

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

IN RE: PROCESSED EGG PRODUCTS	:	MULTIDISTRICT
ANTITRUST LITIGATION	:	LITIGATION
	:	
	:	
<i>THIS DOCUMENT APPLIES TO:</i>	:	
All Direct Purchaser Actions	:	No. 08-md-2002

AMENDED ALLOCATION ORDER¹

WHEREAS, the Court granted final approval of the Settlement Agreement Between Direct Purchaser Plaintiffs and Defendant Cal-Maine Foods, Inc. (“Cal-Maine”) (“Settlement Agreement”) (Doc. No. 1082);

WHEREAS, the Court certified the following Settlement Class:

The Settlement Class is defined as follows:

All persons and entities that purchased Shell Eggs and Egg Products in the United States directly from any Producer, including any Defendant, during the Class Period from January 1, 2000 through the date on which the Court enters an order preliminarily approving the Agreement and certifying a Class for Settlement purposes.

- (a) **Shell Egg SubClass**
All individuals and entities that purchased Shell Eggs in the United States directly from any Producer, including any Defendant, during the Class Period from January 1, 2000 through the date on which the Court enters an order preliminarily approving the Agreement and certifying a Class for Settlement purposes.

- (b) **Egg Products SubClass**
All individuals and entities that purchased Egg Products produced from Shell Eggs in the United States directly from any Producer, including any Defendant, during the Class Period from January 1, 2000 through the date on which the Court enters an order preliminarily approving the Agreement and certifying a Class for Settlement purposes.

Excluded from the Class and SubClasses are Defendants, Other Settling Defendants, and Producers, and the parents, subsidiaries and affiliates of Defendants, Other Settling

¹ Amended for reasons outlined in this Court’s October 11, 2017 Order.

Defendants, and Producers, all governmental 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.

WHEREAS, the Settlement is final and the Settlement Fund must now be allocated among the Settlement SubClasses for distribution to the Settlement Class members;

WHEREAS, the Direct Purchaser Plaintiffs have made a Motion for an Order for Allocation of Settlement Proceeds (Doc. No. 1369) and a Motion to Amend the Initial Allocation Order (Doc. No. 1519);

IT IS HEREBY ORDERED AS FOLLOWS:

1. The proposed allocation of the Settlement Fund among the Settlement SubClasses is adjudged to be fair, reasonable, and adequate and in the best interests of Direct Purchaser Plaintiffs and the Settlement Class as a whole, as well as each Settlement SubClass individually and the Settlement Class Members.

2. The Court finds that the Notice and the Notice Plan constituted the best notice practicable under the circumstances and constituted valid, due, and sufficient notice to all persons entitled thereto.

3. The Court directs the Claims Administrator, Garden City Group, LLC ("GCG"),² to allocate the Net Settlement Fund, after payment of expenses authorized under the Settlement Agreement and as approved by the Court, including to the Claims Administrator, and adjustment for the payment of attorneys' fees and expenses previously authorized by the Court (Doc. No. 1079), and, subject to the provisions below, to the Settlement SubClasses, defined as the members of the Settlement Subclasses who did not timely and validly exclude themselves from the Settlement in accordance with the requirements set forth in the Notice or as otherwise approved by the Court, as follows:

² Formerly The Garden City Group, Inc.

Settlement SubClass	Percentage Allocation from Settlement Fund	Total Amount Claimed by SubClass
Shell Egg SubClass	67.91%	\$24,313,123,713.00
Egg Products SubClass	32.09%	\$11,490,266,738.00

4. GCG is directed to make payments from each SubClasses' Individual Settlement Fund to Authorized Claimants as follows: Each Authorized Claimant who files a valid, sworn, and timely Claim Form and who submits documents that the Claims Administrator determines are valid proof of purchase and purchase price shall be entitled to a payment from the Individual Settlement Fund(s) for which they are eligible in the amount of approximately 0.04% of their actual purchase price of each Settlement Product, or a total sum of \$25.00, whichever is greater.

5. Valid proof of purchase may include but is not limited to receipts, cancelled checks, credit card statements, or other records that show the Authorized Claimant purchased the Settlement Products, from whom the Authorized Claimant purchased the Settlement Products, and when Authorized Claimant purchased the Settlement Products.

6. Any funds remaining in the allocated amount for each Settlement SubClass after these payments are "Excess Amounts." If there are Excess Amounts, then the Initial Authorized Payments for that Settlement SubClass shall be increased by an equal percentage until the Individual Settlement Fund would be exhausted.

7. Within twenty (20) days of the issuance of this Order, GCG shall identify and submit to Co-Lead Counsel an accounting of the payments to each Authorized Claimant that GCG intends to pay. At the same time, GCG will provide Cal-Maine's counsel with sufficient information to (i) identify, for each Individual Settlement Fund, the aggregate of all amounts GCG intends to pay to Authorized Claimants and (ii) explain, for each Individual Settlement Fund, the calculation as provided for in this Allocation Order.

8. Within fourteen (14) days of such notice, Co-Lead Counsel shall identify any issues or communicate their agreement with the payments proposed to be made by GCG. If Co-Lead Counsel agrees with the payments proposed to be made by GCG, then GCG will notify each Authorized Claimant of the proposed payments. The Authorized Claimants will then have 30 days to object to the proposed payment. If an Authorized Claimant believes that the calculation of their recovery is inaccurate, then the Authorized Claimant must submit additional information proving the correct calculation with their objection. If no such objections are received, then GCG shall distribute payments accordingly. If any objections are received, then Co-Lead Counsel shall attempt to resolve those objections. If Co-Lead Counsel and GCG are unable to agree on the appropriate payments to be made or to resolve any outstanding issues, then they shall request an Order from the Court resolving such issues.

9. No person shall have any claim against the Representative Plaintiffs, Co-Lead Counsel, GCG, or Cal-Maine's Counsel based on distributions made substantially in accordance with this Allocation Order and the orders of this Court.

10. Dutch Farms, Inc. is permitted to join in the Cal-Maine Settlement Class and assert a claim in the Cal-Maine Settlement based upon its previously-submitted Moark claim form (as modified on May 12, 2017).

SO ORDERED

Dated: October 11, 2017

BY THE COURT:

S/Gene E.K. Pratter
GENE E.K. PRATTER
United States District Judge