to File Third Amended Complaint (ECF 613). Plaintiffs' Counsel also prepared and filed their Third Amended Complaint during the Covered Period (aided by their review of Defendants' documents) and defended against a motion to dismiss the Third Amended Complaint based on the statute of limitations.

24. Plaintiffs' Counsel have also performed a substantial amount of work (and incurred substantial expenses) over just the last few months. In addition to targeted document searches and review, Plaintiffs' Counsel participated in over 50 depositions across the United States between March and May 2014. Plaintiffs also responded to requests for admissions and contention interrogatories served by Defendants, participated in meet and confer sessions relating to the contention interrogatories, and amended their responses twice.

25. Plaintiffs' Counsel prepared and filed their Motion for Class Certification on May 30, 2014 (ECF 978). Over 80 pages long, it is supported by a detailed expert report and 188 exhibits culled principally from the documents produced and reviewed in this litigation.

26. Plaintiffs' Counsel negotiated three additional settlements in this litigation – with Defendants National Food Corp., Midwest Poultry and UEP/USEM – between March 2014 and May 2014.

Efficient Management of the Litigation

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

28. Interim Co-Lead Counsel have carefully monitored attorney time and expenses. Since the inception of this case, Plaintiffs' Counsel have been required to submit time and expense reports for work performed and expenditures made by their respective firms, as incurred on a monthly basis ("monthly reports").

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

30. Time and/or expenses not authorized by Interim 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.

31. Interim Co-Lead Counsel also developed protocols to manage time and expenses and avoid duplication of effort with respect to document production, document review, and depositions. For example, where certain Defendants produced hard copy documents for review by Plaintiffs' Counsel at locations around the country, two representatives from Plaintiffs' Counsel, working with representatives for Indirect Purchaser Plaintiffs and Direct Action Plaintiffs, were specifically tasked to handle the initial hard copy document review.

32. Plaintiffs' Counsel also developed systems for consistent coding and cataloguing of documents, and implemented a team structure to maximize reviewer efficiency and avoid duplication of efforts. For example, in order to be assigned to a team, the reviewer was requested to have at least three years of antitrust document review experience (although the majority of the reviewers had significantly more), and was required to complete a form describing prior legal and antitrust experience so that the reviewer's qualifications could be assessed before assignment. Rates for first tier document review were also capped at \$400/hour.

As teams completed assignments, certain reviewers were reassigned to assist with document review on other teams.

33. One representative from Plaintiffs' Counsel was tasked with coordinating with counsel for the class representatives to supplement transactional data, to respond to written discovery, and to schedule and prepare class representatives for deposition.

34. Plaintiffs' Counsel, in conjunction with Indirect Purchaser Plaintiffs and Direct Action Plaintiffs, obtained bids from several court reporting companies in order to obtain the best rates and terms for the litigation (Veritext was ultimately retained).

35. Depositions, with limited exceptions, were only attended by one representative from Plaintiffs' Counsel. In addition, if it was acceptable for Plaintiffs' Counsel to attend a deposition telephonically (*e.g.*, the deponent was a representative of a settled Defendant), or for Interim Co-Lead Counsel to assign a firm that was geographically close to the location of the deposition, such protocols were followed.

Litigation Time and Expenses

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

37. 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.

38. In accordance with these criteria, Plaintiffs' 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.

39. The Comprehensive Summary Report is attached hereto as Exhibit A.

40. The Comprehensive Summary Report shows that Plaintiffs’ Counsel worked a total of 46,004.53 hours during Covered Period. The aggregate fees of Plaintiffs’ Counsel incurred on an hourly basis during the Covered Period (without any fee enhancement) are \$21,737,934.85, and these firms incurred non-taxable expenses in the amount of \$204,392.13 during that period.

41. The time expended by Plaintiffs’ Counsel was necessary to obtain the Cal-Maine Settlement, and to effectively prosecute this action against the remaining Defendants. This antitrust class action is complex, and Plaintiffs are facing off against some of the most skilled antitrust litigators in the nation. For example, Cal-Maine is represented by attorneys from Gibson Dunn & Crutcher LLP, a firm recognized for its outstanding antitrust litigation advocacy.

42. In the course of prosecuting this litigation, Plaintiffs’ Counsel have incurred significant expenses. 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.

43. As set forth in the Comprehensive Summary Report, Plaintiffs’ Counsel have incurred and paid non-taxable expenses (less assessments) of \$204,392.13 during the Covered Period that have not been reimbursed.

44. In addition to these out-of-pocket expenses, each firm contributed assessments to a general litigation fund (“Litigation Fund”). The Litigation Fund pays expenses which are incurred collectively by Plaintiffs’ Counsel, rather than by individual firm. Thus, for example,

the Litigation Fund will pay the costs of expert fees, electronic discovery costs, hearing transcripts, and deposition transcripts.

45. Plaintiffs' Counsel are seeking reimbursement of nontaxable expenses paid or incurred by the Litigation Fund during the Covered Period in the amount of \$636,987.07.

46. Attached hereto as Exhibit B is a summary chart outlining the opening balance and categories of expenditures from the Litigation Fund from March 1, 2011 through February 28, 2014.

47. A significant portion of the Litigation Fund expenses are expert fees related to class certification, costs of electronic database and discovery providers, mediation costs, and costs of notice.

48. Interim Co-Lead Counsel reviewed bills to the Litigation Fund to ensure they were appropriate and accurate prior to payment out of the Fund.

49. In addition to the expenditures detailed in Exhibit B, Plaintiffs' Counsel seek reimbursement for the \$202,171.87 in notice and administration costs billed by GCG in connection with the Sparboe Settlement notice and administration. On July 3, 2013, the Court ruled that Sparboe had no obligation to reimburse Direct Purchasers for any such notice and administration costs. (ECF 833).

50. From March 1, 2014 to the present, Plaintiffs' Counsel have incurred additional litigation expenses of over \$700,000. These expenses are not being sought at this time.

Supplemental Information

51. There is an understanding and agreement among the four Interim Co-Lead Counsel, which was also communicated to and understood by all Plaintiffs' Counsel, that time and expenses must be reasonable and of the type typically compensated by Courts in this District.

In addition, Plaintiffs' 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.

52. In light of their economic contribution to the case (which was at the same rate as Interim Co-Lead Counsel) as well as the quality of their work, Interim 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, Interim Co-Lead Counsel, subject to the Court's approval.

53. 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.

54. Collectively, all firms have contributed \$315,000 to the litigation fund during the Covered Period.

55. Interim Co-Lead Counsel and Quinn Emanuel have paid a total of \$225,000 in assessments during the Covered Period.

56. Although there were reports of a limited investigation into the processed egg products industry before Plaintiffs initially filed suit, it quickly became clear that this narrow investigation (which appears to have ended) was wholly unrelated to the claims concerning shell eggs and egg products asserted in Plaintiffs' class action complaints.

57. Plaintiffs' Counsel are not aware of, and have not benefited from, any other governmental investigation of the supply-reduction allegations set forth in Plaintiffs' complaint.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: June 20, 2014

Mindee J. Reuben

Comprehensive Summary Report March 1, 2011 thru February 28, 2014

Firm	Non-Taxable Expenses (excl. assessments)			Hours
	Lodestar		Totals	
Bernstein Liebhard LLP	\$ 2,020,612.50	\$ 21,218.73	\$ 2,041,831.23	3,330.00
Hausfeld LLP	\$ 2,026,996.50	\$ 34,599.06	\$ 2,061,595.56	4,607.00
Susman Godfrey LLP	\$ 1,281,520.00	\$ 26,133.49	\$ 1,307,653.49	2,837.94
Weinstein Kitchenoff & Asher WKA	\$ 2,541,989.25	\$ 55,186.82	\$ 2,597,176.07	4,629.40
Quinn Emanuel Urquhart & Sullivan LLP	\$ 3,339,653.50	\$ 42,520.74	\$ 3,382,174.24	5,679.80
Subtotal	\$ 11,210,771.75	\$ 179,658.84	\$ 11,390,430.59	21,084.14
Arthur N. Bailey & Assoc.	\$ 50,876.00	\$ -	\$ 50,876.00	128.80
Barrack Rodos & Bacine	\$ -	\$ -	\$ -	
Bolognese & Associates	\$ 273,700.00	\$ -	\$ 273,700.00	476.00
Cafferty Clobes Meriweather & Sprengel	\$ 567,468.00	\$ -	\$ 567,468.00	1,051.50
Criden & Love PA	\$ 4,856.25	\$ -	\$ 4,856.25	9.50
Edelson & Associates	\$ 714,995.00	\$ 3,891.28	\$ 718,886.28	1,811.70
Fine Kaplan & Black RPC	\$ 736,536.50	\$ 849.73	\$ 737,386.23	1,595.80
Freed Kanner London & Millen	\$ 633,075.50	\$ 77.50	\$ 633,153.00	1,611.20
Gold Bennett Cera & Sidener LLP	\$ 378,862.50	\$ 2,742.53	\$ 381,605.03	666.00
Gustafson Gluek PLLC	\$ 325,043.75	\$ 64.43	\$ 325,108.18	952.50
Heins Mills & Olson PLC	\$ 433,672.50	\$ 608.47	\$ 434,280.97	1,141.00
Keller Rohrback LLP	\$ 674,861.60	\$ 521.09	\$ 675,382.69	1,584.30
Leopold Kuvin (now Cohen Milstein)	\$ 29,445.00	\$ -	\$ 29,445.00	50.65
Levin Fishbein Sedran & Berman	\$ 278,204.25	\$ 2,284.93	\$ 280,489.18	694.55
Lieff Cabraser Heimann & Bernstein	\$ 612,142.00	\$ 20.30	\$ 612,162.30	1,248.90
Lite DePalma Greenberg	\$ 473,497.50	\$ 5,908.89	\$ 479,406.39	1,098.60
Lockridge Grindal Nauen	\$ 587,681.25	\$ 26.92	\$ 587,708.17	1,800.00
Malkinson & Halpern	\$ 537,903.25	\$ 1,018.11	\$ 538,921.36	1,244.09
Nast Law LLC	\$ 101,570.50	\$ 1,999.32	\$ 103,569.82	253.40
Saltz Mogeluzzi Barrett & Bendesky	\$ 442,262.50	\$ -	\$ 442,262.50	1,102.10
Seeger Weiss	\$ 85,063.00	\$ 6.40	\$ 85,069.40	209.00
Sher Corwin Winters LLC	\$ 241,345.00	\$ 1,795.65	\$ 243,140.65	687.30
Spector, Roseman & Kodroff & Willis	\$ 849,012.50	\$ 6.18	\$ 849,018.68	2,356.35
Steyer Lowenthal Boodrookas Alvarez & Smith	\$ 735,215.25	\$ 2,606.13	\$ 737,821.38	1,227.45
Trujillo Rodriguez & Richards	\$ 89,641.00	\$ -	\$ 89,641.00	261.80
Tuggle Duggins & Meschan	\$ 55,408.00	\$ 216.33	\$ 55,624.33	205.30
Zelle Hoffman Voelbel & Mason	\$ 577,004.00	\$ 89.10	\$ 577,093.10	1,333.50
Schnader Harrison Segal & Lewis	\$ 37,820.00	\$ -	\$ 37,820.00	118.70
			\$ -	
Total	\$ 21,737,934.35	\$ 204,392.13	\$ 21,942,326.48	46,004.53

EXHIBIT B

	A	B	C	D	E	F	G	
1								
2		In Re Processed Egg Products Anti-Trust Litigation MDL No. 2002, E.D. Pa 08-md-02002						
3		Analysis of Litigation Fund						
4		Period from March 1, 2011 thru February 28, 2014						
5								
6								
7		Opening Balance					62,289.00	
8								
9		Reimbursement of Expenses (ECF 760)					434,944.79	
10		Assessments Received:					325,000.00	
11								
12								
13		Expenditures:		Non-Taxable	Taxable			
14		Experts		221,600.00				
15		Hearing Transcripts			839.56			
16		Deposition Transcripts		0				
17		Mediation		38,661.87				
18		Electronic Database & Discovery Providers		374,361.17				
19		Process & Filing Fees			1,078.40			
20		Hard Copy Document Collection			22,550.76			
21		Other (1)		2,364.03				
22								
23		Total Expenses		636,987.07	24,468.72			
24								
25								
26		Balance as of February 28, 2014					142,766.97	
27								
28								
29								
30		(1) Courier fees, new checks, and fund administration						
31								

**IN THE 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:	:	
All Direct Purchaser Actions	:	

[AMENDED PROPOSED] ORDER

AND NOW, this ____ day of _____, 2014, upon consideration of the Motion submitted by Direct Purchaser Plaintiffs’ counsel for an award of attorneys’ fees and reimbursement of expenses, as well as the supporting memoranda and exhibits, it is hereby ORDERED that:

1. Counsel for Direct Purchaser Plaintiffs are awarded attorneys’ fees in the amount of \$8,400,000, with accrued interest.
2. Counsel for Direct Purchaser Plaintiffs are awarded reimbursement of expenses in the amount of \$1,043,551.07, with accrued interest.
3. Interim Co-Lead Counsel are responsible for allocating and distributing attorneys’ fees and expenses among counsel for the Direct Purchaser Plaintiffs.
4. The Court retains jurisdiction over the Cal-Maine 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

CERTIFICATE OF SERVICE

I hereby certify that, on this 5th day of September, 2014, the below-listed documents were served on Liaison Counsel for Defendants, Indirect Purchaser Plaintiffs, and Direct Action Plaintiffs, via this Court's ECF system and electronic mail as follows:

Documents Served & Manner of Service

1. Amended Declaration of Mindee J. Reuben, Esq. in Support of Plaintiffs' Motion for an Award of Attorneys' Fees and for Reimbursement of Expenses, with corrected Exhibits A and B; and
2. Amended Proposed Order.

Liaison Counsel

Jan P. Levine, Esquire
PEPPER HAMILTON LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
(215) 981-4714
(215) 981-4750 (fax)
levinej@pepperlaw.com

Krishna B. Narine, Esquire
MEREDITH & NARINE, LLC
100 S. Broad Street
Suite 905
Philadelphia, PA 19110
(215) 564-5182
(215) 569-0958
knarine@m-npartners.com

Defendants' Liaison Counsel

Indirect Purchaser Plaintiffs' Liaison Counsel

William J. Blechman, Esquire
KENNY NACHWALTER, P.A.
1100 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131
Telephone: 305-373-1000
Facsimile: 305-372-1861
wblechman@kennynachwalter.com

Direct Action Plaintiffs' Liaison Counsel

Date: September 5, 2014

BY: /s/ Mindee J. Reuben
WEINSTEIN KITCHENOFF & ASHER LLC