

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

<b>IN RE: PROCESSED EGG PRODUCTS</b>	:	<b>MDL No. 2002</b>
<b>ANTITRUST LITIGATION</b>	:	<b>Case No: 08-md-02002</b>
	:	
	:	
<b>THIS DOCUMENT APPLIES TO</b>	:	
<b>ALL DIRECT PURCHASER ACTIONS</b>	:	
	:	

**DIRECT PURCHASER PLAINTIFFS’ MOTION FOR APPROVAL OF A  
COMBINED NOTICE PLAN FOR:**

**(A) CERTIFICATION OF THE SHELL EGG LITIGATION CLASS;**

**(B) THE PROPOSED MICHAEL FOODS, INC. SETTLEMENT  
AGREEMENT; AND**

**(B) 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, NUCAL FOODS, INC.**

Direct Purchaser Plaintiffs (“Plaintiffs”) move this Court for an Order approving a Combined Notice Plan, including the form and content of the Notice: (A) of the Court’s certification of the Shell Egg Litigation Class; (B) of the proposed Settlement Agreement with Michael Foods, Inc., and (C) of the availability of the claims process for both the Settlement with Michael Foods, Inc., and the settlements with Defendants National Food Corporation, Midwest Poultry Services, L.P. United Egg Producers and United States Egg Marketers, Nucal Foods, Inc., and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. that were previously finally approved by this Court. The Notice Plan provides for direct mail notice, publication notice, a website, an internet campaign, and a toll-free information line. In support of this Motion, Plaintiffs rely on their Memorandum in Support of the Motion, the Affidavit of

Shandarese Garr Regarding Notice Plan and Settlement Administration and all exhibits thereto.

A proposed Order is attached as Exhibit 1 to the Memorandum in Support.

Dated: February 16, 2017

Respectfully submitted,

/s/Mindee J. Reuben

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**UNITED STATES DISTRICT COURT  
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**IN RE: PROCESSED EGG PRODUCTS** :  
**ANTITRUST LITIGATION** :

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

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**ALL DIRECT PURCHASER ACTIONS** :

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**DIRECT PURCHASER PLAINTIFFS' MEMORANDUM IN SUPPORT OF  
MOTION FOR APPROVAL OF A COMBINED NOTICE PLAN FOR:**

- (A) CERTIFICATION OF THE SHELL EGG LITIGATION CLASS;**
- (B) THE PROPOSED 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 FOODS CORPORATION, AND NUCAL FOODS, INC.**

**TABLE OF CONTENTS**

I. INTRODUCTION & BACKGROUND .....1

    A. The Litigation Class & the MFI Settlement Class .....1

    B. The Previously Approved Settlements.....3

II. THE NOTICE PLAN AND FORM OF NOTICE SATISFY THE REQUIREMENTS OF RULE 23 AND CONSTITUTIONAL DUE PROCESS. ....7

    A. The Notice Plan.....8

        1. Long-Form Direct Mail Notice. ....9

        2. Summary Publication Notice. ....11

        3. Internet Banner Advertisements and Search Advertising/Key Words.....13

        4. Toll-Free Hotline and Settlement Website. ....14

    B. The Proposed Notice Plan Timeline. ....15

    C. The Notice Plan Provides the Best Notice Practicable. ....16

    D. The Form of Notice Meets Rule 23’s “Plain Language” & Content Requirements. ....19

III. CONCLUSION.....21

**TABLE OF AUTHORITIES**

	<b>Page(s)</b>
<b>Cases</b>	
<i>Alberton v. Commonwealth Land Title Ins. Co.</i> , No. 06-cv-03755, 2010 WL 1049581 (E.D. Pa. Mar. 17, 2010) .....	16
<i>Bowerman v. Field Asset Servs., Inc.</i> , No. 13-cv-00057, 2015 WL 5569061 (N.D. Cal. Sept. 21, 2015).....	16
<i>In re Checking Account Overdraft Litig.</i> , 275 F.R.D. 654 (S.D. Fla. 2011).....	17
<i>In re Found. for New Era Philanthropy Litig.</i> , 175 F.R.D. 202 (E.D. Pa. 1997).....	18
<i>Good v. Nationwide Credit, Inc.</i> , 314 F.R.D. 141 (E.D. Pa. 2016).....	19
<i>In re Mercury Interactive Corp. Sec. Litig.</i> , 618 F.3d 988 (9th Cir. 2010) .....	20
<i>In re Nat'l Football League Players Concussion Injury Litig.</i> , 821 F.3d 410 (3d Cir. 2016 ).....	15
<i>Olden v. LaFarge Corp.</i> , 472 F. Supp. 2d 922 (E.D. Mich. 2007).....	20
<i>Stoffels ex rel. SBC Tel. Concession Plan v. SBC Commc'ns, Inc.</i> , 254 F.R.D. 294 (W.D. Tex. 2008) .....	18
<i>Schulte v. Fifth Third Bank</i> , 805 F. Supp. 2d 560 (N.D. Ill. 2011) .....	17
<i>In re Skelaxin (Metaxalone) Antitrust Litig.</i> , No. 12-cv-4, ECF No. 782, Order at ¶ 5 (E.D. Tenn. Aug. 5, 2014).....	18
<i>Thompson v. Metro. Life Ins. Co.</i> , 216 F.R.D. 55 (S.D.N.Y. 2003) .....	18
<i>In re Warfarin Sodium Antitrust Litig.</i> , 391 F.3d 516 (3d Cir. 2004).....	17
<i>In re Wireless Tel. Fed. Cost Recovery Fees Litig.</i> , No. 03-md-015, 2004 WL 3671053 (W.D. Mo. Apr. 20, 2004).....	16

*Zimmer Paper Prods., Inc. v. Berger & Montague P.C.*,  
758 F.2d 86 (3d Cir. 1985).....17

**Rules**

Fed. R. Civ. P. 23..... *passim*

**Other Authorities**

3 William B. Rubenstein et al., *Newberg on Class Actions* § 8.32 (4th ed.) .....21

Pursuant to Rules 23(c) and (e) of the Federal Rules of Civil Procedure, Direct Purchaser Plaintiffs (“DPPs” or “Plaintiffs”) respectfully submit this memorandum in support of their motion for approval of a combined notice plan and form of notice for: (1) this Court’s February 2, 2016 certification of the Direct Purchaser Plaintiff Shell Egg litigation class (the “Litigation Class”); (2) the December 8, 2016 Settlement Agreement between DPPs and Michael Foods, Inc. (“MFI”); and (3) the claims process for the settlement agreements with the United States Egg Marketers (“USEM”) and United Egg Producers (“UEP”) (together, “UEP/USEM”), Midwest Poultry Services LP (“Midwest”), National Foods Corporation (“NFC”), NuCal Foods, Inc. (“NuCal”) and Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, LP (together, “Hillandale”), which were finally approved by this Court last year (collectively, the “Previously Approved Settlements”).<sup>1</sup>

## **I. INTRODUCTION & BACKGROUND**

### **A. The Litigation Class & the MFI Settlement Class**

On May 30, 2014, DPPs moved for certification of a Litigation Class comprised of two subclasses defined as:

All individuals and entities that purchased eggs, including shell eggs and egg products, produced from caged birds in the United States directly from Defendants during the Class Period from September 24, 2004 through the present.

#### a) Shell Egg Subclass

All individuals and entities that purchased shell eggs produced from Defendants during the Class Period from September 24, 2004 through the present.

#### b) Egg Products Subclass

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<sup>1</sup> All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the MFI Settlement Agreement.

All individuals and entities that purchased egg products produced from shell eggs that came from caged birds in the United States directly from Defendants during the Class Period from September 24, 2004 through the present.

Excluded from the Class and Subclasses are the Defendants, their co-conspirators, and their respective parents, subsidiaries, and affiliates, as well as any government entities. Also excluded from the Class and Subclasses are purchasers of "specialty" shell eggs or egg products (such as "organic," "free range," or "cage free") and purchasers of hatching eggs, which are used by poultry breeders to produce breeder stock or growing stock for laying hens or meat.

Mot. to Certify Class, May 30, 2014 (ECF No. 978).

On September 21, 2015, the Court concluded that the class of direct purchasers of Shell Eggs satisfied the requirements of Rule 23, but that the proposed Egg Products subclass did not, and ordered briefing regarding the appropriate Shell Egg class period. Mem. and Order, Sept. 21, 2015 (ECF No. 1325). Following that briefing, on February 2, 2016, the Court certified the DPP Shell Egg subclass defined above except for the time period, which it limited to the period of September 24, 2004 through December 31, 2008, rather than through the present. Order, Feb. 2, 2016 (ECF No. 1372). A motion to decertify the Litigation Class (ECF No. 1433) is pending before the Court and argument regarding that motion is scheduled for March 7, 2017.

Following this Court's Order certifying the Litigation Class and its resolution of the Parties' motions for summary judgment, including the denial of MFI's motion for summary judgment seeking dismissal of DPPs' claims against it, on December 8, 2016, DPPs and MFI entered into a settlement agreement under which MFI has agreed to pay \$75,000,000 into a Fund to provide compensation to the proposed Settlement Class members, which is now being held in escrow, and to provide DPPs with certain assistance at trial in exchange for a release of all claims against MFI arising from the conduct alleged in DPPs' Third Amended Consolidated



Class Action Complaint.<sup>2</sup> Under the Agreement, the proposed Settlement Class parallels the certified Litigation Class.<sup>3</sup> On January 5, 2017, the DPP Class filed a motion for preliminary approval of the MFI Settlement Agreement and for leave to file a motion for payment of attorneys' fees and reimbursement of litigation costs from the MFI Settlement Fund. *See* Mot. for Prelim. Approval of Settlement between DPPs and Def. MFI, Jan. 5, 2017 (ECF No. 1481).<sup>4</sup> MFI has also served notice of the proposed Settlement upon the appropriate state and federal officials as required under the Class Action Fairness Act, 28 U.S.C. § 1715 (ECF No. 1498).

### **B. The Previously Approved Settlements**

In 2014, prior to this Court's decisions on class certification and summary judgment and the Settlement Agreement with MFI, Plaintiffs entered into a series of settlement agreements with several then-remaining Defendants totaling \$8,425,000: with NFC (on March 28, 2014, for a \$1,000,000 cash payment); with Midwest (on March 31, 2014, for a \$2,500,000 cash payment); with UEP and USEM (on May 21, 2014, for \$500,000, collectively); with NuCal Foods (on

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<sup>2</sup> For a history of the settlement negotiations between DPPs and MFI and a more detailed account of the Settlement's provisions, see Direct Purchaser Plaintiffs' Memorandum in Support of Motion for Preliminary Approval of Settlement with Michael Foods, Inc. (ECF No. 1481-1) at 4-9.

<sup>3</sup> There is one minor difference between the proposed MFI Settlement Class and the Litigation Class. Although both classes include those who purchased Shell Eggs directly from Defendants and co-conspirators (and the affiliates, subsidiaries, and parents of both), under the Proposed Settlement Class, "Defendants" are defined as all those named in the Third Consolidated Amended Class Action Complaint, whether or not they are later found to be co-conspirators. By contrast, 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.

<sup>4</sup> At the time of their motions for preliminary approval of prior settlement agreements, DPPs also sought the Court's approval to amend the Sparboe Settlement Agreement. Under the terms of the Sparboe Settlement Agreement, Plaintiffs and Sparboe agreed to conform the Sparboe Settlement Class definition to the class definition used in any subsequent settlement agreement with Defendants in this Action to the extent the subsequent agreement provides for an expanded settlement class, including an expansion of the Class Period (ECF No. 172-3, ¶ 31). Such amendment is not necessary for the MFI Settlement Agreement because the Settlement Class is defined more narrowly than the Sparboe Settlement Class. *See* Order on Preliminary Approval of Sparboe Settlement at 7-8, Oct. 23, 2009 (ECF No. 214) (certifying settlement class of all direct purchasers of Shell Eggs and Egg Products directly from any egg producer during the period January 1, 2000–October 23, 2009).

August 1, 2014, for a \$1,425,000 cash payment); and with Hillandale (on October 22, 2014, for a \$3,000,000 cash payment). Each of the Previously Approved Settlements defined their settlement classes broader than the Litigation Class and MFI Settlement Class. They include any individual or entity that purchased Shell Eggs and/or Egg Products directly from any egg Producer, including but not limited to any Defendant, or such Producers' subsidiaries, parents and affiliates, during class periods that range from January 1, 2000 through December 19, 2014. Thus, the classes for these settlements are broader than the Litigation and MFI Settlement Classes in that they: (1) provide for settlement awards for both Shell Egg *and* Egg Products; (2) provide for a longer class period; and (3) permit awards for purchases from *any* egg producer rather than just Defendants and their co-conspirators. The classes for the Previously Approved Settlements also *exclude* egg Producers from their settlement classes, whereas egg Producers who are not Defendants or co-conspirators are included in the Litigation and MFI Settlement Classes if their purchases otherwise qualify under the class definition.

The Court preliminarily approved the NFC, Midwest, and UEP/USEM settlements on July 30, 2014 (ECF No. 1027); the NuCal settlement on October 3, 2014 (ECF No. 1073); and the Hillandale settlement on December 19, 2014 (ECF No. 1108). The Court also approved the notice plan and combined form of notice for NFC, Midwest, and UEP/USEM settlements. *See* Order, July 30, 2014 (ECF No. 1027) (approving notice plan). DPPs provided direct and publication notice of those settlements between October and November 2014; the time to opt out or object to the settlements expired on March 6, 2015. *See* Aff. of Jennifer Keough ¶¶ 8, 11-12, 15, Mar. 20, 2015 (ECF No. 1144-5). The Court also approved the notice plan and combined form of notice for the NuCal and Hillandale settlements on December 19, 2014. Order, Dec. 19, 2014 (ECF No. 1108). DPPs provided direct and publication notice of those settlements between

February and April 2015; the time to opt out or object to those settlements expired on May 22, 2015. *See* Aff. of Jennifer Keough ¶¶ 8, 11-12, 15, June 1, 2015 (ECF No. 1199-4). The Court granted final approval to these five settlement agreements on June 30, 2016, and subsequently approved DPPs' motion for an award of litigation fund costs totaling \$3,009,348.86 from those settlement funds<sup>5</sup> and incentive awards totaling \$225,000 to class representative. ECF Nos. 1418-21.<sup>6</sup>

While notice of the Previously Approved Settlements has been provided to those settlement classes, Plaintiffs, anticipating that additional settlements were likely to occur, deferred the claims process for the Previously Approved Settlements for purposes of cost-efficiency. The notice for the Previously Approved Settlements informed those settlement class members that distribution of the Settlement Funds may take place at a later date.<sup>7</sup> Thus, to date, members of the classes in the Previously Approved Settlements have not yet had an opportunity to submit claim forms for awards from those settlements. A total of \$5,190,651.14 (the combined

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<sup>5</sup> This included an award of: \$1,314,552.62 from the UEP/USEM, NFC, and Midwest Settlement Funds; and \$1,694,796.24 from the NuCal and Hillandale Settlement Funds. ECF Nos. 1420 & 1421.

<sup>6</sup> Given the relatively modest settlement amounts compared to prior settlements, to maximize settlement class members' recovery, Plaintiffs did not (and will not) seek an award of attorneys' fees from the Previously Approved Settlements.

<sup>7</sup> The Notices informed the classes that allocation and distribution of the settlement funds would be addressed at a later date and were advised to keep records of the purchases during the settlement class periods:

At an appropriate time, possibly in conjunction with future settlements, Plaintiffs' Counsel may propose, subject to the Court's approval, a plan to allocate and distribute [the NuCal and Hillandale/Gettysburg] Settlement Funds, net of the costs of notifying the settlement class and administering the settlement, and any attorneys' fees, incentive awards and/or expense reimbursement awarded by the Court, among Settlement Class Members. . . . Please keep all documentation that shows your purchases of Shell Eggs and Egg Products during the relevant time period for use in filing a claim later. Having documentation may be important to filing a successful claim."

*See* Pls.' Mot. for Approval of Notice Plan for NuCal and Hillandale Settlements, Ex. 2 at 5 ¶ 5, Nov. 21, 2014 (ECF No. 1094); Pls.' Mot. for Approval of Notice Plan for UEP/USEM, NFC, and Midwest Settlements Ex. D at 5 ¶ 5, June 19, 2014 (ECF No. 998).

settlement amounts less litigation costs awarded by the Court) remains in the respective escrow accounts for the Previously Approved Settlements and is available for distribution to the classes, less amounts for outstanding notice costs associated with the Hillandale and NuCal Settlements,<sup>8</sup> and future claims administration costs associated with those settlements.

Accordingly, the proposed notice plan and form of notice will provide notice of: the Litigation Class and MFI Settlement Agreement and the opportunity to opt-out of each; the opportunity to object to the MFI Settlement Agreement; and the opportunity for members of the Previously Approved Settlements to now submit claim forms for awards from those settlements and deadlines for doing so (“Notice Plan”). For purposes of efficiency and to eliminate potential class member confusion resulting from multiple claim forms, the Notice Plan, discussed in more detail below, provides for a combined claim form for awards from both the Previously Approved Settlements and from the MFI Settlement. Because the classes for the Previously Approved Settlements are broader than the MFI Settlement Class, any purchase by a non-producer that is eligible for payment under the MFI Settlement Agreement will necessarily be eligible under the Previously Approved Settlements. Thus, a single claim form identifying purchases from all producers, including Defendants, from the period of January 1, 2000 through December 19, 2014 will be sufficient for the claims administrator to identify those purchases from Defendants (and their affiliates) that are eligible for an award from the MFI Settlement Amount, as well as those that are eligible for an award from the broader settlement classes under the Previously Approved Settlement Agreements.

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<sup>8</sup> See DPPs’ Mem. in Supp. of Mot. for Reimbursement of Expenses at 2 n.4, Apr. 7, 2015 (ECF No. 1159-1) (noting motion did not include costs of notice for NuCal and Hillandale Settlements because notice was not yet complete).

**II. THE NOTICE PLAN AND FORM OF NOTICE SATISFY THE REQUIREMENTS OF RULE 23 AND CONSTITUTIONAL DUE PROCESS.**

Plaintiffs propose that Garden City Group, LLC (“GCG”), the Claims Administrator appointed to administer all prior settlements in this Action, be appointed as Claims Administrator for administration of the MFI Settlement and to administer notice of the Litigation Class. GCG has assisted with the development of the Notice Plan and Form of Notice for the Litigation Class and the MFI Settlement described below. GCG is a nationally recognized leader in notice and settlement administration with substantial experience in developing and implementing comprehensive notice plans in connection with class action settlements. The Affidavit of Shandarese Garr (“Garr Aff.”), GCG Senior Vice President, Communications, sets forth GCG’s experience in claims administration, the details of the Notice Plan, and the text of the Long-Form Notice, the Summary Notice for publication, and the internet campaign designed to drive Litigation and settlement class members to the settlement website. See Garr Aff. ¶¶ 2-30.

As explained below, the proposed Notice Plan and the proposed Form of Notice meet the requirements of Rule 23 and constitutional due process. The proposed Notice Plan and Form of Notice provides notice of the Litigation Class and MFI Settlement Agreement to all Litigation and MFI Settlement Class Members (which share the same class definition) who will be bound by the Litigation and by the MFI Settlement, and of the claims process for the Previously Approved Settlements to class members of those settlement agreements who did not exclude themselves from those settlements. The Notice Plan provides for notice in a “reasonable manner” and is the best notice that is practicable under the circumstances, including individual notice to all members who can be identified through reasonable effort, as required by Rules 23(e)(1) and 23(c)(2)(B) of the Federal Rules of Civil Procedure. The Form of Notice satisfies the language and content requirements of Rule 23(c)(2)(B) and is likewise consistent with due process.

#### **A. The Notice Plan**

Plaintiffs propose a multi-faceted and comprehensive Notice Plan largely consistent with the notice plans this Court has previously approved for all prior settlements in this Action.<sup>9</sup> Unlike prior notice plans, the proposed Notice Plan here includes an extensive internet campaign using internet banner advertisements on highly trafficked industry trade websites and general business news websites along with keyword search advertising that promote the MFI Settlement and Litigation Class. It also omits publication of the Summary Notice in certain trade publications in which such notice ran for prior settlements. Increasing internet-based promotion of the MFI Settlement, the Litigation Class, and the claims process for the Previously Approved Settlements in lieu of one-time print publication in a few industry trade periodicals, to supplement the direct Long-Form Notice, is expected to reach a wider audience and drive greater settlement website traffic.

### **1. Long-Form Direct Mail Notice.**

The centerpiece of Plaintiffs' Notice Plan is direct mail. The Long-Form Notice, attached hereto as Exhibit C to the Garr Affidavit, notifies potential MFI Settlement and Litigation Class members of the MFI Settlement and the Court's order certifying the Shell Egg Class, and notifies

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<sup>9</sup> See Order at 1, July 15, 2010 (ECF No. 388) (approving plan for and form of notice for Sparboe & Moark settlements); Pls.' Mot. for Approval of Notice Plan for Sparboe Settlement at 2-5 & Exs. D & E, 2009 (ECF No. 308); Pls.' Mem. in Supp. of Prelim. Approval of Moark Settlement at 24-25 & Exs. 2 & 3, June 4, 2010 (ECF No. 349); Order at 6-11, ¶¶ 12-16, Feb. 28, 2014 (ECF No. 908) (approving notice plan and form of notice for Sparboe Amendment and settlement with Cal-Maine Foods); Pls.' Mem. in Supp. of Approval of Notice Plan of Proposed Cal-Maine Settlement and Sparboe Amendment & Exs. B & C Sept. 3, 2013 (ECF No. 853); Order at 12, July 30, 2014 (approving plan and form of notice for Second Sparboe Amendment and settlements with NFC, Midwest, UEP/USEM) (ECF No. 1027); Pls.' Mot. for Approval of Notice Plan for NFC, MPS, UEP/USEM Settlement Agreements and Second Sparboe Am., Ex. D (ECF No. 998-5) & Ex. E (ECF No. 998-6); Order Approving Notice Plan for NFC, MPS, UEP/USEM Settlement Agreements and Second Sparboe Amendment (ECF No. 1027); Plaintiffs' Motion for Approval of Notice Plan for NFC, MPS, UEP/USEM Settlement Agreements and Second Sparboe Amendment, Ex. D (ECF No. 998-5) & Ex. E (ECF No. 998-6); Order at 7-9, Dec. 19, 2014 (ECF No. 1108) (approving notice plan and form of notice for Nucal and Hillandale Settlements proposed by Plaintiffs); Pls.' Mot. for Approval of Notice Plan for NuCal and Hillandale Settlements & Exs. A & B, Nov. 21, 2014 (ECF No. 1094).

potential members of the Previously Approved Settlements of the opening of the claims process for those settlements. (As noted, these classes overlap.) Long-Form Notice will be sent via first-class mail to all persons and entities identified by Defendants through their prior submission of customer lists as well as potential class members identified through claims administration of prior settlements.<sup>10</sup> Importantly, because the MFI Settlement Class and the Litigation Class include only those who purchased Shell Eggs directly from any Defendant (and their subsidiaries, parents, and affiliates) and co-conspirators, rather than those who purchased from any egg Producer, and because GCG has the customer lists for all Defendants (settling and non-settling) for the Settlement and Litigation Class Period, the Long-Form Notice is expected to reach nearly all Litigation and MFI Settlement Class members.

Similarly, although members of the settlement classes of the Previously Approved Settlements have already received notice of those settlements and the opportunity to opt-out or object to them,<sup>11</sup> the Long-Form Notice will include a combined claim form that permits members of the Previously Approved Settlement classes to now submit their claims for awards from the Previously Approved Settlements as well as for awards from the MFI Settlement. The proposed combined claim form is attached hereto as Exhibit D to the Garr Affidavit. As with prior settlements, the proposed claim form makes clear that valid claims for purchases submitted for prior settlements will be honored for both the MFI Settlements and the Previously Approved

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<sup>10</sup> Defendants' prior customer data submissions required for prior settlements have included customer data covering both the Litigation and MFI Settlement Class period and the class periods of the Previously Approved Settlements. *See* Garr Aff. ¶ 15; *see also* July 15, 2010 Order Approving Dissemination of Notice of Sparboe & Moark Settlements ¶ 3 (ECF No. 388) (ordering production of data for customers between January 1, 2000 and July 15, 2010); Feb. 28, 2014 Order Approving Parties' Notice Plan for Cal-Maine Settlement ¶ 16 (ECF No. 908) (ordering production of supplemental data not including in most recent customer data submissions); July 30, 2014 Order Approving Notice Plan for UEP/USEM, Midwest & NFC Settlements ¶ 35 (same) (ECF No 1027); Dec. 19, 2014 Order Approving Notice Plain for Nucal & Hillandale Settlements ¶ 12 (ECF No. 1098) (same).

<sup>11</sup> *See* Aff. of Jennifer Keough ¶¶ 5-10, June 1, 2015 (ECF No. 1199-4).



Settlements and thus such claimants need only submit a new claim form if (1) they wish to obtain an award for purchases that post-date the prior settlement in which they submitted a claim, or (2) for the MFI Settlement, for any purchases from Defendants over the period Sept. 24, 2004 through December 31, 2004—the only portion of 2004 that is covered by the MFI Settlement—if they previously submitted claims for their total purchases across all of 2004. *See* Garr Aff. ¶ 18 & Ex. D at 4-6.

In addition to direct mailing to known purchasers of Shell Eggs or Egg Products from Defendants and to other potential class members identified through prior claims' administration, the Long-Form Notice will be posted on the website designed to provide notice of the settlements in this litigation, [www.eggproductssettlement.com](http://www.eggproductssettlement.com), which has been in place since 2010 and is easily accessible through Internet search engines. *See* Garr Aff. ¶ 29. As discussed below, the internet campaign will also drive potential Litigation and settlement class members to the website where they can download the Long-Form Notice.

## **2. Summary Publication Notice.**

Plaintiffs' proposed Notice Plan contains many of the same elements for publication notice used in the notice plans the Court approved for prior settlements in this Action. The proposed Short-Form Publication Notice ("Summary Notice" or "Publication Notice") is attached hereto as Exhibit E to the Garr Affidavit. The Summary Notice will be published as paid advertising on one occasion in the national edition of *The Wall Street Journal*, with an average daily circulation of 1.18 million, on one-eighth of one page. Garr Aff. ¶ 19. The Summary Notice will also appear as paid ads in the print editions of ten trade publications: *Convenience Store News*, *Progressive Grocer*, and *Supermarket News* (to reach retail purchasers); *Food Service Director* (intended to reach institutional egg buyers); *Restaurant*

*Business and Nation's Restaurant News* (intended to reach restaurateurs); *Food Processing, Bake and Pet Food Industry* (to reach manufacturers); and *Egg Industry Magazine* (to reach egg producers that were previously excluded from prior settlement classes but are eligible under the MFI Settlement, as well as egg buyers that follow the egg industry). These trade publications have a combined circulation of more than 440,000. Garr Aff. ¶ 20.

Plaintiffs propose to forgo print Publication Notice in *Hotel F&B*, *Long Term Living*, and *School Nutrition* in which Summary Notice was published in prior notice plans because these publications likely have audiences that overlap with one or more of the ten selected periodicals and selected trade e-newsletters. As discussed in Part II.A.4, in an effort to reach potential class members more efficiently, DPPs propose the use of internet banner ads in trade-related e-newsletters as well as other industry newsletters that will reach a similar or the same audience, as well as on popular news websites geared toward a general business audience. Garr Aff. ¶¶ 22-24.

In addition to the Summary Notice run as paid ads in the *Wall Street Journal* and the ten trade publications, GCG will issue a press release that consists of the language of the Summary Notice through PR Newswire's US 1 list (distributed to more than 15,000 media outlets including newspapers, magazines, national wire services, television, radio and online media in all 50 states), and through National Hispanic Newslines (reaching 7,000 Hispanic media contacts, including online placement of approximately 100 Hispanic websites nationally). Garr Aff. ¶ 28. In addition, the press release will be issued through PR Newswire's Restaurant and Food Industry microlist, reaching journalists covering the restaurant and food industry. Garr Aff. ¶ 28. The press release is anticipated, as in prior notices, to generate press articles regarding the Litigation Class, the MFI Settlement Class, and the opening of the claims process for the Previously Approved Settlements.

### 3. Internet Banner Advertisements and Search Advertising/Key Words.

As noted above, because of its efficiency and effectiveness, Plaintiffs propose to add to the Notice Plan an internet campaign that features both extensive placement of banner advertisements on key trade websites and in trade e-newsletters, as well as on national business-oriented news websites, and to augment the banner ads with the purchase of keywords that will produce the banner advertisement as a search result and drive greater traffic to the settlement website.

The proposed web banner advertisements are attached as Exhibit F to the Garr Affidavit. When a user clicks on the banner ads they will be directed to the settlement website where the Settlement documents, the Long-Form Notices, claim form, and the Court's Order on class certification (among other documents) can be accessed. These banner ads would be run:

- For four weeks, at sizes ranging from 300 by 250 pixels (a square ad) or 728 by 90 pixels (a rectangular ad that appears at the top of a website, known as a "leaderboard") on three trade-related websites—[www.hotelfandb.com](http://www.hotelfandb.com), [www.bakingbusiness.com](http://www.bakingbusiness.com), and [www.foodprocessing.com](http://www.foodprocessing.com).<sup>12</sup>
- One time,<sup>13</sup> either as square ads, leaderboards, or custom sizes, in key trade e-newsletters that supplement the print publications in which Summary Notice will be placed (*Restaurant Business Weekly Recap*, *Nation's Restaurant News's NRN A.M.*, *FoodService Director Update*, *Today in Food Manufacturing*, *SN Daily (Supermarket News e-newsletter)*, *Stores Weekly*, and *Watt Poultry Update*) with total estimated circulation of nearly 400,000.
- For four weeks, at a size to be determined, on the *Wall Street Journal's* Digital Network (which includes placement on [wsj.com](http://wsj.com), [Barrons.com](http://Barrons.com) and [Marketwatch.com](http://Marketwatch.com)), with an estimated 170,000 impressions.

Garr Aff. ¶¶ 22-25. Publication of the banner ads in the trade e-newsletters and trade group websites has the potential to reach additional class members beyond those that will be reached

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<sup>12</sup> These websites, together, have approximately 151,000 monthly visitors. Banner ads will be scheduled to run for four weeks.

<sup>13</sup> Except that the banner ad will be run on 2 occasions in *Stores Weekly's* e-newsletter.

via summary notice in the print editions of the industry trade publications, as many of the e-newsletters have subscription lists even greater than their equivalent print publication.<sup>14</sup>

In addition to the banner advertisements, Plaintiffs propose that the Notice Plan include the purchase of “keywords” from search engines such as google.com, yahoo.com, or bing.com, that, when entered by a web user in the search field, will result in the banner ads appearing as a sponsored ad, on a rotating basis, with other sponsored ads. Garr Aff. ¶ 27. For example, if a user searches for “eggs antitrust” (if those keywords are purchased), the search result could produce a notice banner ad appearing as a sponsored ad. The keywords will be selected jointly by DPP Class Counsel and GCG. Garr Aff. ¶ 27. The keyword search advertising will be in place for four weeks. Garr Aff. ¶ 27.

#### **4. Toll-Free Hotline and Settlement Website.**

GCG has, since the first settlement with Sparboe Farms, maintained an informational settlement website, [www.eggproductsettlemnt.com](http://www.eggproductsettlemnt.com), which features key Court documents, FAQs for each settlement, Notices, and key dates. GCG will update that website with a page dedicated to the MFI Settlement with appropriate FAQs, a page dedicated to the Litigation Class with appropriate FAQs, the combined Long-Form Notice for the MFI Settlement, the Litigation Class and the claims process for the Previously Approved Settlements and the MFI Settlement, and all relevant Court documents. Garr Aff. ¶ 29.

In addition, GCG will staff a toll-free hotline (866-881-8306), accessible 24 hours per day and seven days per week, to answer any questions regarding the MFI Settlement, the Litigation Class and the claims process, including requests for the Long-Form Notice and the

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<sup>14</sup> For example, the print circulation of *Restaurant Business* is estimated at about 80,000 while the e-newsletter *Restaurant Business Weekly Recap* has an estimated 106,000 subscribers, and the circulation of the print edition of *Stores* is estimated at 35,000, while the e-newsletter has an estimated 69,000 subscribers. Garr Aff. ¶¶ 20, 25.

claims form. Garr Aff. ¶ 29. Class members who call the toll-free number during business hours will have the option to speak directly to a live representative, and those who call during other hours may leave a voice message requesting the Long-Form Notice or a return call from a call center representative. Garr Aff. ¶ 29.

**B. The Proposed Notice Plan Timeline.**

As outlined in the Proposed Order attached hereto, Plaintiffs propose the following settlement administration timeline, with deadlines measured from the date of the Court's order approving the notice plan and form of notice:

- *Within 7 days:* GCG staffs the toll-free settlement hotline and updates and publishes relevant documents to the settlement website;
- *Within 14 days:* GCG publishes the Summary Notice in *The Wall Street Journal* and issues the Press Release containing the contents of the Summary Notice;
- *Within 21 days:* GCG launches the keyword search/banner ad campaign on leading search engines;
- *Within 24 days:* GCG mails the combined Long-Form Notice and combined claim form to potential class members;
- *Within 50 days:* GCG completes the four-week publication of the website banner ads on the trade websites, in the trade e-newsletters, and on the *Wall Street Journal Digital Network* websites;
- *Within 75 days:* GCG publishes the Summary Notice in the industry trade publications;
- *Within 90 days:* GCG files an affidavit regarding implementation of the Notice Plan and Plaintiffs file their motion for attorneys' fees and reimbursement of litigation expenses (with publication of the motion on the website promptly thereafter);
- *Within 120 days:* Deadline for objections and requests for exclusion from the MFI Settlement; requests for exclusion from the Litigation Class; and for filing claims for awards from the MFI Settlement and the Previously Approved Settlements;
- *Within 150 days:* Plaintiffs file their motion for final approval of the MFI Settlement;

- *Within 180 days*: The Court holds the Fairness Hearing on the MFI Settlement.

**C. The Notice Plan Provides the Best Notice Practicable.**

Rule 23 requires that notice of a settlement or litigation class provide the “best notice that is practicable under the circumstances, including individual notice to all members who can be identified through reasonable effort.” Fed. R. Civ. P. 23(c)(2)(B). In addition, constitutional due process “further requires that notice be ‘reasonably calculated, under all the circumstances, to apprise interested parties of the pendency of the action and afford them an opportunity to present their objections.’” *In re Nat'l Football League Players Concussion Injury Litig.*, 821 F.3d 410, 435 (3d Cir. 2016 ) (quoting *Mullane v. Cent. Hanover Bank & Trust Co.*, 339 U.S. 306, 314, (1950)), *as amended* (May 2, 2016), *cert. denied sub nom. Gilchrist v. Nat'l Football League*, 137 S. Ct. 591 (2016), and *cert. denied sub nom. Armstrong v. Nat'l Football League*, 137 S. Ct. 607 (2016)

There is no single correct means of providing notice. *In re Wireless Tel. Fed. Cost Recovery Fees Litig.*, No. 03-md-015, 2004 WL 3671053, at \*8-9 (W.D. Mo. Apr. 20, 2004). Notice plans are not expected to reach every class member; Rule 23 requires the best notice practicable, not perfect notice. *Bowerman v. Field Asset Servs., Inc.*, No. 13-cv-00057, 2015 WL 5569061, at \*4 (N.D. Cal. Sept. 21, 2015). Similarly, notice may be provided to those who fall outside of the class definitions in order to better ensure class members receive notice. *See Alberton v. Commonwealth Land Title Ins. Co.*, No. 06-cv-03755, 2010 WL 1049581, at \*3-4 (E.D. Pa. Mar. 17, 2010).

This notice will be the sixth class notice issued to potential settlement class members since 2010, when notice regarding the Sparboe settlement was issued.<sup>15</sup> The Court has approved all prior notice plans, which are substantially similar to the plan proposed here. For this notice plan, Plaintiffs have again proposed direct mail notice to Settlement Class Members that can be reasonably identified—those whose names and addresses were provided by Defendants or whose names and addresses became known to GCG through its administration of prior settlements in this Action. These lists resulted in nearly 14,500 unreturned direct-notice mailings to potential class members in prior settlements.<sup>16</sup> As noted, because the Litigation and MFI Settlement Classes include only those that purchased Shell Eggs directly from Defendants (or related entities) or co-conspirators (rather than those who purchased from any egg producer), the direct mail notice based on Defendants’ customer lists is likely to reach all or nearly all MFI Settlement and Litigation Class Members.

Further, Plaintiffs’ proposed notice plan augments direct notice with extensive publication notice through placement of the Summary Notice as paid advertisements in both the *Wall Street Journal* and in ten important trade publications targeted precisely to those audiences most likely to include direct purchasers of Shell Eggs, and through wide-spread dissemination of a press release. This Publication Notice is designed to reach any MFI Settlement and Litigation Class Members who may not receive direct mail notice. And, unlike prior settlement notice plans, the notice plan for the MFI Settlement and the Litigation Classes (and for the claims process for the Previously Approved Settlements) employs an internet-based strategy, involving extensive placement of banner ads on key trade websites targeted at food buyers, in trade e-

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<sup>15</sup> In addition to the notice of the Sparboe settlement issued in 2010, DPPs also issued notice of the Moark Settlement in 2010, of the Cal-Maine Settlement and UEP/USEM, NFC and Midwest Settlements in 2014, and of the Hillandale and NuCal Settlements in 2015.

<sup>16</sup> See, e.g., *Aff. of Jennifer Keough* ¶¶ 8-10, June 1, 2015 (ECF No. 1199-4).

newsletters, and on well-trafficked national business news websites, as well as use of keyword search advertising on leading internet search engines to expand the reach of the banner ads.

Courts in this Circuit and others have long found that comparable notice plans—those with direct mail notice augmented by publication notice, including internet based strategies in more recent years—satisfy Rule 23 and constitutional due process. *See, e.g., In re Warfarin Sodium Antitrust Litig.*, 391 F.3d 516, 536 (3d Cir. 2004) (concluding that notice in publications likely to be read by class members, along with a call center, website and downloadable materials, was reasonable and the best notice practicable); *Zimmer Paper Prods., Inc. v. Berger & Montague P.C.*, 758 F.2d 86, 90 (3d Cir. 1985) (noting that, in the usual case, “first-class mail and publication in the press fully satisfy the notice requirements of both Fed. R. Civ. P. 23 and the due process clause”); *Schulte v. Fifth Third Bank*, 805 F. Supp. 2d 560, 596 (N.D. Ill. 2011) (finding notice plan satisfied Rule 23 and constitutional due process where it included individual notice, internet-based notice, publication in daily newspapers, a press release and website and toll-free number); *In re Checking Account Overdraft Litig.*, 275 F.R.D. 654, 663 (S.D. Fla. 2011) (finding notice plan provided the best practicable notice where it included direct notice, publication in major dailies and periodicals, provided for keyword search advertisements, and included a settlement website); *Thompson v. Metro. Life Ins. Co.*, 216 F.R.D. 55, 68 (S.D.N.Y. 2003) (notice plan that included, *inter alia*, publication notice in newspapers and periodicals, an interactive website, and internet banner ads complied with Rule 23(c)(2) and 23(e)).<sup>17</sup>

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<sup>17</sup> *See also* Order, *In re Skelaxin (Metaxalone) Antitrust Litig.*, No. 12-cv-4, ECF No. 782, Order at ¶ 5 (E.D. Tenn. Aug. 5, 2014) (finding direct mail notice, publication notice in national trade press, and a PR Newswire press release satisfied Rule 23(e) and due process); *Stoffels ex rel. SBC Tel. Concession Plan v. SBC Commc'ns, Inc.*, 254 F.R.D. 294, 298 (W.D. Tex. 2008) (approving notice plan involving direct mail notice and web site notice, and requiring summary notice in three trade publications likely to reach class members for whom addresses were unavailable); *In re Found. for New Era Philanthropy Litig.*, 175 F.R.D. 202, 205 & n.3 (E.D. Pa. 1997) (finding notice satisfied Rule 23 where it included



**D. The Form of Notice Meets Rule 23’s “Plain Language” & Content Requirements.**

Plaintiffs also seek approval of the proposed form and content of the Long-Form and Summary Notices for the Litigation Class and the MFI Settlement in a form substantially similar to the notices set forth in Exhibits C and E to the Garr Affidavit. Notice of both litigation and settlement classes certified under Rule 23 “must clearly and concisely state in plain, easily understood language:”

- (i) the nature of the action;
- (ii) the definition of the class certified;
- (iii) the class claims, issues, or defenses;
- (iv) that a class member may enter an appearance through an attorney if the member so desires;
- (v) that the court will exclude from the class any member who requests exclusion;
- (vi) the time and manner for requesting exclusion; and
- (vii) the binding effect of a class judgment on members under Rule 23(c)(3).

Fed. R. Civ. P. 23(c)(2)(B); *see also Good v. Nationwide Credit, Inc.*, 314 F.R.D. 141, 155–56 (E.D. Pa. 2016) (applying Rule 23(c)(2)(B) criteria for notice of a certified class to notice of settlement class). Further, notice of a settlement class must be ““designed to summarize the litigation and the settlement and . . . to apprise class members of the right and opportunity to inspect the complete settlement documents, papers, and pleadings filed in the litigation.”” *Good*, 314 F.R.D. at 155–56 (quoting *In re Prudential Ins. Co. Am. Sales Practice Litig. Agent Actions*, 148 F.3d 283, 327 (3d Cir. 1998))

The Long-Form and Summary Notices are designed to comply with Rule 23’s “plain language” requirement. *See* Garr Aff. ¶ 32. They avoid “legalese” and present the required information in easy-to-understand summary tables and in “question and answer” format. The

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direct mail notice and publication in a trade magazine of wide circulation within the relevant community and the *Wall Street Journal*).

Long-Form Notice and Claim Form have been revised from prior versions approved by the Court to further simplify the language and format,<sup>18</sup> and to accommodate the need for combined notice for the Litigation Class, the MFI Settlement, and the claims process for the Previously Approved Settlements. For example, FAQs regarding the Litigation Class, the MFI Settlement, and the claims process for the Previously Approved Settlements have been broken into separate sections for each class to reduce class member confusion. *See* Garr Aff. Ex. D.

In addition, the Long-Form Notice, which will be both directly mailed and made available on the settlement website to which Summary Notice directs class members, complies with all of the content requirements of Rule 23(c)(2)(B). The Long-Form and Summary Notices describe:

- The nature of the Action and the claims, and prior settlements reached (Garr Aff. Ex. C ¶¶ 2, 3, & Ex. E);
- The Litigation and MFI Settlement Class definition and exclusions (*id.* Ex. C ¶¶ 6, 11 & Ex. E);
- The terms of the MFI Settlement including the scope and impact of the release (*id.* Ex. C ¶ 12 & Ex. E);
- MFI Settlement Class Members' rights and options, including the right to opt out of the Settlement or object to it, the deadlines for doing so and how to assert those rights, the implications of taking no action (including the binding effect of the judgment and release for Settlement Class Members who do not opt-out), the right to attend the Fairness Hearing and to be represented by their own counsel if they choose, and their right to file a claim (and how to do so) if they remain in the Settlement Class (*id.* Ex. C ¶¶ 13-20 & Ex. E);
- Litigation Class Members' rights, including the right to opt-out of the Litigation Class, the deadlines for doing so, how to assert those rights and the implications of doing so, as well as the limitations on their rights if they remain in the Litigation Class (*id.* Ex. C ¶¶ 7-10);<sup>19</sup>

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<sup>18</sup> For example, the lengthy recitation of the history of the litigation and of each settlements that appeared in prior notices have been shortened and simplified to better ensure that class members will read the notice. In addition, the proposed notice provides a table of contents for the FAQs, provides clear and explicit language that direct action plaintiffs must opt-out of the MFI Settlement and Litigation Class to maintain their claims, and eliminates language that is duplicative of (and better placed in) the claim form.

<sup>19</sup> The Long-Form Notice states clearly in its introductory summary tables and in the FAQs that Litigation Class members that opt out of the Litigation Class will be unable to participate in any future

- That a trial will be scheduled for the Litigation Class (*id.* Ex. C. ¶ 10);
- Class Counsel’s representation of the Settlement and Litigation Classes (*id.* ¶ 4 & Ex. E);
- That Class Counsel may move the Court for an award of attorneys’ fees and reimbursement of litigation expenses, the maximum percentage of the MFI Settlement Fund they will seek in an award of attorneys’ fees, the date on which the motion for fees and costs will be filed and posted on the settlement website, and the right of MFI Settlement Class Members’ who do not exclude themselves to object to all or part of the motion (*id.* Ex. C ¶¶ 5, 15);<sup>20</sup>
- How potential Litigation and Settlement Class members can obtain further detailed information, including the Settlement Agreement itself for inspection, from the Settlement website (*id.* Ex. C at 11 & Ex. D);<sup>21</sup> and
- Who are class members in the Previously Approved Settlements and how to now file a claim for awards from those Settlements (*id.* Ex. C ¶¶ 21-24)

Accordingly, the Notices comply with Rule 23’s content requirements.

### III. CONCLUSION

For the reasons stated above, the proposed Notice Plan and Form of Notice fulfill the requirements of Rule 23 and constitutional due process. Accordingly, approval of the Notice Plan and Form of Notice is appropriate.

Dated: February 16, 2017

Respectfully submitted,

/s/ Mindee J. Reuben

Mindee J. Reuben

**LITE DEPALMA & GREENBERG LLC**

1835 Market Street, Suite 2700

Philadelphia, PA 19103

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settlements with the remaining non-settling Defendants though they are still permitted to participate in the MFI Settlement. *See* Garr Aff., Ex. C at 2 & ¶ 7. *See also Olden v. LaFarge Corp.*, 472 F. Supp. 2d 922, 935 (E.D. Mich. 2007) (finding that once a class member has opted out of a litigation class, it may not be included in subsequent settlements because the original exclusion would be effectively rendered void).

<sup>20</sup> That deadline, 30 days prior to the opt-out and objection deadlines, provides MFI Settlement Class Members with sufficient time to review the motion and determine whether to object or opt-out. *See In re Mercury Interactive Corp. Sec. Litig.*, 618 F.3d 988, 994, 993-95 (9th Cir. 2010).

<sup>21</sup> *See* 3 William B. Rubenstein et al., *Newberg on Class Actions* § 8.32 (4th ed.) (noting Rule 23 requires that notice inform class members that complete and detailed information is available on the website).

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***Co-Lead Counsel for Direct Purchaser Plaintiffs***

# **EXHIBIT 1**

**UNITED STATES DISTRICT COURT  
IN 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 APPROVING DISSEMINATION OF COMBINED  
CLASS NOTICE OF:**

- (A) CERTIFICATION OF THE SHELL EGG LITIGATION CLASS;**
- (B) THE PROPOSED 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 FOODS  
CORPORATION, AND NUCAL FOODS, INC.**

It is hereby ORDERED AND DECREED as follows:

1. The motion of Direct Purchaser Plaintiffs (“Plaintiffs”) for approval of the proposed plan for and manner of dissemination of combined Notice of the Certification of the Shell Egg Litigation Class, of the Proposed Settlement Agreement between Michael Foods, Inc. (“MFI”) and Plaintiffs, and of the claims process for the previously finally approved settlement agreements between Plaintiffs and United States Egg Marketers, United Egg Producers, Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P., Midwest Poultry Services L.P., National Foods Corporation, and NuCal Foods, Inc. (collectively, the “Previously Approved Settlements”) is hereby APPROVED.

- a. The Notice Plan proposed by Direct Purchaser Plaintiffs as described herein, which includes Direct Mail Notice, Publication Notice, an internet advertising campaign, a website, and a toll-free hotline, is “the best notice that is practicable under the circumstances,” as required by Fed. R. Civ. P. 23(c)(2)(B);
  - b. The manner of providing notice to all class members who would be bound by the Notice Plan is “reasonable,” as required by Fed. R. Civ. P. 23(e).
2. Garden City Group (“GCG”) is hereby appointed as Claims Administrator for the MFI Settlement and is approved to implement the Notice Plan and to administer claims under the MFI Settlement, having been previously appointed to do so for the Previously Approved Settlements.

**NOTICE PLAN**

3. Within 24 days of the entry of this Order, GCG shall send notice of the certification of the Litigation Class, the MFI Settlement Agreement, and of the claims process for the MFI Settlement and for the Previously Approved Settlements, along with a claim form for those settlements, by U.S. First Class mail, postage prepaid, 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. The Direct Mail Notice and Claim Form shall be in substantially the same format as those attached as Exhibits C and D to the Affidavit of Shandarese Garr in support of Plaintiffs’ Motion for Approval of the Combined Notice Plan (ECF No. \_\_\_\_ ) (“Garr Affidavit”).

4. Within 7 days of this Order’s entry, GCG shall publish the Direct Mail Notice and the Claim Form, relevant Court documents, the MFI Settlement Agreement, the Court’s Order

regarding certification of a Shell Egg Litigation Class, the Court's Order preliminarily approving the Michael Foods Settlement, any Settlement updates, and updated answers to "Frequently Asked Questions" at [www.eggproductssettlement.com](http://www.eggproductssettlement.com).

5. Within 7 days of this Order's entry, GCG will staff a toll-free hotline, (866) 881-8306, to answer any potential class members' questions.

6. GCG shall publish Summary Notice (or "Publication Notice") in substantially the same format as Exhibit E to Garr Affidavit as follows:

- a. Within 14 days of this Order's entry, on one occasion, in the National Edition of the Wall Street Journal, on one-eighth of one page;
- b. Within 75 days of this Order's entry, or as close thereto as publication schedules permit, on one occasion, in the following industry publications: *Convenience Store News*, *Progressive Grocer*, *Supermarket News*, *Food Service Director*, *Restaurant Business*, *Nation's Restaurant News*, *Food Processing*, *Bake*, *Pet Food Industry*, and *Egg Industry Magazine*; and
- c. Within 14 days of this Order's entry, GCG shall issue press releases, consisting of substantially the same language of the Publication Notice, through (i) PR Newswire's US1 List and Restaurant and Food Industry Microlist; and (ii) National Hispanic Newslines.

7. Within 21 day of this Order's entry, GCG shall implement the keyword search advertising campaign described in the Garr Affidavit, on one or more leading search engines.

8. Within 50 days of this Order's entry, GCG shall complete publication of the internet banner ads linked to the Settlement Website, in substantially the same format as attached as Exhibit F to the Garr Affidavit, as follows:



- a. On the Wall Street Journal Digital Network websites for a period of four weeks;
  - b. On the following trade-related websites for a period of four weeks:  
hotelfandb.com, bakingbusiness.com, and foodprocessing.com; and
  - c. In the following trade e-newsletters for one-time insertion except as noted:  
*Restaurant Business Weekly Recap, Nation's Restaurant News's NRN A.M., FoodService Director Updates, Today in Food Manufacturing, SN Daily, Stores Weekly* (two insertions), and *Watt Poultry Update*;
9. Within 90 days of this Order's entry, Plaintiffs shall file an affidavit prepared by GCG that details the process engaged in by GCG to effect the Notice Plan, and confirms that the requirements regarding Direct Mail Notice, Publication Notice, the website, the toll-free hotline, the internet banner ad campaign, and the keyword search advertising campaign have been completed in accordance with this Order.

#### **SIGNIFICANT DATES**

1. Objections to the Michael Foods Settlement: Must be postmarked within 120 days of entry of this Order, and if such date falls on a Sunday or Holiday, on the next business day (exact date to be inserted in Direct Mail Notice and Publication Notice).
2. Requests for Exclusion from the Michael Foods Settlement: Must be postmarked within 120 days of entry of this Order, and if such date falls on a Sunday or Holiday, on the next business day (exact date to be inserted in Direct Mail Notice and Publication Notice).
3. Plaintiffs' Motion for and Award of Attorneys' Fees and Reimbursement of Costs: Must be filed within 90 days of entry of this Order, and promptly published on the [www.eggproductssettlement.com](http://www.eggproductssettlement.com) website.

4. Motion for Final Approval of the Michael Foods Settlement: Must be filed within 150 days from entry of this Order.

5. Fairness Hearing: \_\_\_\_\_, at \_\_:\_\_ .m. [approximately 180 days from entry of this Order], United States District Court, Eastern District of Pennsylvania, 601 Market Street, Courtroom \_\_\_\_, Philadelphia, PA 19106-1797 (exact date to be inserted in Direct Mail Notice and Publication Notice). The date, time, and location of this hearing are subject to change, and Class members are advised to check [www.eggproductssettlement.com](http://www.eggproductssettlement.com) for any updates.

BY THE COURT:

\_\_\_\_\_  
Gene E.K. Pratter  
United States District Judge

Date: \_\_\_\_\_

UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

IN RE: PROCESSED EGG PRODUCTS  
ANTITRUST LITIGATION

MDL No. 2002

THIS DOCUMENT APPLIES TO ALL  
DIRECT PURCHASER ACTIONS

Case No. 08-md-02002

**AFFIDAVIT OF SHANDARESE GARR  
REGARDING NOTICE PLAN AND SETTLEMENT ADMINISTRATION**

STATE OF NEW YORK     )  
  )     ss.:  
COUNTY OF NASSAU     )

Shandarese Garr, being duly sworn, deposes and says:

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. 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. GCG routinely develops and executes notice programs and administrations in a wide variety of class action settlements, with subject matters including, but not limited to, products liability, consumer, securities, mass torts, antitrust, labor and employment, ERISA, civil and human rights, insurance, securities fraud, and healthcare. Our team has served as administrator for over 3,200 cases over GCG's 30 plus year history. During that time, GCG has mailed hundreds of millions of notices, disseminated over 400 million emails, handled over 33 million phone calls, processed tens of millions claims, and distributed over \$63 billion in settlement benefits. Additional information about GCG can be found on our website at [www.gardencitygroup.com](http://www.gardencitygroup.com).

#### **RELEVANT EXPERIENCE**

4. During my nearly 27 years of hands-on experience managing all aspects of class action administration and notice efforts, I have handled a wide range of historic complex legal administrations, including mass tort settlements, human rights administrations, product liability settlements, antitrust matters, DOJ disgorgements, securities litigation settlements and SEC Fair Funds, and ERISA, wage and hour, and insurance-related matters. As such, I gained in-depth knowledge of the evolution of the Federal Rules of Civil Procedure and notice due process standards. Attached as Exhibit A is my biography.

5. As the head of Class Action Operations at GCG for more than a decade, I have led the administration of hundreds of class action settlements as well as orchestrated all aspects of massive administrations such as the \$1.1 billion *In Re Royal Ahold Securities and ERISA Litigation*, in which GCG mailed over 25 million notices translated into 16 languages to potential claimants in 105 countries. For the \$2.4 billion *Nortel Networks Corp. Securities Litigation*, I oversaw the execution of a notice program involving mailed notice to over 2.3 million class

members in the United States, Canada and around the globe. Some of the other large and wide-reaching programs I have handled include *Global Crossings*, *WorldCom*, *Lucent*, *Enron*, *DaimlerChrysler*, *Oxford Health Plans*, and *Dollar General*.

6. I have testified and/or submitted reports regarding GCG's administrations, including notice plans, to courts in numerous cases, including: *Global Crossing*, *Lucent Technologies*, *Dynegy/Enron*, *DaimlerChrysler*, *Oxford Health Plans*, and *Dollar General*. In addition, I have testified as an expert regarding noticing and ascertainability of class members in *Mikulski vs. Centerior* and the *In re: Domestic Drywall Antitrust Litigation*.

7. I have authored articles on class action administrations, particularly in relation to legal notice and social media. See e.g., "Legal Notice and Social Media: How to Win the Internet" – *The National Law Journal*, August 1 2016.

#### **GCG'S LEGAL NOTICE TEAM**

8. As Senior Vice President, Communications, I lead GCG's Notice & Media Team that includes individuals who specialize in class member notice execution, advertising and media planning, and social media. Collectively, GCG's Notice & Media Team has more than 60 years of advertising and media experience and has developed and/or executed more than 1,000 notice plans, including some of the most successful, complex, and high-profile notice campaigns in class action history.

9. Our Notice & Media Team experts have designed and effectuated hundreds of notice programs, including many complex and high-profile matters with national and international reach utilizing the most current methods and technology for locating and reaching Class Members. The Notice & Media Team is highly experienced in utilizing social media, banner advertisements, mobile media, press releases, print media, and television and broadcast

media to effectuate a wide variety of settlements. Attached as Exhibit B are full profiles of GCG's Notice & Media Team.

10. In coordination with DPP Class Counsel, GCG has prepared a proposed notice plan to provide combined notice: of the Court's Order certifying a Shell Egg Litigation Class of direct purchasers for the period September 24, 2004 through December 31, 2008; of the Michael Foods Settlement with DPPs, the Settlement Class for which shares the same class definition as the Litigation Class; and of the availability of the claims process for the five prior settlements with certain Defendants—United Egg Producers and United States Egg Marketers (“UEP/USEM”), Midwest Poultry Services L.P. (“Midwest”), National Foods Corporation (“NFC”), Hillandale Farms of Pa. and Hillandale Gettysburg LP (together, “Hillandale”), and NuCal Foods, Inc. (“NuCal”)—previously finally approved by this Court (the “Previously Approved Settlements”) and for which notice of the settlements has already been provided (the “Notice Program”).

#### **CLASS DEFINITION**

11. Pursuant to Paragraph A.4. of the Settlement Agreement Between Direct Purchaser Plaintiffs and Defendant Michael Foods, Inc., GCG has been designated to act as the Claims Administrator for the MFI Settlement. Previously, GCG has acted as the Claims Administrator for the DPP settlements with Sparboe Farms, Inc.; Moark, LLC; Norco Ranch, Inc.; Land O' Lakes, Inc.; Cal-Maine Foods, Inc.; Midwest; NFC; UEP/USEM; NuCal; and Hillandale.

12. The “Settlement Class” or “Class Member” in the MFI Settlement are defined as follows:

All individuals and entities that purchased shell eggs from caged birds in the United States directly from Defendants during the Class Period from September 24, 2004 through December 31, 2008.

Excluded from the Class are the Defendants, their co-conspirators, and their respective parents, subsidiaries and affiliates, as well as any government entities. Also excluded from the Class are purchasers 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 producer breeder stock or growing stock for laying hens or meat.

13. The Notice Program is designed to reach potential Litigation and MFI Settlement Class Members, as well as the members of the broader classes in the Previously Approved Settlements, through direct mail notice, various publications, online banner advertising, a national press release, the update of the Settlement website (where Class Members can obtain the Long-Form Notice, information about the Litigation Class, the MFI Settlement, and the claims process for the Previously Approved Settlements and the MFI Settlement, as well as important Court documents, and the update of a toll-free telephone line (where Class Members can obtain basic information about the MFI Settlement and the Previously Approved Settlements, and can request that a notice be mailed to them, or seek other assistance).

14. Specifically, the Notice Program includes the following components:

- Direct mail to potential Class Members provided by Defendants or otherwise obtained by GCG through prior claims’ administration;
- Publication of short-form notice (“Summary Notice”) in *The Wall Street Journal*;
- Publication of Summary Notice in industry related trade publications: *Restaurant Business, Convenience Store News, Nation's Restaurant News, FoodService Director, Progressive Grocer, Supermarket News, Egg Industry Magazine, Bake, Food Processing, and PetFood Industry*;
- Online banner advertising on highly trafficked general business news and trade websites;
- Online banner advertising in industry related e-newsletters;
- Key search word advertising through Google.com, Bing.com, and/or Yahoo.com;
- A neutral press release in English over PR Newswire’s US1 newswire and in Spanish over PR Newswire’s National Hispanic Newswire within the United States, with additional distribution across PR Newswire’s Restaurant and Food Industry microlist;

- An informational website ([www.EggProductsSettlement.com](http://www.EggProductsSettlement.com)), on which the notice, Settlement Agreement, and other important Court documents are posted; and
- A toll-free information line, 1-866-881-8306, that Class Members can call 24/7 for more information, and request a copy of the Court-approved Long-Form Notice and the Claim Form, among other things.

### **Direct Notice – Mail**

15. The direct mail to potential Class Members will use previously-supplied Defendant customer records. In 2010, prior to implementing notice relating to the Moark Settlement and the Sparboe Settlement, GCG received approximately 13,901 electronic records from egg producer Defendants. In March and April 2014, GCG received 8,413 supplemental customer records from various Defendants in connection with the Cal-Maine Foods settlement. And in August, September, and October 2014, GCG received 723 supplemental records from various Defendants in connection with the UEP/USEM, NFC, and Midwest settlements. In January 2015, GCG received electronic data files from various Defendants that contained 254 supplemental electronic records in connection with the Hillandale and NuCal settlements.

16. Throughout the administration of the various settlements of the *In re Processed Egg Products Antitrust Litigation*, GCG has updated customer records received from egg producer Defendants using the National Change of Address Database, address updates provided by the United States Postal Service through forwarding address information, address updates provided by Class Members via administrative mail, and address and name change information provided through Claim Form submissions. In addition to the address updates and changes, GCG has consolidated records through exact name and address de-duplication. As of the date of this declaration, collectively, over 67,000 long-form notices have been mailed related to this action.

17. GCG plans on mailing the Long-Form Notice to all potential Class Member records collected in conjunction with prior settlements, as described above, which will include



all Defendants' customer records received for the various Settlement Class Periods covering January 1, 2000 through December 19, 2014. In addition, GCG will mail the Long-Form Notice to any potentially-eligible entities that previously submitted a claim form, whether or not they were identified as a customer by Defendants. A copy of the proposed Long-Form Notice is attached hereto as Exhibit C.

18. GCG has recommended to DPP Class Counsel that, to avoid and reduce the confusion and error rate of Class Members' submissions, a combined claim form be sent with the proposed Long-Form Notice. The combined claim form would correspond with the information provided on the attached Long-Form Notice and afford potential Class Members a means to submit, for consideration, purchases of eligible products in the MFI, UEP/USEM, NFC, Midwest, NuCal, and Hillandale settlements. A copy of the proposed combined claim form is attached hereto as Exhibit D.

**Print Publication Notice**

19. GCG will publish the Summary Notice in one-eighth of one page in *The Wall Street Journal*, a national publication which has an average daily circulation of 1.18 million.

20. GCG will also publish the Summary Notice in *Restaurant Business*, *Convenience Store News*, *Nation's Restaurant News*, *FoodService Director*, *Progressive Grocer*, *Supermarket News*, *Egg Industry Magazine*, *Bake*, *Food Processing*, and *PetFood Industry* in the ad sizes noted below. These titles have a combined circulation of 447,171.

<b>PRINT PUBLICATION</b>				
<b>Print</b>	<b>Circulation</b>	<b>Insertions</b>	<b>Frequency</b>	<b>Unit Size</b>
<i>Wall Street Journal</i>	1,180,498	1	Daily	1/8 Page
<i>Restaurant Business</i>	80,100	1	Monthly	1/2 Page
<i>Convenience Store News</i>	95,488	1	Monthly	1/2 Page
<i>Nation's Restaurant News</i>	60,520	1	18x/yr.	1/3 Page
<i>FoodService Director</i>	45,134	1	Monthly	1/2 Page
<i>Progressive Grocer</i>	37,397	1	Monthly	1/2 Page
<i>Supermarket News</i>	28,725	1	Monthly	1/3 Page
<i>Egg Industry Magazine</i>	2,024	1	Monthly	1/2 Page
<i>Bake</i>	16,783	1	Monthly	1/2 Page
<i>Food Processing</i>	70,000	1	Monthly	1/2 Page
<i>PetFood Industry</i>	11,000	1	Monthly	1/2 Page
<b>Total Circulation:</b>	<b>1,627,669</b>			

21. A sample of the print Summary Notice is attached hereto as Exhibit E.

#### **Paid Banner Advertisements**

22. Internet advertising has become a standard component in legal notice programs. The Internet has proven to be an efficient and cost-effective method to target persons covered by a settlement. We propose notifying potential Litigation and Settlement Class Members by running banner ads in e-newsletters and on select websites that Class Members likely visit regularly. Banner advertisements are image-based graphic displays that are used in legal noticing to notify people of a settlement relevant to them. The text of the banner advertisement will allow users to self-identify themselves as potential Class Members and directly link them to the settlement website for more information, including the Long-Form Notices. These ads will appear on the trade websites [www.hotelfandb.com](http://www.hotelfandb.com), [www.bakingbusiness.com](http://www.bakingbusiness.com), and [www.foodprocessing.com](http://www.foodprocessing.com). In addition the ads will appear on national general business websites through *The Wall Street Journal Digital Network*, which includes [www.wsj.com](http://www.wsj.com), [www.barrons.com](http://www.barrons.com), and [www.marketwatch.com](http://www.marketwatch.com), for a period of four weeks.

23. A list of the websites included in the Notice Plan is shown below.

<b><u>Trade and Consumer Websites</u></b>			
<b>Site</b>	<b>URL</b>	<b>Duration</b>	<b>Unit Size</b>
Hotel F&B	www.hotelfandb.com	4 weeks	728 x 90
Baking Business	www.bakingbusiness.com	4 weeks	300 x 250
Food Processing	www.foodprocessing.com	4 weeks	300 x 250
<i>The Wall Street Journal Digital Network</i>	<a href="http://www.wsj.com">www.wsj.com</a> ; <a href="http://www.barrons.com">www.barrons.com</a> ; <a href="http://www.marketwatch.com">www.marketwatch.com</a>	4 weeks	TBD

24. Finally, banner ads will also appear in various industry e-newsletters over a period of four weeks, including *Restaurant Business Weekly Recap*, *Nation's Restaurant News's NRN A.M.*, *FoodService Director Updates*, *Today in Food Manufacturing*, *SN Daily (Supermarket News)*, *Stores Weekly*, and *Watt Poultry Update*. These e-newsletters have a combined circulation of 386,854.

25. A list of the e-newsletters included in the Notice Plan is shown below, along with the frequency of the insertion and the size of the banner ad that will be run.

<b><u>Trade E-Newsletters</u></b>			
<b>Publication</b>	<b>Circulation</b>	<b>Insertions</b>	<b>Ad Size</b>
<i>Restaurant Business Weekly Recap</i>	106,000	1	728 x 90
<i>Nation's Restaurant News's NRN A.M.</i>	82,000	1	300 x 250
<i>FoodService Director Update</i>	36,750	1	728 x 90
<i>Today in Food Manufacturing</i>	26,104	1	custom
<i>SN Daily (Supermarket News)</i>	42,000	1	300 x 250
<i>Stores Weekly</i>	69,000	2	custom
<i>Watt Poultry Update</i>	25,000	1	470 x 56

26. Samples of the banner advertisements are attached hereto as Exhibit F.

### **Paid Search Advertising**

27. To complement the proposed banner advertisements and further increase the effectiveness of the internet campaign, GCG will utilize search advertising through Google.com, Bing.com and/or Yahoo.com. Key search words will be determined by GCG together with DPP Class Counsel. When a user types the key search words into the search field, the text ad will have the opportunity to appear on a rotating basis with other advertising campaigns as a Sponsored Ad. Search and display advertising will run for four weeks.

### **Press Release**

28. In addition, a Press Release of up to 700 words will be distributed over PR Newswire's US1 and National Hispanic Newslines. The US1 release will be issued broadly to more than 15,000 media outlets, including newspapers, magazines, national wire services, television, radio and online media in all 50 states. The Hispanic newswire reaches over 7,000 U.S. Hispanic media contacts including online placement of approximately 100 Hispanic websites nationally. Additionally, the release will be distributed across the Restaurant and Food Industry microlist.

### **Settlement Website and Toll-Free Telephone Hotline**

29. The Notice Program also provides for an update to the previously-established website and a toll-free phone number dedicated to the direct purchaser actions in the *In re Processed Egg Products Antitrust Litigation* with a MFI Settlement-specific webpage and information, and with updated FAQs for the Previously Approved Settlements with respect to the claims process for those settlements that is now available. GCG has previously established and continues to maintain a website at [www.EggProductsSettlement.com](http://www.EggProductsSettlement.com) to provide Class Members with information such as relevant Court documents, the long-form notice, the claim form, any

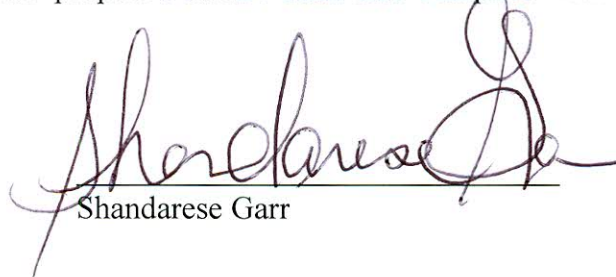
Settlement updates, and answers to “Frequently Asked Questions.” GCG has also established and staffs a toll-free information hotline, 1-866-881-8306, to respond to any Class Members’ questions and document requests. The toll-free hotline is accessible 24 hours per day, seven days per week; if called during business hours, Class Members will have the option to speak directly to a live representative or leave a message to have a representative return call.

30. GCG will handle any other administrative duties as directed by the Court, including claims administration and distribution of funds to eligible Class Members.

**CONCLUSION**

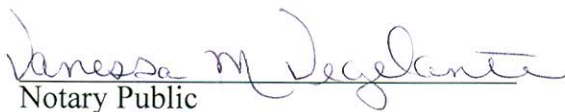
31. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

32. This method of focused notice dissemination is a reasonable and targeted approach to provide effective notice in this case. This is, in my opinion, the best notice practicable under the circumstances, including individual notice to all members of the class who can be identified through reasonable effort. The proposed Notice Plan also complies with the plain language requirement of Rule 23.



Shandarese Garr

Sworn to before me this  
16th day of February, 2017



Vanessa M. Vigilante  
Notary Public

VANESSA M VIGILANTE  
Notary Public, State of New York  
No. 01VI6143817  
Qualified in Nassau County  
Commission Expires April 17, 2018

# Exhibit A



# Shandarese Garr

## Senior Vice President, Communications

Shandarese Garr oversees GCG's Notice & Media Team which comprises notice, advertising and media experts with more than 60 years of advertising experience who have developed some of the most successful, complex, and high-profile notice campaigns in history while utilizing the most current methods and technology for locating and reaching class members. Based on her more than 25 years of experience in key Operations roles at GCG in which she gained in-depth knowledge of the evolution of the Federal Rules of Civil Procedure, particularly rules regarding notice, Ms. Garr leads a team that combines proven media industry expertise and operations experience with class member communications and management to provide a thorough, tailored, and efficient notice program.

Ms. Garr has led the administration of hundreds of class action settlement, including more than 150 securities class action settlements. She has orchestrated all aspects of massive administrations such as the \$1.1 billion *In Re Royal Ahold Securities and ERISA Litigation*, in which GCG mailed over 25 million notices translated into 16 languages to potential claimants in 105 countries. For the \$2.4 billion Nortel Networks Corp. Securities litigations, she oversaw the execution of a notice program involving mailed notice to over 2.3 million class members in the United States, Canada and around the globe. Some of the other large and wide-reaching programs she has handled include *Global Crossings*, *WorldCom*, *Lucent*, *Enron*, *DaimlerChrysler*, *Oxford Health Plans*, and *Dollar General*.

In addition to leading GCG's Notice Team, Ms. Garr is responsible for executing GCG's diversity and inclusion vision by creating and launching company-wide programs and initiatives that focus on innovation, performance, and business growth. She is a long-standing member of the National Association of Securities and Commercial Law Attorneys (NASCAT), the American Management Association (AMA), The International Women's Leadership Association, DiversityInc, and the Society for Human Resource Management (SHRM). She is also a former board member of MFY Legal Services. Ms. Garr has been featured in *Inspirational Woman Magazine* and in a CNN article, *StreetInsider.com*, *prweb*, *Wn.com*, *Noodles*, as well as in *Black Enterprise magazine's* "On the Move" column, and *Crawford & Company's Currents "Associate Spotlight"* column.

### Trade Organizations:

American Management Association (AMA)  
DiversityInc  
MFY Legal, Member  
National Association of Securities and Commercial Law Attorneys (NASCAT), Former Administrator  
National Association of Women Lawyers (NAWL)  
Society for Human Resource Management (SHRM)  
The International Women's Leadership Association

### Speaking Engagements:

GCG Diversity & Inclusion VP Promotes Mentoring, Shandarese Garr Delivers Keynote Speech at N. CT. Black Nurses Association's Scholarship Luncheon, October 5, 2015

### In the News:

"Legal Notice and Social Media: How to Win the Internet," *National Law Journal*, August 2016  
"GCG Promotes Diversity and Inclusion in the Workplace, Legal Administration Provider Sets the Bar for Employee Diversity, Inclusion and Mentoring Programs," June 15, 2015  
"Shandarese Garr: Mentoring for Success", March/April 2015 issue of *Inspirational Woman Magazine*, March 23, 2015  
"GCG Taps Industry Veteran to Lead Diversity and Inclusion Initiatives: Legal Administrator Affirms Commitment to Diversity and Inclusion," November 20, 2014  
"GCG's Executives featured on CNN.com: What changes with women in the boardroom?" October 23, 2013

## CONTACT

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1985 Marcus Ave.  
Lake Success, NY 11042

shandarese.garr@  
gardencitygroup.com

# Exhibit B



# Brandon Schwartz

## Director, Notice & Media

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### CONTACT

P : 206-753-0582

1531 Utah Ave. S., Ste 600  
Seattle, WA 98134

brandon.schwartz@  
gardencitygroup.com

With more than 15 years of marketing, advertising, and media experience, Brandon Schwartz develops noticing solutions for all aspects of class action settlements. Mr. Schwartz joined GCG in February 2015, bringing his hands-on experience in the design of local, regional, national and global notice plans. He has in-depth knowledge of generating media, conducting demographic research, designing media plans, developing and buying media, and creating commercial/video productions, and keeps GCG up to date on current developments and best practices to consider for social media outreach through platforms such as Twitter and Facebook. He also has particular antitrust case experience which includes the *In re Ductile Iron Pipe Fittings Direct and Indirect Purchaser Antitrust litigations*, and *In re Pool Products Distribution Market Antitrust Litigation*.

Mr. Schwartz has designed and implemented ad campaigns for more than 100 high-profile cases in addition to the hundreds of cases he's managed over the course of his career. Prior to joining GCG, Mr. Schwartz spent over four years as the Media Manager for a large claims administrator where he designed a multi-million dollar media campaign for *In re: Oil Spill by the Rig Deepwater Horizon in the Gulf of Mexico*. He also gained significant experience developing international notice campaigns for *In re Parmalat Securities Litigation*, the *Indian Residential Schools Settlement*, and the *Royal Dutch Shell Non-United States Residents Securities Class Action Settlement*. For the *Countrywide Data Security Breach Litigation*, he created a how-to video about claims filing that was translated into Spanish and deemed "ground breaking" by the judge handling the case. Earlier in his career he spent almost two years consulting with clients on the West Coast developing solutions for all aspects of class action settlements, from legal noticing to disbursement.

#### Education:

University of Illinois at Chicago, B.S., Marketing and Management

#### Landmark Cases:

*In re The Flintkote Company and Flintkote Mines Limited*

*In re Ductile Iron Pipe Fittings ("DIPF") Direct Purchaser Antitrust Litigation*

*In re Ductile Iron Pipe Fittings ("DIPF") InDirect Purchaser Antitrust Litigation*

*In re Polyurethane Foam Antitrust Litigation*

*In re Pool Products Distribution Market Antitrust Litigation*

*Corona v. Sony Pictures Entertainment, Inc.*

*State of Oregon, ex rel Ellen F. Rosenblum v. AU Optronics Corp. et al*

#### In the News:

"Legal Notice and Social Media: How to Win the Internet," *National Law Journal*, August 1, 2016



# Maggie Ivey

## Media Supervisor

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Maggie Ivey designs and implements some of the largest and highest profile regional, national and international consumer legal notification programs. Over more than 12 years with GCG, she has used her extensive knowledge of syndicated research touted by the industry to develop defensible opinion-based notice plans effective at reaching class members both nationwide and around the globe. Her experience includes consumer fraud, antitrust, telecommunication, securities, banking, insurance, and bankruptcies. Examples of notice programs that Ms. Ivey has worked on include *Stefanyshyn v. Consolidated Industries*, *Blue Rhino In re: Pre-Filled Propane Tank* and *Benjamin Careathers v. Red Bull Class Action*.

Ms. Ivey has been instrumental in incorporating new media and social media into court-approved notice programs. Specifically, she was one of the first media planners to incorporate mobile advertising into legal notice programs. Prior to joining GCG, Ms. Ivey was a media planner with a large advertising agency outside of Washington, D.C. There, she planned and implemented traditional and online media buys for national and regional clients such as Choice Hotels International, PNC Bank, Sallie Mae, CORT Furniture, Children's National Medical Center and Colonial Williamsburg, among others. She assisted in allocating budgets for billing of over \$25 million in advertising.

### Education:

James Madison University, B.B.A., Marketing/Advertising, *magna cum laude*

### Landmark Cases:

*Federal-Mogul Global, Inc.*

*Gemelas v. The Dannon Company, Inc.*

*In re: Air Cargo Shipping Services Antitrust Litigation*

*In re: Reebok Easytone Litigation*

*In re: Specialty Products Holding Corp., et al.*

### In the News:

**Co-author, Legal Notice: R U ready 2 adapt?** BNA Class Action Litigation Report, Vol 10, No. 14, 7/24/2009, pp. 702-703

## CONTACT

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maggie.ivey@  
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## CONTACT

P : 503-906-5307

katie.sparks@  
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# Katie Sparks

## Media Buyer

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With over seven years of experience in creating legal notice media plans, Katie Sparks designs and implements effective notice campaigns tailored to the audience, language requirements and geographical needs of each case. She takes into account effective noticing criteria and draws upon her background in editing and publishing. Ms. Sparks has particular expertise developing noticing solutions for securities and bankruptcy administrations, and has worked on many of GCG's large mortgage-backed securities cases, as well as the *In re Air Cargo Shipping Services Antitrust Litigation*, and the *AMR Corporation, et al. (American Airlines)* and *Motors Liquidation Company, et al. (fka General Motors Corp., et al.)* bankruptcies. She also helped design and implement the notice plan for the Gulf Coast Claims Facility. When working on consumer cases, she uses reach and frequency analysis to determine the most effective media outreach strategy.

In a case such as the *JP Morgan RMBS Settlement – Article 77* Ms. Sparks' excellent project management skills are essential to her ability manage the many moving parts related to noticing, including publication occurring in 12 countries and 20 languages. Ms. Sparks sees the project through from start to finish, analyzing the target demographic, researching media vehicles, and putting together the proposal and timeline. She designs ads and works with translators, media representatives, and other vendors. Ms. Sparks also handles earned media in the form of public relations and monitoring the press related to GCG's media plans.

### **Education:**

Gonzaga University, B. A., Journalism and Psychology

### **Landmark Cases:**

*Air Cargo Shipping Services Antitrust Litigation*

*The Bank of New York Mellon Settlement*

*Citigroup Inc. RMBS Settlement -Article 77 Proceeding*

*Gulf Coast Claims Facility*

*JP Morgan RMBS Settlement-Article 77 Proceeding*

## CONTACT

P : 503-906-5305

tammy.ollivier@  
gardencitygroup.com

# Tammy Ollivier

## Senior Project Manager

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With more than 17 years providing legal notice solutions for class action and bankruptcy matters, Tammy Ollivier has managed a portfolio of complex media campaigns with more than \$10 million in combined total gross media billings. Ms. Ollivier develops and implements GCG's complex and high-profile legal notice advertising campaigns, including for mega-sized class action settlements such as the *Deepwater Horizon Settlement and In re Air Cargo Shipping Services Antitrust Litigation*, as well as bankruptcy notice programs for *AMR Corporation, et al. (American Airlines)* and *Motors Liquidation Company, et al. (fka General Motors Corp., et al.)*. Her responsibilities include researching target audiences, designing notice plans, formatting advertising copy, negotiating media rates, placing notices, and training internal media team members.

For the *Gulf Coast Claims Facility*, Ms. Ollivier managed a massive outreach effort after analyzing nationally syndicated media research to determine the demographics, psychographics and geographical distribution of the target population. The notice campaign included advertisements in 275 newspapers throughout the affected region, with more than 500 insertions, internet notice via more than 40 local newspaper, television and radio websites, media relations, and distribution of notice posters to approximately 5,000 local establishments in the affected area. For *Air Cargo Shipping Services Antitrust Litigation*, she directed an international notice program with publication in local newspapers in 68 countries, global newspapers and industry trade publications with more than 350 insertions, including notice translation in 36 languages, internet notice, third-party outreach to trade organizations and dissemination of a global press release.

### **Education:**

University of Oregon, B.S., Management and Marketing

### **Landmark Cases:**

*Air Cargo Shipping Services Antitrust Litigation*

*AMR Corporation, et al. (American Airlines)*

*Gulf Coast Claims Facility*

*Motors Liquidation Company, et al. (f/k/a General Motors Corporation, et al.)*

*Polyurethane Foam Antitrust Litigation*

*Specialty Products Holding Corp., et al.*

# Onaje Lombard

## Media Coordinator

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Onaje Lombard joined GCG's Notice & Media Team in Seattle in late 2015. He is responsible for assisting in the development of notice solutions with a focus in media outreach, research, and rate negotiation. Most recently, Mr. Lombard played a role on the *In re Ductile Iron Pipe Fittings Direct and Indirect Purchaser Antitrust Litigation* cases where he drafted and edited notice summaries, negotiated the purchase of advertising space, and distributed digital media monitoring reports, ensuring ad placement and billing accuracy.

Prior to joining GCG Media, Mr. Lombard worked in GCG's Louisiana facility handling claims and quality assurance aspects of the *Deepwater Horizon Settlement*. Earlier in his career Mr. Lombard gained extensive experience as an advertising and public relations account executive at GMC + Company Advertising, where he coordinated the development of marketing initiatives to create brand awareness, and managed the production of creative materials for multiple platform national media campaigns covering radio, television, digital and print, including placements in *USA Today*, *Uptown Magazine*, and *Time Inc.* publications.

### CONTACT

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onaje.lombard@  
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#### Education:

Clark Atlanta University, BA, Communications  
University of New Orleans, Marketing

#### Landmark Cases:

*Deepwater Horizon Settlement*  
*In re Ductile Iron Pipe Fittings ("DIPF") Direct Purchaser Antitrust Litigation*  
*In re Ductile Iron Pipe Fittings ("DIPF") Indirect Purchaser Antitrust Litigation*  
*State of Oregon, ex rel Ellen F. Rosenblum v. AU Optronics Corp. et al*

# Exhibit C

**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; the deadline to exclude yourself from the Litigation Class; and scheduling a trial to start on \_\_\_\_.
- 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 and Hillandale Settlement Classes	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 enhance,” 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.

## 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 ___, 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 ___, 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 ___, 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.	___, 2017. This date is subject to change without further notice. Please check the settlement website for updates, <a href="http://www.eggproductssettlement.com">www.eggproductssettlement.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, ___, 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 ___, 2017.



**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, ____, 2017).	Postmarked or pre-paid delivery service of claim form by ____, 2017.

**WHAT THIS NOTICE CONTAINS**

**Basic Information**

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. 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**

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**

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**

**Claim Form**

<b>BASIC INFORMATION</b>
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### **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”).

### **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

<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.

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 \_\_\_\_\_ 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> \_\_\_\_\_ 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).

<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.

**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. 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?**

The trial is scheduled for \_\_\_\_\_ at \_\_\_\_\_, in the U.S. District Court for the Eastern District of Pennsylvania, 601 Market Street, Philadelphia, Pennsylvania 19106. The trial date is subject to change without further notice, and you should consult the settlement website, [www.eggproductsettlement.com](http://www.eggproductsettlement.com), for updates. 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.

OR (choose one at time of printing)

A trial date has not yet been scheduled. You should consult the settlement website, [www.eggproductsettlement.com](http://www.eggproductsettlement.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 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.eggproductsettlement.com](http://www.eggproductsettlement.com).

On \_\_\_\_\_, 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, \_\_\_\_\_, 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 a 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> \_\_\_\_\_ 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**.

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<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.

**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 \_\_\_\_\_, to each of the following:

<p><b>THE COURT</b>                  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</p>	<p><b>FOR THE PLAINTIFFS</b>                  Mindee J. Reuben                  LITE DEPALMA GREENBERG LLC                  1835 Walnut Street, Suite 2700                  Philadelphia, PA 19103</p>	<p><b>FOR DEFENDANT MFI</b>                  Carrie C. Mahan                  WEIL, GOTSCHAL &amp; MANGES                  LLP                  1300 Eye Street NW                  Washington, D.C. 20005</p>
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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.

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 \_\_\_\_\_ on \_\_\_\_\_ at the following address:

United States District Court  
 James A. Byrne Federal Courthouse  
 601 Market Street  
 Room \_\_\_\_  
 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.eggproductssettlement.com](http://www.eggproductssettlement.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) and/or from January 1, 2000 through December 19, 2014 (NuCal and Hillandale Settlements).<sup>4</sup>

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, \_\_\_\_\_, 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

<sup>4</sup> The NFC, Midwest, and UEP/USEM Settlements cover purchases made from January 1, 2000 through July 30, 2014; the NuCal and Hillandale Settlements cover purchases made from January 1, 2000 through December 19, 2014.



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: \_\_\_\_\_, 2017

**The Honorable Gene E. K. Pratter**

# Exhibit D

**MUST BE  
POSTMARKED  
ON OR BEFORE  
[XXXXX XX, 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**

### **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, [XXXXX XX, 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.

### **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>

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<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.

- “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.
- 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 and Hillandale-Gettysburg, 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 enhance,” 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.

<p><b>REMINDER:</b> If you submit any portion of this Claim Form, please make sure to complete the Certification in Section VI.</p>
---

**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**

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>DEFENDANT</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 December 31, 2004		

QUESTIONS? VISIT [WWW.EGGPRODUCTSSETTLEMENT.COM](http://WWW.EGGPRODUCTSSETTLEMENT.COM) OR CALL TOLL-FREE 1 (866) 881-8306

DEFENDANT	YEAR	SHELL EGG QUANTITY	TOTAL COST
NuCal	2005 – 2008		
Hillandale-Gettysburg, L.P.	September 24, 2004 to December 31, 2004		
Hillandale-Gettysburg, L.P.	2005 – 2008		
Hillandale Farms of Pa., Inc.	September 24, 2004 to December 31, 2004		
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.

QUESTIONS? VISIT [WWW.EGGPRODUCTSSETTLEMENT.COM](http://WWW.EGGPRODUCTSSETTLEMENT.COM) OR CALL TOLL-FREE 1 (866) 881-8306

**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.

QUESTIONS? VISIT [WWW.EGGPRODUCTSSETTLEMENT.COM](http://WWW.EGGPRODUCTSSETTLEMENT.COM) OR CALL TOLL-FREE 1 (866) 881-8306



<b>SECTION V: MIDWEST, NFC, UEP/USEM, NUCAL, AND HILLANDALE SETTLEMENTS - SHELL EGG AND EGG PRODUCT PURCHASES</b>
---

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, and 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 two parts:** (a) from January 1, 2014 through July 30, 2014, and (b) from July 31, 2014 through December 2014.
- Example:

PRODUCER / DEFENDANT:	PERIOD*	SHELL EGG QUANTITY	EGG PRODUCT QUANTITY	TOTAL COST
NuCal	01/01/2013-12/31/2013		700 dozen	\$-----
NuCal	01/01/2014-07/30/2014	700 dozen		\$-----
NuCal	07/31/2014-12/31/2014	800 dozen		\$-----

- 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.

PRODUCER / DEFENDANT:	PERIOD (EACH YEAR MUST BE LISTED SEPARATELY)*	SHELL EGG QUANTITY	EGG PRODUCT QUANTITY	TOTAL COST

\* FOR 2014, PLEASE SEPARATELY INDICATE PURCHASES AS JANUARY 1, 2014–JULY 30, 2014 AND JULY 31, 2014–DECEMBER 19, 2014

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 Producer.

**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, [XXXXXX XX, 2017], and mailed to:

*In re Processed Egg Products Antitrust Litigation*  
 c/o GCG  
 P.O. Box 9476  
 Dublin, OH 43017-4576

# Exhibit E

Legal Notice

- **IF YOU PURCHASED SHELL EGGS FROM 9/24/2004 -12/31/2008 IN THE U.S. 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 [DATE].

**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 [DATE].

**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 [DATE].

**Who represents you?**

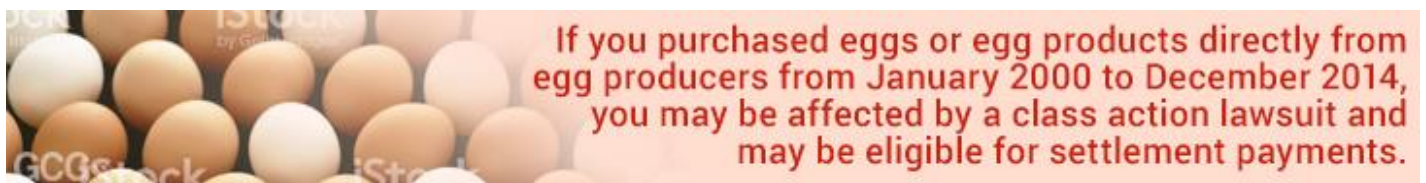
The Court appointed Stanley Bernstein (Bernstein Liebhard LLP); Michael Hausfeld (Hausfeld LLP); Mindee Reuben (Lite DePalma Greenberg, LLC), and Stephen Susman (Susman Godfrey LLP) as Class Counsel. You do not have to pay them to participate. You may hire your own attorney at your expense.

**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 [DATE] 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.

# Exhibit F



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 :  
: \_\_\_\_\_ :

**CERTIFICATE OF SERVICE**

I hereby certify that true and correct copies of Direct Purchaser Plaintiffs' Motion for Approval of a Combined Notice Plan for (A) Certification of a Shell Egg Litigation Class; (B) the Proposed 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., and National Food Corporation.

**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***

Date: February 16, 2017

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***

BY: /s/ Mindee J. Reuben  
Mindee J. Reuben