

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

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

ALLOCATION ORDER

WHEREAS, this Court granted final approval of the settlement agreement between Direct Purchaser Class Plaintiffs and Michael Foods, Inc. (“MFI”) (the “MFI Settlement Agreement” or “Agreement”), finding the Agreement to be “fair, reasonable and adequate” pursuant to Fed. R. Civ P. 23(e) (Doc. No. 1572);

WHEREAS, the Court defined the following Settlement Class:

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 produce breeder stock or growing stock for laying hens or meat.

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

WHEREAS, the Direct Purchaser Class Plaintiffs have a made a motion for allocation of the MFI Net Settlement Proceeds (Doc. No. 2132);

IT IS ORDERED AS FOLLOWS:

1. The motion for allocation (Doc. No. 2132) is **GRANTED**.
2. The proposed allocation of the Settlement Fund is adjudged to be fair, reasonable, and adequate and in the best interests of Direct Purchaser Plaintiffs and the Settlement Class.
3. The Court finds that the Notice and the Notice Plan constituted the best notice practicable under the circumstances and constituted valid, due, and sufficient notice to all persons entitled thereto.
4. The Court directs the Claims Administrator, Epiq Class Action & Claims Solutions, Inc. (“Epiq”), to allocate the Net Settlement Fund, after adjustment for any expenses authorized under the Settlement Agreement and as approved by the Court, including to the Claims Administrator and for taxes, any adjustment for the payment of attorneys’ fees and expenses previously authorized by the Court (Doc. Nos. 1481, 1570), and any adjustment for interest accrued on the Settlement Fund, among Authorized Claimants.
5. Epiq is directed to make payments from the Net Settlement Fund to Authorized Claimants as follows: Each Authorized Claimant who files a valid, sworn, and timely Claim Form and who submits documents that the Claims Administrator determines are valid proof of purchase and purchase price shall be entitled to a payment from the Individual Settlement Fund(s) for which they are eligible in the amount of approximately 0.95% of their actual purchase price of shell eggs, or a total sum of \$25.00, whichever is greater.
6. Valid proof of purchase may include but is not limited to receipts, cancelled checks, credit card statements, or other records that show the Authorized Claimant purchased shell eggs as defined in the MFI Settlement Agreement (“Shell Eggs”), from whom the Authorized Claimant purchased Shell Eggs, and when the Authorized Claimant purchased the Shell Eggs.

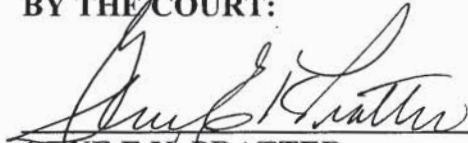
7. Any funds remaining in the Net Settlement Fund after these payments are made are “Excess Amounts.” If there are Excess Amounts, then the payments to the MFI Authorized Claimants will be increased by an equal percentage until the Net Settlement Funds are exhausted.

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

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

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

BY THE COURT:



GENE E.K. PRATTER
UNITED STATES DISTRICT JUDGE

Date:

