

**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 :

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

Pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, and the Court’s Order of February 28, 2014 (ECF 908), the Direct Purchaser Plaintiff class representatives (“Plaintiffs”) through Bernstein Liebhard LLP, Hausfeld LLP, Susman Godfrey LLP, and Weinstein Kitchenoff & Asher LLC (“Interim Co-Lead Counsel”), respectfully move this Court for an award of attorneys’ fees and reimbursement of expenses from the settlement with Cal-Maine Foods, Inc. This Motion is based on Plaintiffs’ supporting memoranda and exhibits, submitted herewith. A proposed form of Order is attached.

Dated: June 20, 2014

Respectfully submitted,

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

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I. INTRODUCTION

Pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, the Direct Purchaser Plaintiff class representatives (“Plaintiffs”), through Bernstein Liebhard LLP, Hausfeld LLP, Susman Godfrey LLP, and Weinstein Kitchenoff & Asher LLC (“Interim Co-Lead Counsel”), respectfully move for an award of attorneys’ fees and reimbursement of litigation expenses from the settlement with the defendant Cal-Maine Foods, Inc. (“Cal-Maine Settlement”).

Plaintiffs are direct purchasers of shell eggs and egg products in the United States, and bring this action on their own behalf and on behalf of a class of similarly situated entities (the “Class”).¹ Plaintiffs assert that Defendants, including Cal-Maine, violated Section 1 of the Sherman Act, 15 U.S.C. § 1, by engaging in an unlawful combination and conspiracy to fix, raise, maintain, and/or stabilize prices for egg products in the United States. Plaintiffs allege that this conduct caused direct purchasers to suffer damages in the form of overcharges for their egg and egg product purchases.

The successes achieved to date in this litigation are the product of the initiative, investigation and hard work of skilled counsel over the course of nearly six years. The Cal-Maine Settlement is the second settlement to confer a substantial monetary benefit on Class members (in addition to cooperation), and the third of six settlements achieved by Plaintiffs to date.²

The Cal-Maine Settlement provides, *inter alia*, for a payment of \$28 million to the Class. This amount has been deposited into escrow, where it is earning interest. The Court granted

¹ The Class is more fully defined in Plaintiffs’ Motion for Class Certification (ECF 978-79).

² The Court previously approved Plaintiffs’ settlements with defendants Sparboe Farms, Inc. (“Sparboe”) and Moark, LLC, Norco Ranch, Inc., and Land O’ Lakes, Inc. (“Moark”). (ECF 698 (Sparboe) and 700 (Moark)). Plaintiffs have recently moved for preliminary approval of settlements with defendants National Food Corp. and Midwest Poultry (ECF 952), as well as defendants United Egg Producers and United States Egg Marketers (ECF 997).

preliminary approval of the Cal-Maine Settlement on February 28, 2014 (ECF 908), at which time the Court granted Plaintiffs leave to file this Motion for an Award of Attorneys' Fees and for Reimbursement of Litigation Expenses.

In light of the substantial benefits conferred on members of the proposed Class through the diligent work of counsel, Plaintiffs and Plaintiffs' Counsel respectfully request an award from the Cal-Maine Settlement fund of a reasonable attorneys' fee in the amount of 30% of the fund for work undertaken between March 2011 and February 2014 (the "Covered Period"), as well as reimbursement of non-taxable litigation expenses in the amount of \$1,066,101.83.

II. BACKGROUND

A. Facts and Procedural History

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

On January 30, 2009, Plaintiffs filed their first consolidated amended complaint ("CAC") detailing these allegations. (ECF 41). Plaintiffs then entered into a settlement agreement with defendant Sparboe Farms, pursuant to which Plaintiffs uncovered additional detail about the egg industry, the alleged conspiracy, and the specific actions taken by the remaining Defendants in furtherance of this conspiracy. Plaintiffs included these details in a second consolidated amended complaint ("2CAC"), filed on December 14, 2009. (ECF 221).

In February 2010, nine Defendants filed individual motions to dismiss the 2CAC, challenging the sufficiency of the allegations in the 2CAC as to their individual participation in the conspiracy. (*See, e.g.*, ECF 232-34, 236, 238-40). All remaining Defendants filed motions to dismiss the 2CAC to the extent its allegations were directed to egg products as opposed to shell eggs (ECF 235), and a motion to dismiss claims for damages incurred prior to September 22, 2004. (ECF 241). In March 2010, Plaintiffs filed their opposition to the motions to dismiss the 2CAC. (ECF 263-265).

In June 2010, Plaintiffs entered into a settlement agreement with the Moark Defendants, and moved the Court for preliminary approval of the Moark settlement in June 2010. (ECF 347, 349). The Court granted final approval of the Moark settlement in July 2012. (ECF 700).

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

Discovery began in earnest following the rulings on the motions to dismiss the 2CAC. Fact discovery commenced in April 2012, and, as detailed below, was an enormous undertaking. Depositions commenced in April 2013. On August 2, 2013, in the midst of heated discovery, Plaintiffs and Cal-Maine entered into this settlement agreement.

Plaintiffs’ Counsel’s depositions of non-settling Defendants continued until May 2014. Following the conclusion of fact discovery, Plaintiffs filed their Motion for Class Certification on May 30, 2014. (ECF 978).

B. Plaintiffs' Counsel Have Vigorously Prosecuted This Case

Plaintiffs' Counsel obtained the \$28 million Cal-Maine Settlement through diligent and thorough work. Examples of just some of their efforts during the Covered Period are highlighted below and discussed in the accompanying Declaration of Mindee J. Reuben ("Reuben Decl.").³

1. Discovery

Plaintiffs' Counsel devoted substantial resources during the Covered Period to all facets of discovery.

a. Document Discovery

Fact discovery commenced in April 2012, and Plaintiffs' Counsel promptly began negotiating with Defendants regarding Defendants' objections and responses to Plaintiffs' requests for production, as well as Plaintiffs' objections to Defendants' requests for production. These intense negotiations, which included both global and individual meet and confer sessions extending over many months, implicated such issues as the relevant time period for Defendants' production, Plaintiffs' production of "downstream" transactional data, terms and conditions of on-site document review, and the technical specifications for production of documents. *See* Reuben Decl. at ¶ 9.

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

³ Plaintiffs' Counsel have skillfully and aggressively litigated this matter from the outset, and will continue doing so through trial. The examples set forth in this Motion generally reflect work undertaken during the Covered Period from March 2011 through February 2014, unless otherwise noted. Additional detail regarding the work performed by Plaintiffs' Counsel on a firm-by-firm basis can be found in each firm's declaration filed in support of this Motion, which are attached to the Declaration of Jeremy S. Spiegel ("Spiegel Declaration"), filed herewith.

between Plaintiffs' Counsel and their clients to ensure thorough and responsive productions. *See* Reuben Decl. at ¶ 10.

Defendants produced documents during the second half of 2012. Included in the production were hard copy and electronic documents. With regard to the hard copy documents, which were offered for on-site review by Defendants, Plaintiffs' Counsel preliminarily reviewed thousands of boxes of documents at or near facilities belonging to defendants Rose Acre Farms, R.W. Sauder, and Ohio Fresh Eggs. Plaintiffs' Counsel, working closely with Indirect Purchaser Plaintiffs and Direct Action Plaintiffs, carefully catalogued the document boxes and made the threshold determination whether such boxes should be copied and scanned for upload to the Joint Document Depository. Defendants' document production, in its various forms, was completed in January 2013 (other than supplemental transactional data productions, which have continued). *See* Reuben Decl. at ¶ 11.

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

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

b. Deposition Discovery

Plaintiffs' Counsel commenced depositions of Defendants in April 2013. During the Covered Period, Plaintiffs' Counsel conducted critical depositions, including those of Gene Gregory and Al Pope from UEP, as well as Donald Bell. The importance of these particular depositions is underscored by their repeated citation in Plaintiffs' recently filed Motion for Class Certification. Other significant depositions taken during the Covered Period included witnesses from Defendants Daybreak Foods (William Rehm); Hillandale (Gary Bethel, Orland Bethel, and James Minkin); Michael Foods (Terry Baker and Tim Beebe); Midwest Poultry (Robert Krouse); Rose Acre (Ky Hendrix); and R.W. Sauder (Paul Sauder). *See* Reuben Decl. at ¶ 14.

In total, Plaintiffs' Counsel participated in fifteen depositions during the Covered Period (the bulk of the depositions occurred in March and April 2014, after the Covered Period). The testimony obtained through these depositions and review of the documents greatly enhanced Plaintiffs' knowledge of the alleged conspiracy and strengthened Plaintiffs' position in negotiating the Cal-Maine Settlement, as well as in preparing Plaintiffs' recently-filed Motion for Class Certification. *See* Reuben Decl. at ¶ 15. Without question, the discovery taken by Plaintiffs' Counsel has already paid dividends to the Class and likely will continue to do so as the litigation progresses.

c. Written Discovery

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

Plaintiffs' Counsel also answered interrogatories from Defendants seeking detailed information regarding Plaintiffs' egg purchases, and further supplemented their responses pursuant to a March 5, 2014 Order (ECF 799). The process of gathering complete answers and identifying

responsive business records pursuant to Rule 33(d), and in further supplementing their responses, was resource-intensive and required significant effort by Plaintiffs' Counsel and their clients. *See* Reuben Decl. at ¶ 17.

d. UEP Privilege Issues

Plaintiffs' Counsel continued their efforts to challenge UEP claims of privilege over key documents produced by settling Defendant Sparboe Farms. In May 2011, following UEP's withdrawal of numerous privilege claims, Plaintiffs' Counsel moved the Court to compel production of many of the documents remaining on UEP's Sparboe privilege log (ECF 511). After oral argument on Plaintiffs' motion to compel, Magistrate Judge Rice ordered the production of all of the documents sought by Plaintiffs. (ECF 586). This outcome, which was the product of months of diligent work on the part of Plaintiffs' Counsel, further strengthened Plaintiffs' position in this litigation as it provided Plaintiffs with powerful documents regarding the UEP Animal Care Certified Program. Reuben Decl. at ¶ 18.

2. Statement of Law

In October 2012, at the Court's request, Plaintiffs' Counsel filed a Statement of Law addressing the Capper Volstead affirmative defense as well as the applicability of "standard setting" jurisprudence in this antitrust litigation. (ECF 747). Plaintiffs' 71-page analysis addressed these topics in detail and provided the Court, at the outset of discovery, with Counsel's view of these two legal issues as they relate to the conduct at issue in this litigation. Plaintiffs' Counsel devoted significant attention to the Statement of Law in an effort to provide the Court – and opposing counsel – with a clear view of the strengths of Plaintiffs' legal position. *See* Reuben Decl. at ¶ 19.

3. Settlement Negotiations

During the Covered Period, Plaintiffs' Counsel engaged in several efforts to obtain settlement agreements on behalf of the Class.

a. Cal-Maine Settlement Negotiations and Mediation

Plaintiffs' Counsel and Cal-Maine's counsel engaged in extensive arms' length negotiations over the course of a year and a half. The initial negotiations, which began in March 2012 and continued intermittently into early 2013, were conducted via telephone conferences and email. Lead Counsel then mediated the settlement agreement with Cal-Maine over the course of a full day on June 25, 2013, with mediated negotiations continuing over the course of the following weeks. *See* Plaintiffs' Memorandum in Support of Preliminary Approval of Cal-Maine Settlement at 3 (ECF 848-1).

With the benefit of significant discovery completed prior to the mediation, Plaintiffs' Counsel provided the mediator with an extensive mediation brief setting forth a detailed evaluation of Plaintiffs' case. Plaintiffs' Counsel also drew heavily upon the document and deposition discovery to evaluate Cal-Maine's positions and to advocate for a fair settlement that serves the best interests of the Class. Reuben Decl. at ¶¶ 19-20. The Cal-Maine Settlement is thus a testament to both the strong negotiating efforts by Lead Counsel and the effective discovery work by all of Plaintiffs' Counsel. Plaintiffs' Counsel prepared and filed the papers seeking preliminary approval of the Cal-Maine settlement in August 2013. (ECF 848).

b. Global Mediation

In September 2013, all parties were granted a litigation stay in an attempt to globally resolve this litigation. (ECF 854). Drawing on even more completed discovery, Plaintiffs' Counsel prepared a detailed mediation brief regarding the litigation as against the remaining Defendants. *See* Reuben Decl. at ¶ 22. Although these mediation efforts did not result in any

immediate settlements for Plaintiffs, these negotiations laid the groundwork for the three additional settlements that have been reached in 2014. *Id.*

4. Pleading and Other Motion Practice

During the Covered Period, Plaintiffs' Counsel prepared, filed and, in certain instances, presented oral argument on a variety of matters in this litigation. Included among such motions are Plaintiffs' Motion to Compel Production of Sparboe Documents and Other Information (ECF 511); Plaintiffs' Motion to Further Lift Stay of Discovery (ECF 522); and Plaintiffs' Motion for Leave to File Third Amended Complaint (ECF 613).

Plaintiffs' Counsel also prepared and filed their Third Amended Complaint during the Covered Period (aided by their review of Defendants' documents) and defended against a motion to dismiss the Third Amended Complaint based on the statute of limitations. Reuben Decl. at ¶ 23.

5. Work Performed March 2014 – May 2014

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

Plaintiffs' Counsel prepared and filed their Motion for Class Certification (ECF 978). Plaintiffs' supporting memorandum is over 80 pages long, and is supported by a detailed expert report and 188 exhibits culled principally from the documents produced and reviewed in this litigation. Reuben Decl. at ¶ 25.

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

III. PLAINTIFFS' COUNSEL'S APPLICATION FOR AWARD OF REQUESTED FEES AND REIMBURSEMENT OF EXPENSES WARRANTS APPROVAL

Plaintiffs' Counsel seek Court approval of an award of \$8,400,000 in attorneys' fees and \$1,066,101.83 in reimbursement of expenses in connection with their work on behalf of the Class Members in this litigation. Plaintiffs' Counsel have provided Class Members with reasonable notice of their intention to make this request, and Class Members will still have an adequate opportunity to object to this Motion after its filing. The attorneys' fees requested represent 30% of the value of the “common fund” created by the Cal-Maine Settlement, and are a fraction of the lodestar (0.39) for work undertaken by counsel during the Covered Period. For the reasons set forth below, this fee request is reasonable and should be granted.

A. Reasonable Notice of the Requested Fees, Litigation Expenses, and Incentive Awards and An Opportunity to Object Has Been Given to the Class

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

1. Summary of the Notice Provided

The Garden City Group, Inc. (“GCG”), the Court-appointed Claims Administrator, effectuated a notice program that ensured Settlement Class members are apprised of their rights. Pursuant to the February 28, 2014 Order granting preliminary approval, on April 15, 2014, GCG

mailed 16,796 Notice Packets to Class members whose addresses GCG had compiled from Defendants' sales data. Reuben Decl. at ¶ 4. Notice was published in *The Wall Street Journal* on April 8, 2014, and in a variety of trade magazines that specifically cater to the restaurant and food industries. Reuben Decl. at ¶ 5. Further details regarding the notice program and its effectiveness can be found in the Affidavit of Jennifer M. Keough Regarding Notice Dissemination and Claims Administration (ECF 975) and the Supplemental Affidavit of Jennifer M. Keough Regarding Claims Administration, filed herewith.

The Notice Packets expressly notified potential Class Members that Settlement Counsel would be seeking Court approval of (i) attorneys' fees of up to thirty percent of the \$28 million settlement amount, and (ii) reimbursement of litigation expenses. *See* Long Form Notice at ¶ 12 (ECF 975-1). In the section entitled "How will the lawyers be paid?" the notice provides:

These attorneys and their respective firms are referred to as Class Counsel. Class Counsel, in compensation for their time and risk in prosecuting the litigation on a wholly contingent fee basis, intend to apply to the Court for an award, from the Cal-Maine Settlement Fund, of attorneys' fees in an amount not to exceed thirty percent of \$28 million, as well as the costs and expenses incurred (the "Fee Petition"), including fees and costs expended while providing Notice to the Class and while administering the Settlement Fund (including the plan of allocation).

Class Counsel will file their Fee Petition on or before June 20, 2014. The Fee Petition, which will identify the specific amount of fees requested and the expenses to be reimbursed, will be available on the settlement website, www.eggproductsettlemnt.com, on that date. Any attorneys' fees and reimbursement of costs will be awarded only as approved by the Court in amounts it determines to be fair and reasonable.

Id. The notice also explains the process of, and set deadlines for, opting out of the settlement as well as objecting to the settlement. *See generally* Long Form Notice (ECF 975-1).

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

The schedule approved by the Court requires Plaintiffs to file their Motion for Fees and Expenses in advance of the deadline for asserting objections consistent with Rule 23(f). (ECF 908

at ¶ 16 (setting forth relevant portion of schedule)). Objections to the Cal-Maine Settlement, including the Fee Petition, are due no later than August 1, 2014. *See, e.g.*, Long Form Notice at ¶ 14 (ECF 975-1). Accordingly, Class members have nearly six weeks after the filing of Plaintiffs' Motion for Fees and Expenses to lodge their objections to Plaintiffs' proposed Fee and Expense Award. This Motion for Fees and Expenses and supporting papers⁴ will be available on the Settlement website. *See Keough Supp. Aff.* at ¶ 4.

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

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

Where, as here, funds have been recovered for the benefit of a class, counsel is entitled, upon motion and notice to the class, to an award of attorneys' fees and reimbursement of litigation

⁴ Each firm's declaration and summary chart of its time and expenses during the Covered Period will be available on the website. Each firm's time and expense reports will not be available on the website due to volume. They will be available in the Clerk's Office in hard copy.

expenses to be paid from the fund. *See generally Boeing Co. v. Van Gamert*, 444 U.S. 472, 478 (1980); *In re Rite Aid Corp. Sec. Litig.*, 362 F. Supp. 2d 587, 590 (E.D. Pa. 2005); *In re ATI Techs., Inc. Sec. Litig.*, No. 01-2541, 2003 WL 1962400, at *2 (E.D. Pa. 2004); *In re U.S. Bioscience Sec. Litig.*, 155 F.R.D. 116, 118-20 (E.D. Pa. 1994).⁵ Plaintiffs respectfully submit that the requested fee is appropriate, given the nature and extent of Plaintiffs' Counsel's efforts in creating settlements beneficial to the Class in this hard-fought litigation and the risks assumed by Counsel in prosecuting this complex matter with no guarantee of recovery.

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

⁵ Interim Co-Lead Counsel also request the Court's authorization to distribute the fees in a manner which, in the judgment of Interim Co-Lead Counsel, fairly compensates each firm for its contribution to the prosecution of Plaintiffs' claims. This is consistent with the Interim Co-Lead Counsel's duties under CMO No. 1 to "perform any task necessary and proper for the Direct Purchasers Co-Lead Counsel" to accomplish their respective responsibilities as defined or authorized by the Court's orders" and seek "[r]eimbursement for costs and/or fees for services," *see* ECF No. 3, CMO No. 1 at 7-8. *See, e.g., In re Warfarin Sodium Antitrust Litig.*, 391 F.3d 516, 533 n.15 (3d Cir. 2004) (affirming the District Court's decision to permit attorneys' fees to be divided according to the discretion of the co-chairs of the Executive Committee and declining to "deviate from the accepted practice of allowing counsel to apportion fees amongst themselves"); *In re Prudential Ins. Co. Am. Sales Practice Litig.*, 148 F.3d 283, 329 n.96 (3d Cir. 1998) ("The court need not undertake the difficult task of assessing counsels' relative contributions"); *In re Linerboard Antitrust Litig.*, MDL No. 1261, 2004 WL 1221350, at *18 (E.D. Pa. June 2, 2004), *order amended* by 2004 WL 1240775 (E.D. Pa. June 4, 2004) (granting liaison counsel authority to apportion attorneys' fees because liaison counsel was in the best position to "describe the weight and merit of each [counsel's] contribution") (internal quotations omitted); *In re Auto. Paint*, 2004 U.S. Dist. LEXIS 29162, at *36-37.

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

Here, Plaintiffs’ Counsel is seeking \$8.4 million in attorneys’ fees, which is 30% of the \$28 million settlement with Cal-Maine and a fraction of the total lodestar (0.39).⁶ As set forth below, Plaintiffs’ request for a fee award is reasonable under the percentage-of-recovery and lodestar-crosscheck assessments.

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

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

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

⁶ The Court previously awarded Plaintiffs’ Counsel \$7.5 million in attorneys’ fees from the \$25 million Moark settlement fund, which was 30% of that settlement fund. The award from the Moark settlement fund was also a fraction of the lodestar incurred during the relevant period (approximately 0.68).

See In re Diet Drugs, 582 F. 3d at 541 (citing *Gunter v. Ridgewood Energy Corp.*, 223 F.3d 190, 195 n.1 (3d Cir. 2000) (factors 1-7); *In re Prudential*, 148 F.3d at 336-40 (factors 8-10)). The percentage-of-recovery factors “need not be applied in a formulaic way. Each case is different, and in certain cases, one factor may outweigh the rest.” *Gunter*, 223 F.3d at 195 n.1. Here, virtually all of the ten factors counsel in favor of the requested attorney fee award.

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

Through the Cal-Maine Settlement, Plaintiffs’ Counsel have created a \$28 million fund (plus interest) for the benefit of the Class. This represents an outstanding recovery for thousands of direct purchasers of eggs and egg products, particularly in light of the complexity, duration, and expense of ongoing litigation and the risk of establishing liability and damages.

In addition to this outstanding monetary recovery, Plaintiffs’ Counsel have secured cooperation from Cal-Maine in their prosecution of this matter against the remaining Defendants. Such cooperation could help lead to additional monetary recovery on behalf of the Class. *See Eggs I*, 2012 U.S. Dist. LEXIS 160764, at *7 (noting the potential supplemental value of cooperation from a settling defendant). This first factor therefore strongly supports Plaintiffs’ fee request.

b. Absence of Substantial Objections

To date, no Class member has objected to the Cal-Maine Settlement, including with respect to Plaintiffs’ Counsel’s intent (as communicated in the Class notice) to seek an award of attorneys’ fees up to 30% of the fund. Keough Supp. Aff. at ¶ 8; Reuben Decl. at ¶ 6. While the deadline for objections is August 1, 2014, the lack of objections thus far firmly counsels in favor of the fee and expense award sought by Plaintiffs’ Counsel. *See In re Diet Drugs*, 582 F.3d at 541-42 (affirming district court’s conclusion that “few objections to the settlement terms and to the fees requested by counsel” counseled in favor of approval of fees sought by plaintiffs’ counsel); *In re AT&T*, 455 F.3d at 170 (affirming district court’s conclusion that “the absence of substantial objections by

class members to the fees requested by counsel strongly supports approval,” where eight potential class members objected); *In re Rite Aid Corp. Sec. Litig.*, 396 F.3d 294, 305 (3d Cir. 2005) (holding that “[t]he class’s reaction to the fee request supports approval of the requested fees,” where two class members objected); *Serrano v. Sterling Testing Sys., Inc.*, 711 F. Supp. 2d 402, 420 (E.D. Pa. 2010) (the fact that there had “been no objections to the settlement or to the attorneys’ fees request” supported approval of 35% fee and expense award (citing *Barel v. Bank of America*, 255 F.R.D. 393, 404 (E.D. Pa. 2009))).

c. The Skill and Efficiency of the Attorneys Involved

Plaintiffs’ Counsel comprise a group of highly skilled attorneys with significant experience prosecuting complex antitrust class action litigation throughout the United States. Indeed, the Court has observed that Interim Co-Lead Counsel “have extensive documented experience in complex class action litigation,” are “well-respected law firms in the plaintiffs class action bar,” and have “capably managed this suit on behalf of Plaintiffs since the Court formally appointed them.” *In re Processed Egg Prods. Antitrust Litig.*, 284 F.R.D. 249, 262 (E.D. Pa. 2012). The substantial recovery obtained in the Cal-Maine Settlement demonstrates that Plaintiffs’ Counsel continue to represent their clients’ interests with skill, diligence and expertise.

Plaintiffs’ Counsel, under the strict guidance of Interim Co-Lead Counsel, also continue to litigate this matter efficiently. Interim Co-Lead Counsel have promoted efficient case management through audits and quality control measures. Since the inception of this action, Interim Co-Lead Counsel have held weekly conference calls to delegate assignments, monitor activities, and approve expenses and costs when necessary. These measures promote efficiency by avoiding unnecessary duplication and excessive time and cost expenditures. Reuben Decl. ¶ 27.

Interim Co-Lead Counsel have carefully monitored attorney time and expenses. Since the inception of this case, Plaintiffs’ Counsel have been required to submit time and expense reports

for work performed and expenditures made by their respective firms, broken out on a monthly basis (“monthly reports”). Reuben Decl. ¶ 28. Interim Co-Lead Counsel carefully review monthly reports to ensure that they reflect the work assigned and that the expenses are reasonable. Plaintiffs’ Liaison Counsel provides periodic statements on time and expenses to Interim Co-Lead Counsel. Reuben Decl. ¶ 29. Time and expenses not authorized by Interim Co-Lead Counsel, not found to provide some benefit to the class, or which is excessive (*e.g.*, traveling first class or business class), will not be reimbursed. Reuben Decl. at ¶ 30.

During the Covered Period, Plaintiffs’ Counsel dedicated a significant amount of time to document collection, document review and depositions. Accordingly, Interim Co-Lead Counsel developed protocols to manage time and expenses and avoid duplication of effort. For example, certain Defendants produced hard copy documents for review by Plaintiffs’ Counsel at locations around the country. Two representatives from Plaintiffs’ Counsel, working with representatives for Indirect Purchaser Plaintiffs and Direct Action Plaintiffs, were specifically tasked to handle the hard copy document review. Reuben Decl. at ¶ 31.

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

A similar mechanism was used in responding to discovery from Defendants. For example, one representative from Plaintiffs' Counsel was tasked with coordinating with counsel for the class representatives to supplement transactional data, to respond to written discovery, and to schedule and prepare class representatives for deposition. Reuben Decl. at ¶ 33.

With regard to depositions, Plaintiffs' Counsel, in conjunction with Indirect Purchaser Plaintiffs and Direct Action Plaintiffs, obtained bids from several court reporting companies in order to obtain the best rates and terms for the litigation (Veritext was ultimately retained). Reuben Decl. at ¶ 34. Depositions, with limited exceptions, were only attended by one representative from Plaintiffs' Counsel. In addition, if it was acceptable for Plaintiffs' Counsel to attend a deposition telephonically (*e.g.*, the deponent was a representative of a settled Defendant), or for Interim Co-Lead Counsel to assign a firm that was geographically close to the location of the deposition, such protocols were followed. Reuben Decl. at ¶ 35.

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

d. The Complexity and Duration of the Litigation

“Antitrust class actions are particularly complex to litigate.” *In re Flonase Antitrust Litig.*, 951 F. Supp. 2d 739, 743 (E.D. Pa. 2013). “The legal and factual issues involved are always numerous and uncertain in outcome.” *Linerboard*, 2004 WL 1221350, at *10 (quoting *In re Motorsports Merch. Antitrust Litig.*, 112 F. Supp. 2d 1329, 1337 (N.D. Ga. 2000)). This agricultural output restriction case is no exception. *See Eggs I*, 2012 U.S. Dist. LEXIS 160764, at *10 (“This litigation, ‘like most antitrust cases, has been exceedingly complex, expensive, and lengthy.’”) (citation omitted). Plaintiffs' Counsel have expended significant time and effort over the past six years to generate support for allegations that Defendants conspired to reduce the output of eggs. As set forth above, discovery alone has been a monumental undertaking. Plaintiffs'

Counsel's work in that area, as well as in challenging claims of privilege, negotiating settlements, seeking settlement approval and efficiently managing the litigation over a long time period, strongly counsel in favor of granting the Fee Petition.

e. The Risk of Nonpayment

Plaintiffs' Counsel have invested over three years of attorney time and significant out-of-pocket expenses while facing a risk of receiving nothing in recompense for their efforts. While Plaintiffs' Counsel received an award of attorneys' fees and expenses with respect to work undertaken through February 2011, Counsel have continued to prosecute this litigation on a wholly contingent basis since that time. Plaintiffs' Counsel thus incurred significant risk with the possibility of no additional recovery whatsoever.⁷ See *In re Auto. Refinishing Paint Antitrust Litig.*, MDL No. 1426, 2008 U.S. Dist. LEXIS 569, at *14-16 (E.D. Pa. Jan. 3, 2008) (finding that risk of nonpayment supported award of one-third fee award in antitrust matter where interim attorneys' fee had previously been awarded). The risk of nonpayment here is underscored by the lack of a corresponding governmental investigation, see Reuben Decl. ¶¶ 56-57, or the cooperation of amnesty applicants under the Antitrust Criminal Penalty Enhancement and Reform Act of 2004. See, e.g., *In re Auto. Refinishing Paint Antitrust Litig.*, MDL No. 1426, 2004 U.S. Dist. LEXIS 29162, at *25-26 (E.D. Pa. Oct. 3, 2004).

In addition, Plaintiffs' Counsel have advanced expenses over the past several years, which expenses would not have been reimbursed absent a successful result. See *In re Rent-Way Sec. Litig.*, 305 F. Supp. 2d 491, 516 (W.D. Pa. 2003) ("Aside from investing their time, counsel had

⁷ Even with the requested attorneys' fee award of 30% of the Cal-Maine Settlement fund, much of Plaintiffs' Counsel's time for the Covered Period will remain uncompensated absent additional recovery on behalf of the Class. See § III.B.2, *infra* (detailing total lodestar of \$21.7 mil. over Covered Period as compared with \$8.4 mil. fee request). Plaintiffs' Counsel have also incurred significant lodestar and expenses since February 28, 2014 for which they still risk nonpayment.

to front copious sums of money . . . Thus, the risks that counsel incurred in prosecuting this case were substantial and further support the requested fee award.”). Therefore, this factor favors granting the motion for attorneys’ fees.

f. The Amount of Time Devoted to the Case

Plaintiffs’ Counsel devoted 44,804 hours to this litigation during the Covered Period. This represents a significant commitment of resources to the litigation, and strongly supports the requested fee award.

At the inception of this litigation, Interim Co-Lead Counsel set forth criteria for the billing of time and expenses by all counsel for the Class. *See* Reuben Decl. at ¶ 36. In order to facilitate the accurate review and efficient management of this billing, attorney and paralegal time has been billed to one of seven categories: (1) Investigations/Factual Research; (2) Discovery; (3) Pleadings, Briefs, Pretrial Motions (including legal research); (4) Court Appearances; (5) Settlement; (6) Litigation Strategy, Analysis & Case Management; and (7) Class Certification. *Id.* at ¶ 37.

In accordance with these criteria, Plaintiffs’ Counsel have been regularly submitting from the outset of this litigation reports of time and expenses to Plaintiffs’ Liaison Counsel, and Liaison Counsel has prepared a summary report (“Comprehensive Summary Report”) of each firm’s cumulative time and non-taxable expenses during the Covered Period. Reuben Decl. at ¶¶ 38-39 & Exhibit A. The Comprehensive Summary Report also shows that the aggregate fees of Plaintiffs’ Counsel incurred on an hourly basis during the Covered Period (without any fee enhancement) is \$21,737,934.85, and that these firms have incurred non-taxable expenses in the amount of \$204,392.13. *Id.*

The time expended by Plaintiffs’ Counsel has been necessary to obtain this outstanding recovery, and to effectively prosecute this action against the remaining defendants. This antitrust

class action is complex, and Plaintiffs are facing off against some of the most skilled antitrust litigators in the nation. *See* Reuben Decl. at ¶ 41. Absent the diligence and commitment of Plaintiffs' Counsel, Plaintiffs would not be poised to obtain this excellent recovery.

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

g. Awards in Similar Cases

The fee requested by Plaintiffs' Counsel – 30% of the Cal-Maine Settlement fund – is a reasonable amount that falls well within the range of amounts approved by this Court in similar cases. Indeed, a "request for one third of the settlement fund is consistent with other direct purchaser antitrust actions . . . [and] consistent with attorney's fees awards generally granted in this Circuit." *Fasteners*, 2014 U.S. Dist. LEXIS 9990, at *17; *see, e.g., Flonase*, 951 F. Supp. 2d at 752 (awarding requested fees of one third of \$150 million settlement fund and citing cases); *In re Auto. Paint*, 2008 U.S. Dist. LEXIS 569, at *1-2 (awarding requested fees of one third of the \$39 million settlement fund); *Bradburn Parent Teacher Store, Inc. v. 3M*, 513 F. Supp. 2d 322, 339 (E.D. Pa. 2007) (awarding 35% of \$39.75 million common settlement fund in Section 2 antitrust action, with a multiplier of 2.5); *In re Ravisent Techs., Inc. Sec. Litig.*, No. 00-CV-1014, 2005 WL 906361, at *11 (E.D. Pa. April 18, 2005) ("courts within this Circuit have typically awarded attorneys' fees of 30% to 35% of the recovery, plus expenses"); *Nichols v. SmithKline Beecham Corp.*, No. 00-6222, 2005 WL 950616, at *24 (E.D. Pa. April 22, 2005) (awarding 30%

of a \$65 million dollar common settlement fund achieved in Section 2 antitrust action, with a multiplier of 3.15); *In re Residential Doors Antitrust Litig.*, Nos. 94-cv-3744 & 96-cv-2125, 1998 WL 151804, at *11 (E.D. Pa. Apr. 2, 1998) (noting prior approval of 30% of a \$14.5 million settlement fund in price-fixing class action, with a multiplier of 2.48); *In re Remeron Direct Purchaser Antitrust Litig.*, No. 03-0085, 2005 WL 3008808, at *13 n.1 (D.N.J. Nov. 9, 2005) (awarding fees of 33 1/3% from \$75 million settlement fund); *In re Gen. Instrument Sec. Litig.*, 209 F. Supp. 2d 423, 433-34 (E.D. Pa. 2001) (awarding 1/3 of a \$48 million settlement fund).

Each of the cases cited, while differing in some respects, is similar to the settlement and action here in a number of ways: each was a class action in a court within the Third Circuit involving complex or novel legal or factual matters; most were pending for several years prior to reaching settlement, as is the case here; in those cases addressing objections to the settlement or fee petition, there were few or no objectors; and, where lodestar multipliers were calculated, the multipliers were equal to or greater than the multiplier here.⁸ Moreover, *Flonase* (\$150 mil.) and *Remeron* (\$75 mil.) are antitrust cases involving common funds greater than that recovered by Plaintiffs' Counsel thus far, and in each case the respective court awarded one-third of the common

⁸ *Fasteners*, 2014 U.S. Dist. LEXIS 9990, at *13-14 (complex antitrust matter litigated for six years; no objections; multiplier of 0.68); *Flonase*, 951 F. Supp. 2d at 743, 747-51 ("highly complex" antitrust class action litigated for over four years; no objectors; and multiplier of 2.99); *In re Auto. Paint*, 2008 U.S. Dist. LEXIS 569, at *2-8 (complex, expensive and lengthy antitrust MDL, with claims against multiple defendants pending for nearly four years at time of agreement; no objections filed; and multiplier of less than one); *Ravisent*, 2005 WL 906361, at *11-12 (complex securities class action with difficult matters of proof; pending for five years at the time of settlement; no objectors; and multiplier of 3.1); *Remeron*, 2005 WL 3008808, at *4-8 (complex antitrust class action pending for three years; no objections filed; difficult legal and factual questions remained; and multiplier of 1.8); *Godshall v. Franklin Mint Co.*, No. 01-CV-06539, 2004 WL 2745890, at*1, *5 (E.D. Pa. Dec. 1, 2004) (complex ERISA class action with unsettled questions of law, pending for three years at time of settlement and four years at time of approval; and no objections filed); *Gen. Instrument*, 209 F. Supp. 2d at 433-34 (securities class action involving complex issues; no objections; 1.38 multiplier).

fund as fees—a greater percentage than that sought by Plaintiffs here. *See Flonase*, 951 F. Supp. 2d at 752; *Remeron*, 2005 WL 3008808, at *13 n.1.

Accordingly, an attorneys' fee award of 30% of the Cal-Maine Settlement fund is well within the range of reasonableness as demonstrated by fee awards in similar cases.⁹

h. The Value of Benefits Attributable to Class Counsel

The entire \$28 million Cal-Maine Settlement fund and the cooperation received through the settlement are entirely attributable to the work of Plaintiffs' Counsel. Plaintiffs have obtained this recovery through their prosecution of a class action alleging a nationwide conspiracy to reduce domestic egg supply. Accordingly, this factor supports the requested award of attorneys' fees.

Although there were reports of a limited investigation into the processed egg products industry before Plaintiffs initially filed suit, it quickly became clear that this narrow investigation (which appears to have ended) was wholly unrelated to the claims concerning shell eggs and egg products asserted in Plaintiffs' class action complaints. Reuben Decl. at ¶ 56. As such, Plaintiffs' Counsel was not assisted by any government investigation, Reuben Decl. at ¶¶ 56-57, and this factor also supports the fee request. *See In re AT&T Corp.*, 455 F.3d at 173 (“Here, class counsel was not aided by the efforts of any governmental group, and the entire value of the benefits accruing to class members is properly attributable to the efforts of class counsel. This strengthens the District Court’s conclusion that the fee award was fair and reasonable.”); *Fasteners*, 2014 U.S. Dist. LEXIS 9990, at *18 (“The fact that Co-Lead Counsel were not assisted by a United States governmental investigation weighs in favor of approving the fee award.”); *Flonase*, 951 F. Supp. 2d at 748-49 (same, citing *In re AT&T Corp.*); *Stop & Shop Supermarket Co. v. SmithKline*

⁹ The Moark and Cal-Maine settlements have generated \$53 million for the Class. If Plaintiffs' fee request is granted, the total fees awarded to Plaintiffs' Counsel would be \$15.9 million, representing 30% of the combined settlement funds.

Beecham Corp., No. 03-4578, 2005 WL 1213926, at *12 (E.D. Pa. May 19, 2005) (“[T]his action was riskier than many other antitrust class actions because there was no prior government investigation, or prior finding of civil or criminal liability based on antitrust violations, in this case.”).

i. Private Contingent Fee Arrangement

A one-third (or higher) contingency is standard in individual litigation, and could be even higher in antitrust cases, given the complexities and risks involved. *See Bradburn Parent Teacher Store*, 513 F. Supp. 2d at 340 (holding that a fee award of 35% of the net settlement fund was comparable to the percentage counsel would have negotiated had the case been subject to a private contingency fee agreement when counsel was retained); *Remeron*, 2005 WL 3008808, at *16 (observing that “[a]ttorneys regularly contract for contingent fees between 30% and 40% with their clients in non-class, commercial litigation” and holding, in the context of a direct purchaser pharmaceutical antitrust class action, that the “requested 33 1/3% fee reflects the market rate in other litigation of this type”); *In re Ins. Brokerage Antitrust Litig.*, MDL No. 1663, Civ. No. 04-5184, 2009 WL 411856, at *7 (D.N.J. Feb. 17, 2009) (same).¹⁰

“In determining the market price for such services, evidence of negotiated fee arrangements in comparable litigation should be examined.” *Remeron*, 2005 WL 3008808, at *16 (citing *In re*

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

Continental Illinois Sec. Litig., 962 F.2d 566, 572 (7th Cir.1992)). Indeed, counsel in this case (such as Hausfeld LLP), which both handle a significant amount of non-class action contingency work, routinely charge a contingent fee of 33 1/3% or greater in individual litigation. *See* Hausfeld Decl. at ¶ 7. Moreover, Bernstein Liebhard charges the same hourly rates in both contingent and non-contingent fee matters. *See* Bernstein Liebhard Decl. at ¶ 4. That the fees requested here are comparable to those that Interim Co-Lead Counsel have negotiated in the marketplace also supports the reasonableness of the fee request.

j. Innovative Terms of the Settlement

The Cal-Maine Settlement provides for an excellent monetary recovery for the Class, as well as potentially important cooperation from the settling defendant. It does not include any particularly innovative terms. Therefore, this factor is neutral with respect to Plaintiffs' Counsel's fee award request.

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

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

Here, Plaintiffs' Counsel's lodestar from March 2011 through February 2014 is \$21,737,934.85 (based on 44,804.5 hours), resulting in a fractional multiplier of 0.39 (requested fee award ÷ lodestar). This confirms the reasonableness of Plaintiffs' Counsel's request for a fee award of 30% of the Cal-Maine Settlement amount.

a. Plaintiffs' Counsel's Hourly Rates Are Reasonable

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

In assessing the reasonableness of an attorney's hourly rate, courts consider the prevailing market rate in the community for similar services by lawyers of reasonably comparable skill, experience, and reputation. *Barkouras v. Hecker*, No. 06-366, 2007 U.S. Dist. LEXIS 44615, at *12 (D.N.J. June 20, 2007) (citing *Blum v. Stenson*, 465 U.S. 886, 895-96 n.11 (1984)). Courts look to the forum in which the District is located to determine the hourly rates that should apply. *Interfaith Cmty. Org. v. Honeywell Int'l, Inc.*, 426 F.3d 694, 704 (3d Cir. 2005).

Here, Plaintiffs' Counsel's customary rates, which were used for purposes of calculating the lodestar from March 2011 through February 2014, have been approved in this District and elsewhere.¹¹ The declarations on behalf of each firm contain a paragraph which sets forth, under oath, that the hourly rates sought are the usual and customary, historical hourly rates in effect at the time work was performed; that the rates are the same as, or substantially similar to, rates used by the firm in similar types of actions; that the firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein; and that courts have approved an award of attorneys' fees based on such rates. *See generally* Individual Firm

¹¹ The Court found the hourly rates of Plaintiffs' Counsel (and staff) through February 2011 to be reasonable in connection with the Moark Settlement. *See Eggs I*, 2012 U.S. Dist. LEXIS 160764, at *16-17.

Declarations, Exhibits to Spiegel Declaration. Where available, the firms have identified cases where fee awards have been approved at those rates.

b. The Number of Hours Plaintiffs' Counsel Worked Is Reasonable

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

By way of example, Interim Co-Lead Counsel set forth the criteria for the billing of time (and expenses) by Plaintiffs' Counsel at the inception of this litigation. Time has been billed to one of seven categories: (1) Investigations/Factual Research; (2) Discovery; (3) Pleadings, Briefs, Pretrial Motions (including legal research); (4) Court Appearances; (5) Settlement; (6) Litigation Strategy, Analysis & Case Management; and (7) Class Certification. Reuben Decl. at ¶ 37.

In accordance with these criteria, Plaintiffs' Counsel have submitted their reports to Plaintiffs' Liaison Counsel. The Comprehensive Summary Report shows, *inter alia*, that Plaintiffs' Counsel spent 44,804.5 hours litigating this case during the Covered Period. Reuben Decl. ¶ 40 and Exhibit A thereto. In addition, each firm that has worked on this litigation has submitted a declaration and individual summary chart setting forth its fees, identifying the individuals who worked on this litigation (including usual and customary historical rates and length of experience), and describing each firm's contributions to this litigation. *See generally*, Exhibit 1 to Firm Declarations, attached to Spiegel Declaration.

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

The fee requested by Plaintiffs' Counsel represents a *fractional* multiplier of 0.39. It is certainly appropriate to award a fee where there is a fractional multiplier (sometimes referred to

as “negative” when the value is less than 1). See *In re Flonase Antitrust Litig.*, No. 08-3301, 2013 U.S. Dist. LEXIS 85926, at *41 (E.D. Pa. June 19, 2013) (“A negative multiplier strongly underscores the risk counsel accepted to prosecute this case to trial.”); *Fasteners*, 2014 U.S. Dist. LEXIS 9990, at *21 (finding that a negative multiplier “confirms the reasonableness of Co-Lead Counsel’s request for attorney’s fees”); see also *In re Ins. Brokerage Antitrust Litig.*, 579 F.3d 241, 284-85 (3d Cir. 2009) (affirming fee award and noting that lodestar multiplier was less than one).¹²

An attorney fee award representing a multiplier of less than 1.0 is well within the range of awards approved by the Third Circuit. See, e.g., *Sullivan*, 667 F.3d at 333 (affirming lodestar multiplier of approximately 3.3); *Milliron v T-Mobile USA, Inc.*, 423 F. App’x 131, 135 (3d Cir. 2011) (affirming award representing multiplier of 2.21 and commenting that, “[a]lthough the lodestar multiplier need not fall within any pre-defined range, we have approved a multiplier of 2.99 in a relatively simple case”) (internal citations omitted); *In re Cendant Corp. Prides Litig.*, 243 F.3d 722, 742 (3d Cir. 2001) (approving a suggested multiplier of three and stating that multipliers “ranging from one to four are frequently awarded in common fund cases when the lodestar method is applied”); *La. Mun. Police Emps. Ret. Sys. v. Sealed Air Corp.*, No. 03-cv-4372, 2009 U.S. Dist. LEXIS 112989, at *28-29 (D.N.J. Dec. 4, 2009) (lodestar ratio of 0.35 supported court’s reasonableness analysis and finding that plaintiffs’ fee request fair, adequate and reasonable); *In re Auto. Paint*, 2008 U.S. Dist. LEXIS 569, at *18-19 (E.D. Pa. Jan. 3, 2008) (finding the requested fee percent fair and reasonable when lodestar multiplier was 0.81).

¹² When the Moark and Cal-Maine settlements are combined, and a total fee award of \$15.9 is assumed, the lodestar cross-check results in a fractional multiplier of 0.49 based on the total lodestar of \$32,739,267.25 for work undertaken through February 28, 2014.

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

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

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

Non-Taxable Expense	Amount
Individual Firm Paid Expenses (Less Assessments) During the Covered Period	\$204,392.13
Litigation Fund Expenses Paid or Incurred During The Covered Period	\$861,709.70
TOTAL	\$1,066,101.83

See Reuben Decl. ¶¶ 40-45 & Ex. A (Comprehensive Summary Sheet), Ex. B (Analysis of Litigation Fund During Covered Period). These expenses were reasonable and necessary to the litigation of this case, and include, among other things, costs for experts, document management,

travel, overnight mail, electronic research, and mediation expenses. *See* Reuben Decl. ¶ 42. Details regarding each category of non-taxable expenses in the preceding chart that are sought by Plaintiffs' Counsel are below set forth.¹³

1. Individual Firm Expenses During the Covered Period

Plaintiffs' Counsel have incurred and paid non-taxable expenses¹⁴ (less assessments) of \$204,392.13 that have not been reimbursed during the Covered Period. Reuben Decl. at ¶ 43 & Ex. A. Each firm's declaration, at Exhibit 1, provides a summary of its non-taxable, unreimbursed expenses that were incurred during the Covered Period. Exhibit 3 to each firm's declaration are the expense reports (including both taxable and non-taxable expenses) that the firm submitted to Interim Co-Lead Counsel, categorized as follows:

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

¹³ The Court previously awarded Plaintiffs' Counsel \$434,944.79 in expenses with accrued interest. ECF 760 at ¶ 2.

¹⁴ Per this Court's Order of November 9, 2012 (ECF No. 759), *id.* at 13, reimbursement may only be sought for nontaxable costs.

- Clerical Overtime: Clerical overtime costs incurred by counsel in connection with the litigation of this matter.
- Miscellaneous (describe): An opportunity for counsel to identify an additional expense which does not fit into other categories provided on the expense report form.

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

2. Litigation Fund Expenses During the Covered Period

In addition to the foregoing out-of-pocket expenses, each firm contributed assessments to a general litigation fund (“Litigation Fund”). The Litigation Fund pays expenses which are incurred collectively by Plaintiffs’ Counsel, rather than by individual firm. Thus, for example, the Litigation Fund will pay the costs of expert fees, electronic discovery costs, hearing transcripts, and deposition transcripts. *See* Reuben Decl. at ¶ 44.

Plaintiffs’ Counsel are also seeking reimbursement of nontaxable expenses paid or incurred by the Litigation Fund during the Covered Period in the amount of \$861,709.70.¹⁵ *See* Reuben Decl. at ¶ 45. A significant portion of these expenses are expert fees related to class certification, costs of electronic database and discovery providers, mediation costs, and costs of notice. Reuben Decl. at ¶ 47. Interim Co-Lead Counsel reviewed the bills to ensure they were appropriate and accurate prior to payment out of the Litigation Fund. Reuben Decl. at ¶ 48. If awarded, this amount would either be returned to Plaintiffs’ Counsel on a *pro rata* basis or be returned to the Litigation Fund.

¹⁵ Plaintiffs’ Counsel have incurred additional litigation expenses since the conclusion of the Covered Period of over \$700,000, but are not seeking reimbursement of these expenses at this time. *See* Reuben Decl. at ¶ 50. Plaintiffs’ Counsel continue to carry these expenses as this contingent matter proceeds.

Attached to the Reuben Declaration as Exhibit B is a summary chart outlining the opening balance and categories of expenditures from the Litigation Fund from March 1, 2011 through February 28, 2014. In addition to the expenditures set forth in Exhibit B, Plaintiffs' Counsel seek reimbursement for the \$202,171.87 in notice and administration costs billed by GCG in connection with the Sparboe settlement.¹⁶ See Reuben Decl. at ¶ 49.

IV. SUPPLEMENTAL INFORMATION FOR CONSIDERATION

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

A. Agreements Among Counsel Regarding Fees, Expenses and Budgeting

On September 12, 2012, the Court authorized Plaintiffs' Counsel to file, *in camera*, a chart of referral agreements among counsel. Since that submission, there has been one change to an existing referral agreement and the addition of another referral agreement; all other referral agreements remain the same. Plaintiffs' Counsel will separately move for leave to provide this new information to the Court *in camera*.

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

¹⁶ On July 3, 2013, the Court ruled that Sparboe had no obligation to reimburse Direct Purchasers for any such notice and administration costs. (ECF 833).

Plaintiffs' Counsel were explicitly told that only time and expenses which were incurred at the direction of Co-Lead Counsel would be considered to be compensable. Reuben Decl. at ¶ 51.

In light of their economic contribution to the case (which was at the same rate as Interim Co-Lead Counsel) as well as the quality of their work, Interim Co-Lead Counsel also agreed to recommend to the Court that Quinn Emanuel be compensated for work it performed (detailed in that firm's declaration), and be reimbursed for expenses on the same basis as, Interim Co-Lead Counsel, subject to the Court's approval. Reuben Decl. at ¶ 52.

Given the nature of the litigation and the lack of information regarding the number and types of documents that would be produced during discovery, there was no set budget at the outset of the litigation. All firms that desired to be active participants in this case were asked to contribute to the litigation fund. Reuben Decl. at ¶ 53. Collectively, all firms have contributed \$315,000 to the litigation fund during the Covered Period. Reuben Decl. at ¶ 54. Interim Co-Lead Counsel and Quinn Emanuel have paid a total of \$225,000 in assessments during the Covered Period. Reuben Decl. at ¶ 55.

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

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

V. CONCLUSION

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

Dated: June 20, 2014

Respectfully submitted,

/s/ Steven A. Asher

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***Interim Co-Lead Counsel for Direct Purchaser
Plaintiffs and Settlement Class Counsel***

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

This document relates to:

ALL DIRECT PURCHASER ACTIONS

MDL Docket No. 2002
08-md-02002

**DECLARATION OF MINDEE J. REUBEN, ESQUIRE
IN SUPPORT OF DIRECT PURCHASER PLAINTIFFS'
MOTION FOR AN AWARD OF ATTORNEY'S FEES
AND FOR REIMBURSEMENT OF EXPENSES**

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

1. I am admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey, am a member of the Bar of this Court, and am a member in the law firm of Weinstein Kitchenoff & Asher LLC (“WKA”), one of the Interim Co-Lead Counsel and Liaison Counsel for the Direct Purchaser Plaintiffs (“Plaintiffs”) in the above-captioned matter. I submit this declaration in support of Plaintiffs’ Motion for an Award of Attorneys’ Fees and for Reimbursement of Expenses (“Fee Petition”).

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

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

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

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

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

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

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

Work Performed By Plaintiffs' Counsel

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Efficient Management of the Litigation

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

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

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

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

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

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

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

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

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

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

Litigation Time and Expenses

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

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

38. In accordance with these criteria, Plaintiffs' Counsel have been regularly submitting from the outset of this litigation reports of time and expenses to Plaintiffs' Liaison

Counsel, and Liaison Counsel has prepared a summary report (“Comprehensive Summary Report”) of each firm’s cumulative time and non-taxable expenses during the Covered Period.

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

40. The Comprehensive Summary Report shows that Plaintiffs’ Counsel worked a total of 44,804.5 hours during Covered Period. The aggregate fees of Plaintiffs’ Counsel incurred on an hourly basis during the Covered Period (without any fee enhancement) are \$21,737,934.85, and these firms incurred non-taxable expenses in the amount of \$204,392.13 during that period.

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

42. In the course of prosecuting this litigation, Plaintiffs’ Counsel have incurred significant expenses. These expenses were reasonable and necessary to the litigation of this case, and include, among other things, costs for experts, document management, travel, overnight mail, electronic research, and mediation expenses.

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

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

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

45. Plaintiffs' Counsel are seeking reimbursement of nontaxable expenses paid or incurred by the Litigation Fund during the Covered Period in the amount of \$861,709.70.

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

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

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

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

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

Supplemental Information

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

In addition, Plaintiffs' Counsel were explicitly told that only time and expenses which were incurred at the direction of Co-Lead Counsel would be considered to be compensable.

52. In light of their economic contribution to the case (which was at the same rate as Interim Co-Lead Counsel) as well as the quality of their work, Interim Co-Lead Counsel also agreed to recommend to the Court that Quinn Emanuel be compensated for work it performed (detailed in that firm's declaration), and be reimbursed for expenses on the same basis as, Interim Co-Lead Counsel, subject to the Court's approval.

53. Given the nature of the litigation and the lack of information regarding the number and types of documents that would be produced during discovery, there was no set budget at the outset of the litigation. All firms that desired to be active participants in this case were asked to contribute to the litigation fund.

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

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

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

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

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

Dated: June 20, 2014


Mindee J. Reuben

EXHIBIT A

EXHIBIT B

	A	B	C	D	E	F	G	
1								
2		In Re Processed Egg Products Anti-Trust Litigation MDL No. 2002, E.D. Pa 08-md-02002						
3		Analysis of Litigation Fund						
4		Period from March 1, 2011 thru February 28, 2014						
5								
6								
7		Opening Balance					62,289.00	
8								
9		Reimbursement of Expenses (ECF 760)					434,944.79	
10		Assessments Received:					325,000.00	
11								
12								
13		Expenditures:		Non-Taxable	Taxable			
14		Experts		221,600.00				
15		Hearing Transcripts			839.56			
16		Deposition Transcripts		0				
17		Mediation		38,661.87				
18		Electronic Database & Discovery Providers		374,361.17				
19		Process & Filing Fees			1,078.40			
20		Hard Copy Document Collection		22,550.76				
21		Other (1)		2,364.03				
22								
23		Total Expenses		659,537.83	1,917.96			
24								
25								
26		Balance as of February 28, 2014					142,766.97	
27								
28								
29								
30		(1) Courier fees, new checks, and fund administration						
31								

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

**SUPPLEMENTAL AFFIDAVIT OF JENNIFER M. KEOUGH
REGARDING CLAIMS ADMINISTRATION**

STATE OF WASHINGTON)
) ss.:
COUNTY OF KING)

JENNIFER M. KEOUGH, being duly sworn, states:

1. I am Chief Operating Officer of The Garden City Group, Inc. ("GCG"). I have over 20 years of experience working in the legal field. The overwhelming majority of that time has been spent managing complex projects and class action administration. The following statements are based on my personal knowledge and 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 has a considerable amount of expertise in class action administration and the development of notice programs. In its history of over 25 years, our team has served as administrator for over 2,500 cases. GCG has mailed over 290 million notices, disseminated over 800 million emails, handled over 28 million phone calls, processed over 50 million

claims, and distributed over \$35 billion in benefits. GCG's legal notices have appeared in more than 40 languages in approximately 170 countries.

3. GCG was appointed by the Court in the above-captioned litigation to act as Claims Administrator. As previously outlined in my May 29, 2014 Affidavit Regarding Notice Dissemination and Claims Administration, all elements of the Notice Plan have been successfully implemented. I submit this Affidavit to update the Court and the Parties regarding claims administration.

WEBSITE

4. Pursuant to Paragraph 16(d)(i) of the Court's February 28, 2014 Order (1) Granting Preliminary Approval of the Proposed Settlement Agreement Between Direct Purchaser Plaintiffs and Cal-Maine Foods, Inc.; (2) Certifying the Class for Purposes of Settlement; (3) Granting Leave to File Motion for Fees and Expenses; (4) Granting Preliminary Approval of the Proposed Amendment to Settlement Agreement Between Direct Purchaser Plaintiffs and Sparboe Farms, Inc.; and (5) Approving the Parties' Notice Plan (the "Order"), GCG established and maintains a website dedicated to this Settlement (www.EggProductsSettlement.com) to provide additional information to the Class Members and to answer frequently asked questions. Users of the website can download a Notice Packet as well as review the Order, Settlement Agreements and other relevant Court documents. The Settlement website has been operational since August 30, 2010, and is accessible 24 hours a day, 7 days a week. The website was updated to include information about the Cal-Maine Settlement and the Sparboe Amendment on April 4, 2014. Between April 4, 2014 and the date of this Affidavit, the website has received 2,415 visits.

TOLL-FREE TELEPHONE HELPLINE

5. Pursuant to Paragraph 16(d)(ii) of the Order, beginning on August 30, 2010, GCG set up and continues to maintain an automated toll-free telephone number (1-866-881-8306), where potential Class Members can obtain information about the Settlement. This toll-free number is accessible twenty-four hours a day, seven days a week. Class Members who call the toll-free number have the option of leaving a voice message requesting a return call from a call center representative. The automated toll-free number was updated to include information about the Cal-Maine Settlement and the Sparboe Amendment on April 4, 2014. Between April 4, 2014 and the date of this Affidavit, there have been 341 calls to the automated number. GCG has and will continue to expeditiously handle Class Member inquiries.

CLAIM SUBMISSIONS

6. Pursuant to Paragraph 16(l) of the Order, Class Members who wish to file a claim in the Cal-Maine Settlement are required to submit a completed Claim Form to GCG via mail postmarked or hand-delivered no later than August 1, 2014. As of the date of this Affidavit, GCG has received 63 timely Claim Forms. Class Members who previously filed a claim in the Moark Settlement are not required to file a Claim Form in the Cal-Maine Settlement for those same purchases. Class Members with valid Moark Settlement claims automatically have claims in the Cal-Maine Settlement. Including both prior and new and supplemental submissions, there are currently 928 claims on file in the Cal-Maine Settlement.

OBJECTIONS AND EXCLUSIONS

7. Pursuant to Paragraph 16(f) and Paragraph 16(h) of the Order, any Class Member who wishes to be excluded from the Cal-Maine Settlement and/or the Sparboe Settlement as amended by the Sparboe Amendment is required to submit their exclusion

request to GCG postmarked or hand-delivered no later than August 1, 2014. As of the date of this Affidavit, GCG has received 41 exclusion requests.

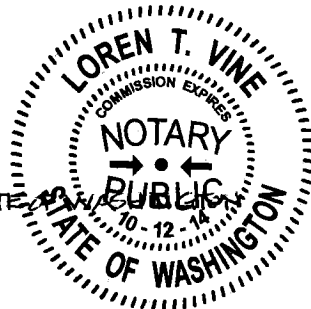
8. Pursuant to Paragraph 16(g) and Paragraph 16(i) of the Order, any Class Member who wishes to object to the approval of the Cal-Maine Settlement and/or the Sparboe Settlement as amended by the Sparboe Amendment is required to submit their objection to the Court and the Parties, postmarked or hand-delivered no later than August 1, 2014. As of the date of this Affidavit, GCG has not received any objections from Class Members.

Jennifer M. Keough
JENNIFER M. KEOUGH

Sworn to before me this
18th day of June 2014

Loren T. Vine

Notary Public IN AND FOR THE STATE OF WASHINGTON
LOREN T. VINE
LICENSE NO. 150937
RESIDING IN SEATTLE
MY COMMISSION EXPIRES: OCTOBER 12, 2014



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

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

**DECLARATION OF JEREMY S. SPIEGEL IN SUPPORT OF DIRECT PURCHASER
PLAINTIFFS’ MOTION FOR AN AWARD OF ATTORNEYS’ FEES AND FOR
REIMBURSEMENT OF EXPENSES**

I, Jeremy S. Spiegel, Esquire, declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey, am a member of the Bar of this Court, and am an attorney with the law firm of Weinstein Kitchenoff & Asher LLC (“WKA”), one of the Interim Co-Lead Counsel and Liaison Counsel for the Direct Purchaser Plaintiffs (“Plaintiffs”) in the above-captioned matter. I submit this declaration in support of Plaintiffs’ Motion for an Award of Attorneys’ Fees and for Reimbursement of Expenses (“Fee Petition”).

2. Each individual firm that has performed work in furtherance of this litigation during the Covered Period has prepared a declaration (“Firm Declaration(s)”) and Summary Chart (Exhibit 1 to the Firm Declarations) setting forth its fees, identifying the individuals who worked on this litigation (including usual and customary historical rates and length of experience), and describing each firm’s contributions to this litigation. A true and correct copy of each Firm Declaration and Summary Chart is attached hereto and identified by firm name.

3. Each Firm Declaration also references time reports (Exhibit 2 to Firm Declarations) and expense reports (Exhibit 3 to Firm Declarations) that were submitted by the firm to Interim Co-Lead Counsel during the Covered Period. Due to the volume of Exhibits 2 and 3, these (along with the Firm Declarations and Summary Sheets) will be filed in hard copy with the Clerk of Court.

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

Dated: June 20, 2014



Jeremy S. Spiegel

BERNSTEIN LIEBHARD

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF STANLEY D. BERNSTEIN, ESQUIRE

I, Stanley D. Bernstein, declare as follows:

1. I am a Senior Partner at the law firm of Bernstein Liebhard LLP. My firm is Interim Co-Lead Counsel for the Direct Purchaser Class and counsel to Karetas Foods, Inc. and Somerset Industries, Inc. in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Liaison Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from my firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

4. Attached as Exhibit 2 hereto are the monthly lodestar reports which my firm has submitted to Liaison Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by the professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as the rates charged in non-contingent fee matters. In addition, our firm's hourly rates have been approved by many courts over the years. Examples include: *In re Tremont Securities Law, State Law and Insurance Litigation*, No. 08-CV-11117 (TPG) (S.D.N.Y.); *In re Marsh & McLennan Cos., Inc. Securities Litigation*, No. 04-CV-08144 (CM) (S.D.N.Y.); *In re Beazer Homes U.S.A., Inc. Securities Litigation*, No. 07-CV-725-CC (N.D.

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

Ga.); *In re Royal Dutch/Shell Transport Securities Litigation*, No. 04-374 (JAP) (D.N.J.); and *In re Cigna Corp. Securities Litigation*, No. 02-CV-8088 (E.D. Pa.).

5. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by my firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 16, 2014 at New York, New York.


Stanley D. Bernstein

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES**BERNSTEIN LIEBHARD LLP****Stanley Bernstein (Partner)**

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: **1981**

		Rate	Hours	Rate x Hours
March 2011 - December 2011	\$	850.00	33.75	\$28,687.50
2012	\$	925.00	42.75	\$39,543.75
2013	\$	950.00	139.75	\$132,762.50
January 2014 - February 2014	\$	975.00	24.50	\$23,887.50
			TOTAL:	240.75
				\$224,881.25

Ronald Aranoff (Partner)

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: **1998**

		Rate	Hours	Rate x Hours
March 2011 - December 2011	\$	800.00	171.00	\$136,800.00
2012	\$	850.00	309.50	\$263,075.00
2013	\$	875.00	445.50	\$389,812.50
January 2014 - February 2014	\$	900.00	69.75	\$62,775.00
			TOTAL:	995.75
				\$852,462.50

Dana Smith (Associate)

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: **2006**

		Rate	Hours	Rate x Hours
March 2011 - December 2011	\$	450.00	39.75	\$17,887.50
2012	\$	475.00	293.25	\$139,293.75
2013	\$	500.00	364.75	\$182,375.00
January 2014 - February 2014	\$	525.00	68.00	\$35,700.00
			TOTAL:	765.75
				\$375,256.25

Matthew Stuart (Paralegal)

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: **2005**

		Rate	Hours	Rate x Hours
March 2011 - December 2011				\$0.00
2012	\$	350.00	11.75	\$4,112.50
2013	\$	260.00	5.00	\$1,300.00
2013	\$	350.00	7.00	\$2,450.00
January 2014 - February 2014				
	TOTAL:		23.75	\$7,862.50

Heather Lynch (Associate)

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: **2010**

		Rate	Hours	Rate x Hours
March 2011 - December 2011				
2012	\$	425.00	6.75	\$2,868.75
2013				\$0.00
January 2014 - February 2014				\$0.00
	TOTAL:		6.75	\$2,868.75

Margret Williams (Secretary)

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE:

		Rate	Hours	Rate x Hours
March 2011 - December 2011				\$0.00
2012	\$	250.00	0.75	\$187.50
2013				\$0.00
January 2014 - February 2014				\$0.00
	TOTAL:		0.75	\$187.50

Peter Harrington (Associate)

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: **2010**

		Rate	Hours	Rate x Hours
March 2011 - December 2011				\$0.00
2012	\$	425.00	5.00	\$2,125.00
2013				\$0.00
January 2014 - February 2014				\$0.00
	TOTAL:		5.00	\$2,125.00

Tania Taveras (Associate)

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: **2004**

		Rate	Hours	Rate x Hours
March 2011 - December 2011				\$0.00
2012	\$	500.00	5.50	\$2,750.00
2013	\$	525.00	88.75	\$46,593.75
January 2014 - February 2014	\$	550.00	1.00	\$550.00
	TOTAL:		95.25	\$49,893.75

Tashi Minns (Paralegal)

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: **1999**

		Rate	Hours	Rate x Hours
March 2011 - December 2011				\$0.00
2012	\$	350.00	2.00	\$700.00
2013	\$	350.00	8.50	\$2,975.00
January 2014 - February 2014				\$0.00
	TOTAL:		10.50	\$3,675.00

Joseph Beige (Associate)

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE:

	Rate	Hours	Rate x Hours
March 2011 - December 2011			\$0.00
2012	\$ 575.00	90.75	\$52,181.25
2013			\$0.00
January 2014 - February 2014			\$0.00
TOTAL:		90.75	\$52,181.25

Lisa Goldman (Contract Attorney)

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 2011

	Rate	Hours	Rate x Hours
March 2011 - December 2011			\$0.00
2012	\$ 425.00	12.00	\$5,100.00
2013			\$0.00
January 2014 - February 2014			\$0.00
TOTAL:		12.00	\$5,100.00

Teresa Maloney (Paralegal)

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 1988

	Rate	Hours	Rate x Hours
March 2011 - December 2011			\$0.00
2012	\$ 350.00	7.25	\$2,537.50
2013	\$ 350.00	29.25	\$10,237.50
January 2014 - February 2014	\$ 375.00	6.75	\$2,531.25
TOTAL:		43.25	\$15,306.25

Cory Greenbaum (Associate)

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: **2012**

		Rate	Hours	Rate x Hours
March 2011 - December 2011				\$0.00
2012				\$0.00
2013	\$	400.00	687.25	\$274,900.00
2013	\$	450.00	259.75	\$116,887.50
January 2014 - February 2014	\$	475.00	65.50	\$31,112.50
	TOTAL:		1012.50	\$422,900.00

Stacey Meachem

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE:

		Rate	Hours	Rate x Hours
March 2011 - December 2011				\$0.00
2012				
2013	\$	275.00	1.00	\$275.00
January 2014 - February 2014				\$0.00
	TOTAL:		1.00	\$275.00

Matthew Bistritzky

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE:

		Rate	Hours	Rate x Hours
March 2011 - December 2011				\$0.00
2012				\$0.00
2013	\$	150.00	17.75	\$2,662.50
January 2014 - February 2014				\$0.00
	TOTAL:		17.75	\$2,662.50

Janna Birkeland

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE:

	Rate	Hours	Rate x Hours
March 2011 - December 2011			\$0.00
2012			\$0.00
2013	\$ 350.00	8.50	\$2,975.00
January 2014 - February 2014			\$0.00
TOTAL:		8.50	\$2,975.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	3330.00
CUMULATIVE FIRMWIDE LODESTAR.....	\$2,020,612.50
NON-TAXABLE EXPENSES*	\$ 46,218.73
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$ 21,218.73

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

HAUSFELD LLP

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF MICHAEL D. HAUSFELD, ESQUIRE

I, Michael D. Hausfeld, declare as follows:

1. I am a Chairperson of the law firm Hausfeld LLP. I am one of the Court-appointed Interim Co-Lead Counsel for Direct Purchasers in the above captioned action and my firm is counsel to T.K. Ribbing's Family Restaurant, LLC, a named plaintiff and class representative in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. As one of the Interim Co-Lead Counsel in this action, my firm has performed the following tasks in this litigation, among others:

- a. Overseen and participated in discovery against Defendants and third parties (in particular, National Food Corp., Cal-Maine, Nucal, and Ken Klippen);
- b. Reviewed and coded tens of thousands of pages of Defendants' documents;
- c. Drafted briefs and argued motions pertaining to various discovery disputes;
- d. Appeared at and participated in hearings before the Court;
- d. Assisted in drafting Plaintiffs' Cal-Maine and global mediation briefs and participated in both mediation efforts;
- d. Led and oversaw settlement negotiations with the various individual defendants who have now settled;
- e. Led and oversaw work with Plaintiffs' economic experts in support of class certification;
- f. Participated in numerous case strategy sessions with other Interim Co-Lead Counsel;
- g. Defended the deposition of T.K. Ribbings;
- h. Participated in cooperation interviews with Moark representatives;
- i. Participated in the discovery and deposition of Donald Bell;
- k. Led and oversaw briefing related to Capper-Volstead issues in Plaintiffs' Statement of Law; and

I. Assisted in the drafting of Plaintiffs' Amended Complaints.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases (including in this case herein). Other examples include: Order approving fee award, *In re TFT-LCD (Flat Panel) Antitrust Litig.*, No. 07-md-1827 (N.D.Cal. Dec. 27, 2011),

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

ECF No. 4436; Order approving fee award, *In re Air Cargo Shipping Serv. Antitrust Litig.*, No. 06-md-1775, (E.D.N.Y. July 15, 2011), ECF No. 1524; Order approving fee award, *In re Flat Glass Antitrust Litig.*, MDL No. 1942 (W.D. Pa. May 15, 2011), ECF No. 291; Order approving fee award, *In re Ethylene Propylene Diene Monomer (EPDM) Antitrust Litig.*, No. 03-md-1542 (D. Conn. Oct. 1, 2010), ECF No. 574; Order approving fee award, *In re Endosurgical Prods. Direct Purchaser Antitrust Litig.*, No. 05-cv-08809 (C.D. Cal. May 11, 2009), ECF No. 195; among others.

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

7. Further, for cases in which my firm offers legal services on a contingency basis in individual litigation, my firm routinely charges a contingent fee of 33 1/3% or greater.

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

Executed on June 18, 2014 at Washington, DC.



Michael D. Hausfeld

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
HAUSFELD LLP

ARTHUR N. BAILEY, JR. (PARTNER)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 8

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012	610.00	0.70	\$427.00
2013			
January 2014 - February 2014			
TOTAL:		0.70	\$427.00

SWATHI BOJEDLA (ASSOCIATE)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 3

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012			
2013	370.00	3.00	\$1,110.00
January 2014 - February 2014			
TOTAL:		3.00	\$1,110.00

WILLIAM P. BUTTERFIELD (PARTNER)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 37

	Rate	Hours	Rate x Hours

March 2011 - December 2011			
2012	895.00	0.90	\$805.50
2013			
January 2014 - February 2014			
TOTAL:		0.90	\$805.50

CANDICE ELDER (PARALEGAL)
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 8

March 2011 - December 2011			
2012	300.00	1.80	\$540.00
2013	300.00	0.30	\$90.00
January 2014 - February 2014			
TOTAL:		2.10	\$630.00

EDWARD FITZGERALD (OF COUNSEL)
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 24

March 2011 - December 2011			
2012	400.00	1,741.70	\$696,680.00
2013	400.00	303.10	\$121,240.00
January 2014 - February 2014			
TOTAL:		2,044.80	\$817,920.00

MICHAEL D. HAUSFELD (PARTNER)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 46

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	985.00	10.50	\$10,342.50
2013	985.00	48.70	\$47,969.50
January 2014 - February 2014	985.00	5.50	\$5,417.50
TOTAL:		64.70	\$63,729.50

MARILANI HULING (PARALEGAL)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 11

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	320.00	2.40	\$768.00
2013	320.00	13.50	\$4,320.00
January 2014 - February 2014			
TOTAL:		15.90	\$5,088.00

MEGAN E. JONES (PARTNER)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 16

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	610.00	3.50	\$2,135.00
2013	610.00	7.80	\$4,758.00

January 2014 - February 2014

TOTAL:	11.30	\$6,893.00
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JOSHUA JOWERS (LAW FELLOW)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 2

Rate	Hours	Rate x Hours
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March 2011 - December 2011 2012	7.10	\$2,307.50
2013		

January 2014 - February 2014	7.10	\$2,307.50
TOTAL:	7.10	\$2,307.50

JEANNINE KENNEY (ASSOCIATE)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 6

Rate	Hours	Rate x Hours
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March 2011 - December 2011 2012	762.60	\$312,666.00
2013	810.20	\$332,182.00
January 2014 - February 2014	33.20	\$13,612.00

TOTAL:	1,606.00	\$658,460.00
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BRENT W. LANDAU (PARTNER)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 13

Rate	Hours	Rate x Hours
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March 2011 - December 2011	590.00	35.10	\$20,709.00
2012			
2013	590.00	31.10	\$18,349.00
January 2014 - February 2014	590.00	28.00	\$16,520.00
TOTAL:		94.20	\$55,578.00

JAMES MITCHELL (PARALEGAL)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 20

March 2011 - December 2011	320.00	0.80	\$256.00
2012			
2013			
January 2014 - February 2014			
TOTAL:		0.80	\$256.00

MICHAEL MULLER (PARALEGAL)
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 1

March 2011 - December 2011			
2012			
2013	290.00	2.00	\$580.00
January 2014 - February 2014			
TOTAL:		2.00	\$580.00

PEJMON PASHAI (PARALEGAL)

**ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 2**

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012	300.00	3.80	\$1,140.00
January 2014 - February 2014			
TOTAL:		3.80	\$1,140.00

JAMES P. PIZZIRUSSO (PARTNER)
**ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 14**

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012	590.00	291.30	\$171,867.00
January 2014 - February 2014	590.00	27.30	\$16,107.00
TOTAL:		644.70	\$380,373.00

ELLIOT ROBINSON (PARALEGAL)
**ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 6**

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012	300.00	21.00	\$6,300.00
January 2014 - February 2014	300.00	60.50	\$18,150.00
TOTAL:		13.00	\$3,900.00

TOTAL: 94.50 \$28,350.00

KATHRYN RYAN (PARALEGAL)
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 8

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	300.00	1.50	\$450.00
2013	300.00	1.50	\$450.00
January 2014 - February 2014			
		3.00	\$900.00
TOTAL:			

KRISTINA STUBBS (PARALEGAL)
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 12

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	310.00	0.70	\$217.00
2013	310.00	7.20	\$2,232.00
January 2014 - February 2014			
		7.90	\$2,449.00
TOTAL:			

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	4,607.40
CUMULATIVE FIRMWIDE LODESTAR.....	2,026,996.50
NON-TAXABLE EXPENSES*	59,599.06
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	34,599.06

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

SUSMAN GODFREY

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF TERRELL W. OXFORD

I, Terrell W. Oxford, declare as follows:

1. I, through my L.L.C., am a Partner of the law firm of Susman Godfrey LLP. My firm is Interim Co-Lead Counsel for the Direct Purchasers Class. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Liaison Counsel in this case (i) monthly reports setting forth the hours that this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. As Interim Co-Lead Counsel, my firm has performed the following tasks in this litigation, among others: (a) appeared in court on behalf of plaintiffs; (b) drafted numerous

motions and responses; (c) deposed defendants and attended plaintiff's depositions; (d) answered written discovery requests; and (e) reviewed thousands of documents produced by defendants.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Liaison Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *Clark v. AdvanceMe, Inc.*, No. CV 08-3540 VBF (C.D.

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

Cal.); CLRB Hanson Indus., LLC v. Google, Inc., No. 05-03649 JW (N.D. Cal.); In re Ready-Mixed Concrete Antitrust Litigation, No. 1:05-CV-00979-SEB-TAB (S.D. Ind.); In re Universal Service Fund Telephone Billing Practices Litigation, No. 02-MD-1468-JWL (D. Kan.); McGuire v. Dendreon Corp., No. C07-800MJP (W.D. Wash.); In re Ecoly Int'l, Inc., No. 1:10-bk-25921-GM, 1:10-bk-25922-GM (Bankf. Ct. C.D. Cal.); Witmer v. Dynegey Inc., No. 2010-50609 (Tex. Dist. Ct.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis and have not been reimbursed.

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

Executed on June 19, 2014 at Dallas, Texas.

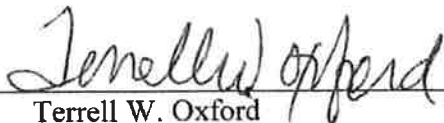

Terrell W. Oxford

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
SUSMAN GODFREY LLP

Amira E. Love/Associate

ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 7

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$300.00	308.9	\$92,670.00
2012	\$300.00	7.9	\$2,370.00
2013	\$300.00	0	\$0.00
January 2014 - February 2014			

TOTAL: 316.8 \$95,040.00

Andrew Bynum/Paralegal

ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 8

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013	\$250.00	1	\$250.00
January 2014 - February 2014			

TOTAL: 1 \$250.00

Cynthia A. Obuz/Paralegal

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 13

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$250.00	4	\$1,000.00
2012			
2013			
January 2014 - February 2014			
TOTAL:		4	\$1,000.00

Daniel H. Charest/Partner

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 10

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013	\$475.00	1.8	\$855.00
January 2014 - February 2014			
TOTAL:		1.8	\$855.00

Donald D. Ridenour/Paralegal

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 13

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$220.00	12.3	\$2,706.00
2012	\$250.00	28.2	\$7,050.00
2013	\$250.00	151.1	\$37,775.00

January 2014 - February 2014	\$250.00	8.2	\$2,050.00
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TOTAL: 199.8 \$49,581.00

Katherine Hacker/Associate
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 4

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	\$300.00	231.1	\$69,330.00
2013	\$325.00	83.3	\$27,072.50
January 2014 - February 2014			

TOTAL: 314.4 \$96,402.50

Keith Syska/law clerk
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 1

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	\$225.00	27.5	\$6,187.50
2013	\$225.00	3.9	\$877.50
January 2014 - February 2014			

TOTAL: 31.4 \$7,065.00

Kenneth E. Gardner/Staff Attorney

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 26

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012 2013	\$500.00	1	\$500.00
January 2014 - February 2014			

TOTAL: 1 \$500.00

LeElle Krompass/Associate

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 4

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012 2013	\$300.00	61.55	\$18,465.00
January 2014 - February 2014			

TOTAL: 61.55 \$18,465.00

Lindsey Godfrey Eccles/Partner

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 13

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012 2013	\$450.00	393.2	\$176,940.00

January 2014 - February 2014	\$475.00	52.5	\$24,937.50
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TOTAL: 445.7 \$201,877.50

Matthew B. Allen/Associate

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 4

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013			
January 2014 - February 2014	\$375.00	62.59	\$23,471.25

TOTAL: 62.59 \$23,471.25

Sarah Hastings/Staff Attorney

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 3

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013	\$250.00	674.75	\$168,687.50
January 2014 - February 2014	\$275.00	91.25	\$25,093.75

TOTAL: 766 \$193,781.25

Stephen D. Susman /Partner

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 49

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$1,100.00	37.5	\$41,250.00
2012	\$1,200.00	54	\$64,800.00
2013A	\$1,200.00	8	\$9,600.00
2013B	\$1,750.00	51.5	\$90,125.00
January 2014 - February 2014	\$1,800.00	2.50	\$4,500.00
TOTAL:		153.5	\$210,275.00

Steve Gutierrez/Paralegal

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 5

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$180.00	3.8	\$684.00
2012			
2013			
January 2014 - February 2014			
TOTAL:		3.8	\$684.00

Terrell W. Oxford/Partner

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 37

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$800.00	138.5	\$110,800.00
2012	\$825.00	166.25	\$137,156.25

2013
January 2014 - February 2014

\$825.00	140.25	\$115,706.25
\$825.00	19.5	\$16,087.50

TOTAL: 464.5 \$379,750.00

Thomas W. Paterson/Partner

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 29

March 2011 - December 2011
2012
2013
January 2014 - February 2014

\$575.00	2.8	\$1,610.00

TOTAL: 2.8 \$1,610.00

Vanessa Lee/Information Technology

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 8

March 2011 - December 2011
2012
2013
January 2014 - February 2014

\$125.00	7.3	\$912.50

TOTAL: 7.3 \$912.50

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	2837.94
CUMULATIVE FIRMWIDE LODESTAR.....	\$1,281,520.00
NON-TAXABLE EXPENSES*	\$51,133.49
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$26,133.49

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

WEINSTEIN KITCHENOFF & ASHER

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF STEVEN A. ASHER, ESQUIRE

I, Steven A. Asher, declare as follows:

1. I am a Member of the law firm of Weinstein Kitchenoff & Asher LLC. My firm is Interim Co-Lead and Liaison Counsel to Direct Purchaser Plaintiffs, as well as counsel to Nussbaum-SF, Inc., a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has prepared in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. As one of the Interim Co-Lead Counsel and Liaison Counsel in this action, my

firm has performed the following tasks in this litigation, among others:

- Overseen and participated in the discovery in this litigation, including document review and depositions, particularly with regard to Ohio Fresh, R.W. Sauder, and the Hillandale Defendants;
- Assisted our client, Nussbaum-SF, Inc., in responding to written discovery;
- Prepared Nussbaum-SF, Inc. to testify and defended the designated witness at the 30(b)(6) deposition;
- Assisted in drafting discovery responses, drafting various briefs and arguing motions pertaining to discovery and other matters;
- Appeared at and participated in hearings before the Court;
- Coordinated discovery and other matters with liaison counsel for Indirect Purchaser Plaintiffs, Direct Action Plaintiffs and Defendants;
- Coordinated with non-lead Direct Purchaser Plaintiffs' counsel on discovery and other matters, as well as provided routine updates of significant developments to Direct Purchaser Plaintiffs' counsel;
- Organized and participated in weekly meetings with the other Interim Co-Lead Counsel;
- Participated in numerous case strategy sessions with the other Interim Co-Lead Counsel; and
- Collected, monitored and reviewed time and expense reporting by all firms.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that

has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has prepared for the March 2011 through February 2014 time period. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Recent examples include: *In re: Air Cargo Shipping Servs. Antitrust Litig.*, E.D.N.Y., No. 06 MD 1775 (MDL No. 1775); *In re Fasteners Antitrust Litig.*, E.D. Pa., No. 08 MD 1912 (MDL No. 1912); and *In re: Imprelis Hercibide Marketing, Sales Practices, and Products Liability Litigation*, E.D. Pa., 11-MD-2284 (MDL No. 2282).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

I declare under penalty of perjury under the laws of the United States of America that the

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

foregoing is true and correct.

Executed on June 19, 2014 at Philadelphia, Pennsylvania.

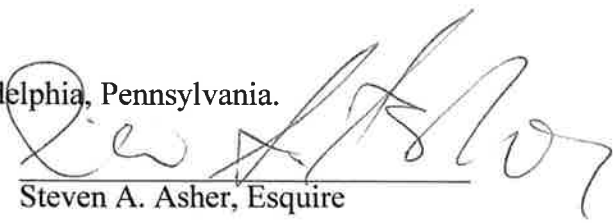

Steven A. Asher, Esquire

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
Weinstein Kitchenoff & Asher LLC

Steven A. Asher, Member
 1980

	Rate	Hours	Rate x Hours
March 2011 - December 2011	660.00	348.20	\$229,812.00
2012	675.00	467.50	\$315,562.50
2013	740.00	536.10	\$396,714.00
January 2014 - February 2014	750.00	27.10	\$20,325.00
TOTAL:		1378.90 \$	962,413.50

Mindee J. Reuben, Member
 1994

	Rate	Hours	Rate x Hours
March 2011 - December 2011	580.00	180.90	\$104,922.00
2012	600.00	430.90	\$258,540.00
2013	650.00	502.20	\$326,430.00
January 2014 - February 2014	650.00	66.50	\$43,225.00
TOTAL:		1180.50 \$	733,117.00

Leila E. Ely, Attorney
 2009

	Rate	Hours	Rate x Hours
March 2011 - December 2011	350.00	1.80	\$630.00

	Rate	Hours	Rate x Hours
March 2011 - December 2011			\$0.00
2012			\$0.00
2013	375.00	113.05	\$42,393.75
January 2014 - February 2014	375.00	22.10	\$8,287.50
TOTAL:		135.15	\$ 50,681.25

Christine Quarembó, Paralegal (1 year experience)

	Rate	Hours	Rate x Hours
March 2011 - December 2011			\$0.00
2012	200.00	103.30	\$20,660.00
2013	200.00	30.00	\$6,000.00
January 2014 - February 2014			\$0.00
TOTAL:		133.30	\$ 26,660.00

Angie Poulin, Paralegal & Office Administrator (15 years experience)

	Rate	Hours	Rate x Hours
March 2011 - December 2011			\$0.00
2012	100.00		\$0.00
2013	100.00	21.65	\$2,165.00
January 2014 - February 2014	200.00	1.00	\$200.00
TOTAL:		22.65	\$ 2,365.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	\$	4,629.40
CUMULATIVE FIRMWIDE LODESTAR.....	\$	2,541,989.25
NON-TAXABLE EXPENSES*	\$	80,186.82
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$	55,186.82

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

QUINN EMANUEL

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF STEPHEN R. NEUWIRTH, ESQUIRE

I, Stephen R. Neuwirth, declare as follows:

1. I am a partner in the law firm of Quinn Emanuel Urquhart & Sullivan, LLP. My firm is counsel to named plaintiffs Somerset Industries and Karetas Foods, and also to the class through our active involvement in assisting co-lead counsel in all aspects of management and prosecution of this litigation. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. Highlights of the work Quinn Emanuel has performed between March 2011 and February 2014 at the direction of Interim Co-Lead Counsel include (among other things):

- took the lead in briefing and arguing motion to compel production of documents and other information provided to Direct Purchaser (Class) Plaintiffs (“DPPs”) by Defendant Sparboe Farms, pursuant to Sparboe’s cooperation obligations arising from its settlement with Plaintiffs in this matter, over the assertions of privilege and work-product protection advanced by Defendants United Egg Producers, Inc (“UEP”);
- took a lead role in discovery negotiations, including search terms and custodians; participated in negotiations re establishment of joint document depository; and took the lead on meeting and conferring with defendants on the DPPs’ responses to requests for production and other discovery;
- served and handled all negotiations and review regarding approximately 20 third-party subpoenas;
- took the lead on preparing the DPPs’ Statement of Law filed October 5, 2012;
- managed the review and coding of over 200,000 documents produced by UEP/UEA/USEM, including managing a review team consisting of attorneys from other firms;
- put together a comprehensive chronology of UEP materials and materials related to the UEP Certified Program and USEM’s export program;
- handled discussions with UEP regarding its privilege claims;
- had a lead role in assembling the underlying materials related to the UEP Certified Program and USEM’s export program for use in, among other things, class certification briefing;

- took the important depositions of UEP executives Al Pope, Gene Gregory (3 days), and Chad Gregory;
- took depositions of five other key fact witnesses, including (among others) key witnesses from Defendants Michael Foods and Rose Acre;
- actively participated in settlement negotiations and assisted in development of settlement strategy and related legal research and fact development; and
- assisted interim co-lead counsel in all aspects of fact development, legal assessment, case management, and development of case strategy, including participation in weekly and ad hoc co-lead counsel teleconferences and meetings.

I believe the work Quinn Emanuel performed on the foregoing tasks substantially advanced the interests of the alleged class in this litigation.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law

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

firm for the benefit of the Direct Purchaser Plaintiff Class. I was personally involved in preparing the lodestar reports attached hereto and can confirm that they are true and correct to the best of my knowledge. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the standard hourly rates of my firm in effect at the time work was performed. These rates are the same as, or substantially similar to, the rates charged by Quinn Emanuel in similar types of actions, as well as in the many non-contingent cases Quinn Emanuel handles for clients that pay the firm by the hour. This Court in this case previously approved a fee application that included Quinn Emanuel's standard rates. Quinn Emanuel's standard rates were also submitted in a fee petition recently approved by the United States District Court for the Northern District of Ohio in the multidistrict antitrust litigation captioned *In re Polyurethane Foam Antitrust Litigation*.

6. Attached as Exhibit 3 hereto are monthly charts which this firm has submitted to Interim Co-Lead Counsel setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 20, 2014 in New York, New York.

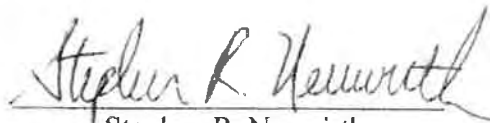

Stephen R. Neuwirth

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
FIRM NAME: QUINN EMANUEL URQUHART & SULLIVAN, LLP

STEPHEN NEUWIRTH, PARTNER
 ADMITTED TO PRACTICE: 1988

	Rate	Hours	Rate x Hours
March 2011 - May 2011	950.00	11.70	\$11,115.00
June 2011 - Aug. 2011	995.00	16.40	\$16,318.00
September 2011 - December 2011	1035.00	34.40	\$35,604.00
January 2012 - August 2012	1035.00	55.70	\$57,649.50
September 2012 - December 2012	1075.00	26.60	\$28,595.00
2013	1075.00	119.70	\$128,677.50
January 2014 - February 2014	1075.00	12.60	\$13,545.00
TOTAL:		277.10	\$291,504.00

STEIG OLSON, PARTNER
 ADMITTED TO PRACTICE: 2004

	Rate	Hours	Rate x Hours
April 2011 - May 2011	620.00	103.00	\$63,860.00
June 2011 - August 2011	670.00	212.00	\$142,040.00
Sept. 2011 - December 2011	730.00	189.60	\$138,408.00
January 2012 - August 2012	730.00	315.80	\$230,534.00
August 2012 - December 2012	760.00	231.70	\$176,092.00
2013	895.00	523.60	\$468,622.00
January 2014 - February 2014	895.00	35.40	\$31,683.00
TOTAL:		1611.10	\$1,251,239.00

ADAM WOLFSON, PARTNER
 ADMITTED TO PRACTICE: 2007

	Rate	Hours	Rate x Hours
January 2014 - February 2014	810.00	0.80	\$648.00
TOTAL:		0.80	\$648.00

LEE TURNER-DODGE (FRIEDMAN), ASSOCIATE
 ADMITTED TO PRACTICE: 2009

	Rate	Hours	Rate x Hours
March 2011 - December 2011	370.00	0.00	\$0.00
January 2012 - November 2012	370.00	0.00	\$0.00
December 2012	580.00	16.20	\$9,396.00
January 2013 - August 2013	580.00	522.10	\$302,818.00
September 2013 - December 2013	615.00	17.00	\$10,455.00
January 2014 - February 2014	615.00	27.30	\$16,789.50
TOTAL:		582.60	\$339,458.50

AMOS FRIEDLAND, ASSOCIATE
 ADMITTED TO PRACTICE: 2010

	Rate	Hours	Rate x Hours
March 2011 - May 2011	390.00	332.60	\$129,714.00
June 2011 - December 2011	460.00	243.40	\$111,964.00
2012		0.00	\$0.00
2013		0.00	\$0.00

January 2014 - February 2014
 0.00 \$0.00
 576.00 \$241,678.00
 TOTAL:

NICHOLAS D. SMITH, ASSOCIATE
 ADMITTED TO PRACTICE: 2013

	Rate	Hours	Rate x Hours
August 2011	430.00	10.50	\$4,515.00
September 2011 - December 2011	480.00	32.00	\$15,360.00
2012		0.00	\$0.00
2013		0.00	\$0.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		42.50	\$19,875.00

JUSTIN REINHEIMER, ASSOCIATE
 ADMITTED TO PRACTICE: 2012

	Rate	Hours	Rate x Hours
October 2011 - December 2011	515.00	4.20	\$2,163.00
2012	515.00	0.50	\$257.50
2013		0.00	\$0.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		4.70	\$2,420.50

KATHRINA SZYMBORSKI, ASSOCIATE
 ADMITTED TO PRACTICE: 2012

	Rate	Hours	Rate x Hours

December 2011	335.00	44.30	\$14,840.50
January 2012 - June 2012	335.00	115.20	\$38,592.00
July 2012 - August 2012	415.00	145.70	\$60,465.50
September 2012 - December 2012	465.00	200.10	\$93,046.50
2013	465.00	1.70	\$790.50
January 2014 - February 2014		0.00	\$0.00
TOTAL:		507.00	\$207,735.00

**SUSAN LOUIE, ASSOCIATE
ADMITTED TO PRACTICE: 2010**

	Rate	Hours	Rate x Hours
June 2012 - August 2012	480.00	124.00	\$59,520.00
September 2012 - December 2012	535.00	223.70	\$119,679.50
January 2013 - August 2013	535.00	1082.20	\$578,977.00
September 2013 - December 2013	580.00	103.80	\$60,204.00
January 2014 - February 2014	580.00	9.50	\$5,510.00
TOTAL:		1543.20	\$823,890.50

**NICK LANDSMAN-ROOS, ASSOCIATE
ADMITTED TO PRACTICE: 2014**

	Rate	Hours	Rate x Hours
June 2012 - December 2012	335.00	105.00	\$35,175.00
October 2013 - December 2013	350.00	0.40	\$140.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		105.40	\$35,315.00

ASHLEY FRY, ASSOCIATE:
ADMITTED TO PRACTICE: 2013

	Rate	Hours	Rate x Hours
June 2011 - December 2011	320.00	20.60	\$6,592.00
January 2012 - December 2012	320.00	0.00	\$0.00
January 2013 - December 2013		0.00	\$0.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		20.60	\$6,592.00

LAUREN HILLEMANN, ASSOCIATE
ADMITTED TO PRACTICE: 2013

	Rate	Hours	Rate x Hours
June 2011	295.00	17.70	\$5,221.50
July 2011 - December 2011	320.00	45.50	\$14,560.00
January 2012 - December 2012		0.00	\$0.00
January 2013 - December 2013		0.00	\$0.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		63.20	\$19,781.50

ROY NELSON, MANAGING CLERK

	Rate	Hours	Rate x Hours
March 2011 - December 2011	280.00	0.00	\$0.00
January 2012 - April 2012	280.00	0.00	\$0.00
May 2012 - September 2012	315.00	22.40	\$7,056.00

October 2012 - December 2012	330.00	2.20	\$726.00
January 2013 - December 2013	330.00	0.40	\$132.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		25.00	\$7,914.00

AMY LAARAJ, PARALEGAL

	Rate	Hours	Rate x Hours
March 2011 - May 2011	250.00	88.00	\$22,000.00
June 2011 - December 2011	270.00	13.20	\$3,564.00
2012	270.00	0.00	\$0.00
2013		0.00	\$0.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		101.20	\$25,564.00

KRISTINA GROSSO, PARALEGAL

	Rate	Hours	Rate x Hours
May 2012 - December 2012	280.00	0.60	\$168.00
January 2013 - December 2013		0.00	\$0.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		0.60	\$168.00

STEPHEN LANCE, PARALEGAL

	Rate	Hours	Rate x Hours
May 2012 - December 2012	280.00	2.00	\$560.00
January 2013 - December 2013	290.00	66.50	\$19,285.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		68.50	\$19,845.00

SHAREEN MAHJABEEN, PARALEGAL

	Rate	Hours	Rate x Hours
March 2013 - December 2013	290.00	0.40	\$116.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		0.40	\$116.00

SHIFUL CHOWDHURY, PARALEGAL

	Rate	Hours	Rate x Hours
June 2013 - December 2013	290.00	7.20	\$2,088.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		7.20	\$2,088.00

ANTHONY LAURO, PARALEGAL

	Rate	Hours	Rate x Hours

August 2013 - December 2013	290.00	13.70	\$3,973.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		13.70	\$3,973.00

BRAHIM BENNI, LITIGATION SUPPORT

	Rate	Hours	Rate x Hours
January 2013 - December 2013	150.00	3.70	\$555.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		3.70	\$555.00

BORIS SOBREVILLA, LITIGATION SUPPORT

	Rate	Hours	Rate x Hours
January 2013 - December 2013	150.00	4.10	\$615.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		4.10	\$615.00

VINCE ELSINGER, LITIGATION SUPPORT

	Rate	Hours	Rate x Hours
May 2013 - December 2013	320.00	68.20	\$21,824.00
January 2014 - February 2014		0.00	\$0.00

TOTAL: 68.20 \$21,824.00

MATTHEW FOX, LITIGATION SUPPORT

	Rate	Hours	Rate x Hours
May 2013 - December 2013	320.00	51.50	\$16,480.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		51.50	\$16,480.00

DAVE SCHOLZ, LITIGATION SUPPORT

	Rate	Hours	Rate x Hours
October 2013 - December 2013	250.00	1.50	\$375.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		1.50	\$375.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	5,679.80
CUMULATIVE FIRMWIDE LODESTAR.....	\$3,339,654.00
NON-TAXABLE EXPENSES*	\$67,520.74
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	42,520.74

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

BAILEY

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF ARTHUR N. BAILEY, ESQUIRE

I, Arthur N. Bailey, declare as follows:

1. I am the owner of the law firm known as Arthur N. Bailey & Associates. My firm is counsel to the Plaintiffs in this action which include T.K. Ribbing's Family Restaurant and Lisciandro's Restaurant. I make this Declaration based upon my own personal knowledge. If called as a witness, I could and would competently testify to the matter stated herein.

2. This declaration pertains to the hours worked by myself as the only attorney in my firm which issued billings in this case during the period from March 2011 through February 2014. My firm has submitted to interim Lead-Counsel in this case a report setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing periods of time. This firm is not requesting and is irrevocably waiving expenses incurred in connection this firm's work on the case during that same period. Therefore, there are no monthly reports based upon records of time and expenses maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead-Counsel, I in my firm have performed the

followings tasks in this litigation: assist Plaintiffs regarding document and ESI preservation, meet and communicate with Plaintiffs to provide case status updates, assist Plaintiffs in preparation of interrogatory responses, production of documents and preparation for deposition. See attached Exhibit 2 for computerized chronological entries of time and tasks performed on the projects which my firm has worked during the designated period for additional detail.

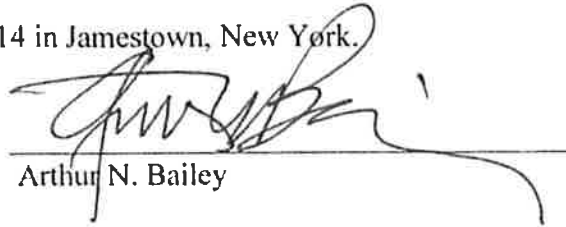
4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individual from this firm who has worked on this case; (ii) the date of admission of this attorney; (iii) the billable rates charged by me as the billing attorney, by year, for work performed on this case; (iv) the total number of hours that this individual has worked on this case, by year; (v) the total hours and total lodestar for my firm.

5. Attached as Exhibit 2 hereto is the lodestar report which this firm has submitted to Interim Lead-Counsel for the direct purchaser class of Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by this professional member of my law firm for the benefit of the direct purchaser Plaintiff class. I have reviewed the lodestar report attached hereto and can confirm that it is true and correct. All work reported by me as individual attorney on behalf of the direct purchaser Plaintiff class in this matter was performed on wholly contingent basis, the rate set forth in the report attached as Exhibit 2 are the regular, historical hourly rates in effect at the time such work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and Courts have approved an award of attorney's fees in such cases.

I declare under the penalty of perjury under the laws of the United States of America that

the foregoing is true and correct.

Executed on the 19th day of June 2014 in Jamestown, New York.



Arthur N. Bailey

EXHIBIT 1

SUMMARY OF MARCH 2011-FEBRUARY 2014 TIME**Firm Name: ARTHUR N. BAILEY & ASSOCIATES**

Arthur N. Bailey – Shareholder

YEARS OF EXPERIENCE: 54 (admitted 1960)

<u>YEAR</u>	<u>RATE</u>	<u>HOURS</u>	<u>RATE x HOURS</u>
March 2011- December 2011	\$395	27.2	\$10,744.00
2012	\$395	46.2	\$18,249.00
2013	\$395	53.7	\$21,211.50
January 2014 – February 2014	\$395	1.7	\$671.50

MARCH 2011 – FEBRUARY 2014 CUMULATIVE TOTALS

Cumulative Hours: 128.8

Cumulative Lodestar: \$50,876.00

BARRACK

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF GERALD J. RODOS, ESQUIRE

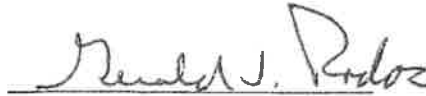
I, Gerald J. Rodos, declare as follows:

1. I am a partner of the law firm of Barrack, Rodos & Bacine. My firm is counsel to Sicilian Chefs, Inc. d/b/a Caesar's Pasta Productions, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. My firm contributed \$10,000. to the Processed Egg Products Antitrust Litigation Fund in connection with this litigation in June 2012. This cost was incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and has not been reimbursed.

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

Executed on June 12th, 2014 at Philadelphia, Pennsylvania.


Gerald J. Rodos

BOLOGNESE

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF ANTHONY J. BOLOGNESE, ESQUIRE

I, ANTHONY J. BOLOGNESE, declare as follows:

1. I am the Principal of the law firm of Bolognese & Associates, LLC. My firm is one of the attorneys representing the direct purchaser plaintiffs in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation: review of pleadings; and review and analysis of discovery documents produced by defendants, at the direction and under the supervision of plaintiffs' Co-Lead Counsel.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys'


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

fees in such cases. Examples include: *In re Hydrogen Peroxide Antitrust Litigation*, Civil Action No. 2:05-md-01682-SD (E.D.Pa.); *In re Methyl Methacrylate (MMA) Antitrust Litigation*, Civil Action No. 2:06-md-01768-TJS (E.D.Pa.), and *In re Ethylene Propylene Diene Monomer (EPDM) Antitrust Litigation*, Civil Action No. 3:05-md-01642-SRU (D.Conn). Although fees were awarded in these cases utilizing primarily the percentage-of-settlement fund approach, my firm's lodestar information, using hourly rates at amounts comparable to those sought herein, was submitted to and considered by the respective Courts in making their fee awards.

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 12, 2014 at Philadelphia, Pennsylvania.



Anthony J. Bolognese

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES**FIRM NAME: BOLOGNESE & ASSOCIATES, LLC**

ANTHONY J. BOLOGNESE - PARTNER
 ADMITTED TO PRACTICE 1982 (SUPREME COURT
 OF PA; EASTERN DISTRICT OF PA)

	Rate	Hours	Rate x Hours
March 2011 - December 2011	675.00	0.00	\$0.00
2012	675.00	0.00	\$0.00
2013	675.00	0.00	\$0.00
January 2014 - February 2014	675.00	0.00	\$0.00
TOTAL:		0.00	\$0.00

JOSHUA H. GRABAR - ASSOCIATE
 ADMITTED TO PRACTICE 1998

	Rate	Hours	Rate x Hours
March 2011 - December 2011	575.00	0.00	\$0.00
2012	575.00	0.00	\$0.00
2013	575.00	476.00	\$273,700.00
January 2014 - February 2014	575.00	0.00	\$0.00
TOTAL:		476.00	\$273,700.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	476.00
CUMULATIVE FIRMWIDE LODESTAR.....	273,700
NON-TAXABLE EXPENSES*	0
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	0

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

CAFFERTY CLOBES

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF JENNIFER W. SPRENGEL, ESQUIRE

I, Jennifer W. Sprengel, declare as follows:

1. I am a Partner of the law firm of Cafferty Clobes Meriwether & Sprengel LLP. My firm is counsel to Karetas Foods, Inc., a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.
2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, my firm has performed the following tasks in this litigation: factual investigation, document review and privilege log analysis, and draft notice plan for Sparboe Farms.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys'


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

fees in such cases. Examples include: In re TFT-LCD (Flat Panel) Antitrust Litigation, No. M-07-1827 SI, MDL 1827, N.D. California and Hershey v. PIMCO, No. 05-cv-04681, N.D. Illinois..

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 12, 2014 at Chicago, Illinois.



Jennifer W. Sprengel

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

FIRM NAME Cafferty Clobes Meriwether & Sprengel LLP

Ellen Meriwether - Partner

ADMITTED TO PRACTICE: 1985

	Rate	Hours	Rate x Hours
March 2011 - December 2011	650.00	0.20	\$130.00
2012	685.00		\$0.00
2013	690.00		\$0.00
January 2014 - February 2014	700.00		\$0.00
TOTAL:		0.20	\$130.00

Bryan L. Clobes - Partner

ADMITTED TO PRACTICE: 1988

	Rate	Hours	Rate x Hours
March 2011 - December 2011	650.00	2.30	\$1,495.00
2012	665.00	4.10	\$2,726.50
2013	690.00	6.20	\$4,278.00
January 2014 - February 2014	700.00		\$0.00
TOTAL:		12.60	\$8,499.50

Jennifer W. Sprengel - Partner

ADMITTED TO PRACTICE: 1990

	Rate	Hours	Rate x Hours
March 2011 - December 2011	650.00	1.20	\$780.00
2012	665.00		\$0.00
2013	690.00	1.70	\$1,173.00
January 2014 - February 2014	700.00		\$0.00
TOTAL:		2.90	\$1,953.00

Michael S. Tarringer - Partner
 ADMITTED TO PRACTICE: 1996

	Rate	Hours	Rate x Hours
March 2011 - December 2011	600.00	0.40	\$240.00
2012	625.00		\$0.00
2013	630.00		\$0.00
January 2014 - February 2014			\$0.00
TOTAL:		0.40	\$240.00

Nyran Rose Rasche - Partner
 ADMITTED TO PRACTICE: 1999

	Rate	Hours	Rate x Hours
March 2011 - December 2011	600.00		
2012	620.00		
2013	630.00	15.20	\$9,576.00
January 2014 - February 2014	630.00		
TOTAL:		15.20	\$9,576.00

Christopher B. Sanchez - Partner
 ADMITTED TO PRACTICE: 2000

	Rate	Hours	Rate x Hours
March 2011 - December 2011	550.00		
2012	575.00		
2013	585.00	511.20	\$299,052.00
January 2014 - February 2014	600.00		
TOTAL:		511.20	\$299,052.00

Kelly L. Tucker - Associate
 ADMITTED TO PRACTICE: 2010

	Rate	Hours	Rate x Hours
March 2011 - December 2011	450.00		
2012	475.00	67.00	\$31,825.00
2013	500.00	424.00	\$212,000.00
January 2014 - February 2014	510.00		
TOTAL:		491.00	\$243,825.00

Ashleigh Latonick - Paralegal
 YEARS OF EXPERIENCE: 3

	Rate	Hours	Rate x Hours
March 2011 - December 2011	240.00		
2012		4.00	\$960.00
2013			
January 2014 - February 2014			
TOTAL:		4.00	\$960.00

Ellen Weiler - Paralegal
 YEARS OF EXPERIENCE: 15

	Rate	Hours	Rate x Hours
March 2011 - December 2011	225.00		
2012	230.00	2.10	\$472.50
2013	235.00	8.90	\$2,047.00
January 2014 - February 2014		1.40	\$329.00
			\$0.00
TOTAL:		12.40	\$2,848.50

Abby Colazzo - Paralegal
 YEARS OF EXPERIENCE: 5

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012			
2013			
January 2014 - February 2014	240.00	1.60	\$384.00
TOTAL:		1.60	\$384.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	1051.50
CUMULATIVE FIRMWIDE LODESTAR.....	567,468.00
NON-TAXABLE EXPENSES*	10,000.00
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	0.00

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

CRIDEN & LOVE

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF KEVIN B. LOVE, ESQUIRE

I, Kevin B. Love, declare as follows:

1. I am a Partner of the law firm of Criden & Love, P.A. My firm is counsel to Oasis Foods Company and ZaZa, Inc., plaintiffs in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, my firm has continued to keep

advised of all material events in the case in order to counsel our clients.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re DDAVP*, 05-2237 (S.D.N.Y.); *In re Air Cargo Shipping Serv. Antitrust Litig.*, 06-MD-1775 (E.D.N.Y.); *In Re: TFT-LCD (Flat Panel) Antitrust*

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

Litig., 3:07-MD-1827 (N.D. Cal.); *In re Packaged Ice Antitrust Litig.*, 08-MD-1952 (E.D. Mich).

6. My firm did not incur any reimbursable expenses in connection with this litigation from March 2011 through February 2014.

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

Executed on June, 10, 2014 at Miami, Florida.



Kevin B. Love

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
CRIDEN & LOVE, P.A.

CRIDEN, MICHAEL E. /ATTY/SR. PARTNER
 ADMITTED TO PRACTICE IN 1997

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ 625.00	0.25	\$156.25
2012	\$ 625.00	1.25	\$781.25
2013	\$ 625.00	0.00	\$0.00
January 2014 - February 2014	\$ 650.00	0.00	\$0.00
TOTAL:		1.50	\$937.50

LOVE, KEVIN B./ATTY/PARTNER
 ADMITTED TO PRACTICE IN 1993

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ 625.00	1.75	\$1,093.75
2012	\$ 625.00	1.50	\$937.50
2013	\$ 625.00	0.75	\$468.75
January 2014 - February 2014	\$ 650.00	0.00	\$0.00
TOTAL:		4.00	\$2,500.00

ANDREW, JASON G. ATTY/ASSOCIATE
 ADMITTED TO PRACTICE IN 2010

Period	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ 325.00	1.25	\$406.25
2012	\$ 350.00	1.25	\$437.50
2013	\$ 350.00	1.00	\$350.00
January 2014 - February 2014	\$ 375.00	0.00	\$0.00
TOTAL:		3.50	\$1,193.75

**ZUCCONI, KARL/ATTY/ SR. ASSOCIATE
ADMITTED TO PRACTICE IN 1997**

Period	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ 450.00	0.25	\$112.50
2012	\$ 450.00	0.25	\$112.50
2013	\$ 475.00	0.00	\$0.00
January 2014 - February 2014			
TOTAL:		0.50	\$225.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	\$ 9.50
CUMULATIVE FIRMWIDE LODESTAR.....	\$ 4,856.25
NON-TAXABLE EXPENSES*	
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	

EDELSON & ASSOC.

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF MARC H. EDELSON, ESQUIRE

I, Marc H. Edelson, declare as follows:

1. I am a member of the law firm of Edelson & Associates, LLC. My firm is counsel to plaintiffs in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: In re Pharmaceutical Industry Average Wholesale Price Litigation, MDL 1456, Civil Action No. 01-cv-12257, United States District Court for the District of Massachusetts, In re Western States Wholesale Natural Gas Antitrust Litigation,

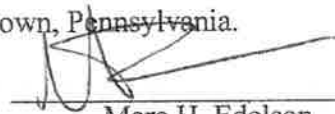
¹ Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

MDL-1566, Civil Action No. 2:03-cv-01431, United States District Court for the District of Nevada and New England Carpenters Health Benefits Fund et al. v. First DataBank, Inc. and McKesson Corp., Civil Action No. 1:05-cv-11148, United States District Court for the District of Massachusetts.

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 9, 2014 at Doylestown, Pennsylvania.



Marc H. Edelson

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

Edelson & Associates, LLC

Marc M. Edelson, Partner

Admitted 1988	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$50.00	0.40	\$260.00
2012	0.00	3.00	30.00
2013	0.00	3.00	30.00
January 2014 - February 2014	0	3.00	30.00
TOTAL		9.40	\$260.00

Joseph Klein, Associate

Admitted 1990	Rate	Hours	Rate x Hours
March 2011 - December 2011	0.00	0.00	\$0.00
January 2012 - October 2012	\$50.00	796.50	\$69,775.00
November 2012 - December 2012	400.00	74.10	\$29,640.00
2013	400.00	1,540.70	\$616,280.00
January 2014 - February 2014	0.00	0.00	\$0.00
TOTAL		2,411.30	\$714,695.00

N/A

N/A	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013			
January 2014 - February 2014			
TOTAL			

N/A

N/A	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013			
January 2014 - February 2014			
TOTAL			

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS	4811.70
CUMULATIVE FIRMWIDE LODestar	\$714,695.00
NON-TAXABLE EXPENSES*	\$13,697.28
NON-TAXABLE EXPENSES* LESS ASSESSMENTS	\$3,891.28

*Practice Code's Order of November 5, 2013 (Re: NY 159) will only reimburse costs may be awarded. Accordingly, the reported above in Exhibit 3 exclude costs for service of process, filing fees, copy cost of the cost of obtaining hearing transcripts.

FINE KAPLAN

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF PAUL COSTA, ESQUIRE

I, Paul Costa, declare as follows:

1. I am a Member of the law firm of Fine, Kaplan and Black, R.P.C. My firm is counsel to Sicilian Chefs, Inc. d/b/a Caesar's Pasta Products, a member of the direct purchaser class, and counsel for the plaintiffs in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, my firm has performed the following tasks in this litigation during the period March 2011 through February 2014: My firm worked extensively with all nine of the named plaintiffs in various aspects of discovery. In doing so, we worked closely with the named plaintiffs and other plaintiffs' counsel on numerous projects, including: (1) extensively cataloguing the named plaintiffs' efforts to collect documents responsive to Certain Defendants' First Request for Production of Documents to Direct Purchaser Plaintiffs ("Defendants' 1st RFPs"), communicating with the client contacts and co-lead counsel regarding same, and coordinating production of documents from each of the named plaintiffs to co-lead counsel; (2) ensuring the named plaintiffs comply with Case Management Order No. 6 Governing Electronic Discovery, ECF No. 27 ("CMO 6") and Case Management Order No. 14 (ECF No. 83) regarding preservation of documents and electronically stored information, and that all relevant document custodians were properly disclosed in discovery; (3) working with co-lead counsel and the client contacts for the named plaintiffs to identify appropriate plaintiff-specific search terms for electronically stored information; (4) editing and revising Plaintiffs' responses and objections to Defendants' 1st RFPs, which contained 124 separate document requests; (5) assisting with administration of the Moark settlement as it related to deficiencies in the claims of the named plaintiffs; (6) assisting co-lead counsel to prepare for meet-and-confer discussions concerning Defendants' 1st RFPs; (7) drafting the named plaintiffs' responses and objections to Defendants' First Interrogatories to the Named Direct-Purchaser Plaintiffs, and communicating with each client contact and co-lead counsel regarding same; (8) coordinating the named plaintiffs' supplemental transaction data productions according to the schedule outlined in the Stipulation and Order dated June 27, 2013 (ECF No. 829); (9) drafting, editing and revising the responses and objections to Defendants' Rule 30(b)(6)

deposition notices, and communicating with each client contact and co-lead counsel regarding same; (10) assisting co-lead counsel and the client contacts to prepare the named plaintiffs for upcoming Rule 30(b)(6) depositions, and coordinating the scheduling of the each deposition; (11) conducting legal research regarding plaintiffs' obligations in connection with a Rule 30(b)(6) deposition; (12) conducting numerous meet-and-confer discussions with defendants regarding certain named plaintiffs' objections to the Rule 30(b)(6) notices and drafting letter agreements following same; (13) drafting the named plaintiffs' responses and objections to defendants' first set of requests for admission; and (14) reviewing and coding documents produced in discovery by defendants, and drafting summary memoranda of same. In connection with nearly all of these projects, my firm's efforts included multiple phone calls and written communications with the client contacts for each named plaintiff. My firm also was in regular communication with co-lead counsel to consult on outstanding questions and provide status updates.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011

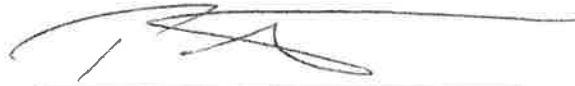
¹ Per this Court's Order of November 9, 2012 (Dkt. No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Plasma-Derivative Protein Therapies Antitrust Litigation*, MDL No. 2109 (N.D. Ill.); *In re Fasteners Antitrust Litigation*, MDL No. 1912 (E.D. Pa.); *In re Urethane (Polyether Polyols) Antitrust Litigation*, No. 04-md-1616 (D. Kan.); *In re Food Service Equipment Hardware Antitrust Litigation*, No. 10-cv-1849 (N.D. Ga.); *In re Air Cargo Shipping Services Antitrust Litigation*, No. 06-md-1775 (E.D.N.Y.); *In re Southeastern Milk Antitrust Litigation*, No. 08-md-1000 (E.D. Tenn.); and *In re Flat Glass Antitrust Litigation (II)*, No. 08-mc-180 (W.D. Pa.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 9, 2014 at Philadelphia, Pennsylvania.

A handwritten signature in black ink, appearing to be 'Paul Costa', written over a horizontal line.

Paul Costa

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
FINE, KAPLAN AND BLACK, RPC

**DONALD L. PERELMAN, MEMBER
 ADMITTED TO PRACTICE 1980**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	675.00	0.50	\$337.50
2012	675.00	0.00	\$0.00
2013	725.00	0.00	\$0.00
January 2014 - February 2014	725.00	0.00	\$0.00
TOTAL:		0.50	\$337.50

**ROBERTA D. LIEBENBERG, MEMBER
 ADMITTED TO PRACTICE 1975**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	700.00	7.80	\$5,460.00
2012	700.00	0.00	\$0.00
2013	750.00	0.00	\$0.00
January 2014 - February 2014	750.00	0.00	\$0.00
TOTAL:		7.80	\$5,460.00

**GERARD A. DEVER, MEMBER
ADMITTED TO PRACTICE 2000**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	525.00	0.00	\$0.00
2012	525.00	0.00	\$0.00
2013	575.00	0.50	\$287.50
January 2014 - February 2014	575.00	10.00	\$5,750.00
TOTAL:		10.50	\$6,037.50

**PAUL COSTA, MEMBER
ADMITTED TO PRACTICE 2001**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	475.00	55.10	\$26,172.50
2012	475.00	40.30	\$19,142.50
2013	525.00	130.00	\$68,250.00
January 2014 - February 2014	525.00	56.10	\$29,452.50
TOTAL:		281.50	\$143,017.50

**MARY L. RUSSELL, ASSOCIATE
ADMITTED TO PRACTICE 1986**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	450.00	0.00	\$0.00
2012	450.00	0.00	\$0.00
2013	500.00	132.30	\$66,150.00
January 2014 - February 2014	500.00	0.00	\$0.00
TOTAL:		132.30	\$66,150.00

**ROBERT A. LARSEN, OF COUNSEL
ADMITTED TO PRACTICE 1994**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	400.00	0.00	\$0.00
2012	400.00	120.00	\$48,000.00
2013	450.00	1033.70	\$465,165.00
January 2014 - February 2014	450.00	0.00	\$0.00
TOTAL:		1153.70	\$513,165.00

**NANCY M. BLAKESLEE, PARALEGAL
PRACTICING SINCE 1978**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	220.00	0.20	\$44.00
2012	220.00	0.00	\$0.00
2013	250.00	0.30	\$75.00
January 2014 - February 2014	250.00	1.50	\$375.00
TOTAL:		2.00	\$494.00

**SUSAN J. HUFNAGEL, PARALEGAL
PRACTICING SINCE 2003**

	Rate	Hours	Rate x Hours
March 2011 - Decembe 2011	220.00	0.00	\$0.00
2012	220.00	0.00	\$0.00
2013	250.00	7.50	\$1,875.00
January 2014 - February 2014	250.00	0.00	\$0.00
TOTAL:		7.50	\$1,875.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS	1,595.80
CUMULATIVE FIRMWIDE LODESTAR	\$ 736,536.50
NON-TAXABLE EXPENSES	849.73
NON-TAXABLE EXPENSES LESS ASSESSMENTS	849.73

FREED KANNER

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF DOUGLAS A. MILLEN, ESQUIRE

I, Douglas A. Millen declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, my firm has performed the following tasks in this litigation during the period from March 2011 through February 2014: the analysis and coding of assigned batches of Plaintiffs documents as well as of assigned batches of documents produced by Defendants and third parties in this litigation; assisted in deposition preparation; conferred with interim Co-Lead Counsel on value of evidence discovered during document review; drafted legal memoranda; and monitored events and developments of the case, including the informative monthly status reports and various filings with the court and co-counsel.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was

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

performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In Re: Plasma-Derivative Protein Therapies Antitrust Litigation*, No. 1:09-cv-07666-JBG (N.D. Ill.); *In Re: Aftermarket Filters Antitrust Litigation*, No. 1:08-cv-04883-RWG (N.D. Ill.); *In Re: TFT-LCD (Flat Panel) Antitrust Litigation*, No. 3:07-md-01827-SI (N.D. Cal.); *In Re: Municipal Derivatives Antitrust Litigation*, No. 1:08-md-01950-VM (S.D.NY); *In Re: Air Cargo Shipping Services Antitrust Litigation*, No. 1:06-md-01775-JG-VVP (E.D.NY); and *In Re: Potash Antitrust Litigation (II)*, No. 1:08-cv-06910-RC (N.D. Ill.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 13, 2014 at Bannockburn, Illinois.

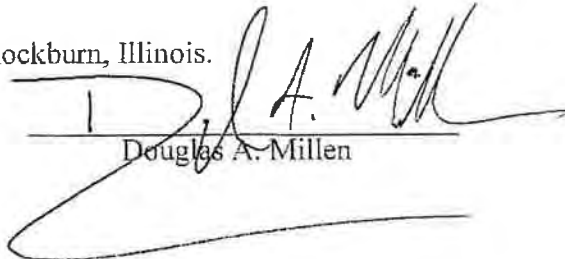

Douglas A. Millen

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

FREED KANNER LONDON & MILLEN LLC

Freed, Michael J. - Partner
 ADMITTED TO PRACTICE: 1963

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$740.00	0.00	\$0.00
2012	\$750.00	0.50	\$375.00
2013	\$770.00	0.00	\$0.00
January 2014 - February 2014	\$780.00	0.00	\$0.00
TOTAL:		0.50	\$375.00

Kanner, Steven A. - Partner
 ADMITTED TO PRACTICE: 1979

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$690.00	0.40	\$276.00
2012	\$700.00	0.00	\$0.00
2013	\$720.00	0.00	\$0.00
January 2014 - February 2014	\$750.00	0.00	\$0.00
TOTAL:		0.40	\$276.00

London, William H. - Partner
 ADMITTED TO PRACTICE: 1987

Rate	Hours	Rate x Hours

March 2011 - December 2011	\$570.00	0.00	\$0.00
2012	\$625.00	0.20	\$125.00
2013	\$635.00	0.50	\$317.50
January 2014 - February 2014	\$660.00	0.00	\$0.00
TOTAL:		0.70	\$442.50

Millen, Douglas A. - Partner
ADMITTED TO PRACTICE: 1995

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$565.00	1.00	\$565.00
2012	\$615.00	2.10	\$1,291.50
January - June 2013	\$625.00	5.40	\$3,375.00
July - December 2013	\$635.00	5.00	\$3,175.00
January 2014 - February 2014	\$650.00	0.00	\$0.00
TOTAL:		13.5	\$8,406.50

Moskovitz, Michael E. - Partner
ADMITTED TO PRACTICE: 1996

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$550.00	0.50	\$275.00
2012	\$560.00	0.00	\$0.00
2013	\$580.00	0.00	\$0.00
January 2014 - February 2014	\$610.00	0.00	\$0.00
TOTAL:		0.50	\$275.00

Wozniak, Robert J. - Partner
 ADMITTED TO PRACTICE: 2001

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$495.00	7.00	\$3,465.00
2012	\$535.00	1.50	\$802.50
2013	\$555.00	0.30	\$166.50
January 2014 - February 2014	\$580.00	0.00	\$0.00
TOTAL:		8.80	\$4,434.00

Sawyer, Donald L. - Associate
 ADMITTED TO PRACTICE: 2006

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$340.00	0.00	\$0.00
2012	\$370.00	29.20	\$10,804.00
January - June 2013	\$385.00	0.30	\$115.50
July - December 2013	\$395.00	68.90	\$27,215.50
January 2014 - February 2014	\$410.00	0.00	\$0.00
TOTAL:		98.40	\$38,135.00

Silverman, Michael L. - Associate
 ADMITTED TO PRACTICE: 2008

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$295.00	0.00	\$0.00
2012	\$335.00	78.40	\$26,264.00

2013
 January 2014 - February 2014

\$350.00	0.00	\$0.00
\$375.00	0.00	\$0.00
TOTAL:		\$26,264.00

**Serdikoff, Steve - Of Counsel
 ADMITTED TO PRACTICE:**

March 2011 - December 2011
 2012
 2013
 January 2014 - February 2014

\$400.00	1363.50	\$545,400.00
TOTAL:		\$545,400.00

**Khamoo, Marlene S. - Paralegal
 ADMITTED TO PRACTICE:**

March 2011 - December 2011
 2012
 2013
 January 2014 - February 2014

\$195.00	18.30	\$3,568.50
\$195.00	22.70	\$4,426.50
\$195.00	4.80	\$936.00
\$195.00	0.70	\$136.50
TOTAL:		\$9,067.50

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS	1611.20
CUMULATIVE FIRMWIDE LODESTAR	\$633,075.50
NON-TAXABLE EXPENSES*	\$10,077.50
NON-TAXABLE EXPENSES* LESS ASSESSMENTS	\$77.50

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

GOLD BENNETT

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF THOMAS C. BRIGHT, ESQUIRE

I, Thomas C. Bright, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

- (a) Document preservation, document production, and responses to document request for our two very large class representative clients, GSF and EBY. These two class representative clients have a total of twenty-four (24) custodians;
- (b) Responding to interrogatories on behalf of GSF and EBY;
- (c) Review and analysis of certain defendants' documents;
- (d) Preparing for and defending the depositions of GSF, EBY, and certain of their employees, objecting to deposition notices;
- (e) Research producers of egg products for damages claims of our class representative clients;
- (f) Reviewing important pleadings and joint status reports to communicate important developments to our class representative clients; and
- (g) Reviewing settlement agreements with our class representative clients and obtaining their approval.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable

expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include:

(a) *Feyko v. Yuhe International, Inc. et al.*, Case No. 11-cv-05511-DDP (PJWx) (C.D. Cal.);

(b) *In re Municipal Derivatives Antitrust Litigation*, Master Docket No. 08-cv-2516 (VM) (GW) (S.D.N.Y.);

(c) *In re Titanium Dioxide Antitrust Litigation*, Master Docket No. 10-cv-00318(RDB) (D. Maryland);

(d) *In re: Plasma-Derivative Protein Therapies Antitrust Litigation*, Case No. 09 cv-07666 JBG (N.D. Ill.);

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

(e) *Redwen v. Sino Clean Energy, Inc., et al.*, Case No. 11-cv-03936 PA (SSx) (C.D. Cal.);

(f) *In re Wonder Auto Technologies, Inc. Securities Litigation*, Case No. 11-cv-03687-PAE (S.D.N.Y.); and

(g) *In re Tronox, Inc. Securities Litigation*, Civil Action No. 09-cv-06220-SAS (S.D.N.Y.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 19, 2014 at San Francisco, California.

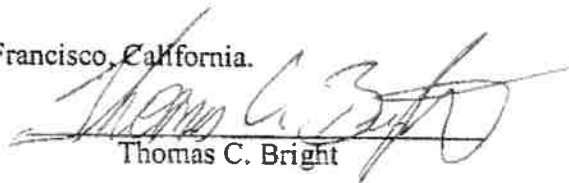

Thomas C. Bright

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES**FIRM NAME: GOLD BENNETT CERA & SIDENER LLP**

Solomon B. Cera - Partner
 ADMITTED TO PRACTICE: 1981

	<u>Rate</u>	<u>Hours</u>	<u>Rate x Hours</u>
March 2011 - December 2011	725.00	2.50	\$1,812.50
2012	750.00	2.50	\$1,875.00
2013	800.00	0.50	\$400.00
January 2014 - February 2014	850	1.00	\$850.00
TOTAL:		6.50	\$4,937.50

Thomas C. Bright - Partner
 ADMITTED TO PRACTICE: 1994

	<u>Rate</u>	<u>Hours</u>	<u>Rate x Hours</u>
March 2011 - December 2011	525.00	16.50	\$8,662.50
2012	600.00	171.75	\$103,050.00
2013	625.00	145.75	\$91,093.75
January 2014 - February 2014	650	15.00	\$9,750.00
TOTAL:		349.00	\$212,556.25

Pamela A. Markert - Partner
 ADMITTED TO PRACTICE: 1999

	<u>Rate</u>	<u>Hours</u>	<u>Rate x Hours</u>
March 2011 - December 2011	475.00	13.25	\$6,293.75
2012	550.00	181.75	\$99,962.50
2013	575.00	79.50	\$45,712.50
January 2014 - February 2014	600	5.50	\$3,300.00
TOTAL:		280.00	\$155,268.75

John R. Leibee - Paralegal
 YEARS OF EXPERIENCE: 10

	<u>Rate</u>	<u>Hours</u>	<u>Rate x Hours</u>
March 2011 - December 2011	0.00	0.00	\$0.00
2012	200.00	16.00	\$3,200.00
2013	200.00	11.25	\$2,250.00
January 2014 - February 2014	200	3.25	\$650.00
TOTAL:		30.50	\$6,100.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	666.00
CUMULATIVE FIRMWIDE LODESTAR.....	\$ 378,862.50
NON-TAXABLE EXPENSES*.....	\$ 12,742.53
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$ 2,742.53

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

GUSTAFSON GLUEK

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF DANIEL C. HEDLUND, ESQUIRE

I, Daniel C. Hedlund, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation during this period: client matters related to management of case for client and class representative SensoryEffects Flavor Co. (“SensoryEffects”); factual and legal research; discovery tasks, including reviewing and coding documents produced by Defendants, assisting with the preservation of documents for plaintiff SensoryEffects; discussing litigation strategy, analysis and case management with co-counsel; and preparing for and participating in telephone conferences with co-counsel regarding case status and strategy.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These

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rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Vitamin C Antitrust Litigation*, 1:06-md-01738-BMC-JO (E.D.N.Y.); *Precision Associates, Inc., et al.*, 1:08-cv-00042-JG-VVP (E.D.N.Y.); *In re TFT-LCD (Flat Panel) Antitrust Litigation*, 3:07-md-01827-SI (N.D. Ca.); *In re Static Random Access Memory (SRAM) Antitrust Litigation*, 4:07-md-01819-CW (N.D. Ca.); *In re Air Cargo Shipping Services Antitrust Litigation*, 1:06-md-01775-JG-VVP (E.D.N.Y.); *In re OSB Antitrust Litigation*, 2:06-cv-00826-PD (E.D. Pa.); and *In re Iowa Ready-Mix Concrete Antitrust Litigation*, 5:10-cv-04038-MWB (N.D. Ia.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 12, 2014, at Minneapolis, MN.



Daniel C. Hedlund

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES**GUSTAFSON GLUEK PLLC****Daniel E. Gustafson - Member
Date of Admission: 1989**

	Rate	Hours	Rate x Hours
2012	\$ 800.00	0.50	\$400.00
2013	\$ 850.00	0.75	\$637.50
TOTAL:		1.25	\$1,037.50

**Karla M. Gluek - Member
Date of Admission: 1993**

	Rate	Hours	Rate x Hours
2013	\$ 700.00	0.25	\$175.00
TOTAL:		0.25	\$175.00

**Jason S. Kilene - Member
Date of Admission: 1994**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ 550.00	1.75	\$962.50
2012	\$ 575.00	1.00	\$575.00
2013	\$ 600.00	2.50	\$1,500.00
TOTAL:		5.25	\$3,037.50

Daniel C. Hedlund - Member
Date of Admission: 1995

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ 550.00	6.25	\$3,437.50
2012	\$ 575.00	11.50	\$6,612.50
2013	\$ 600.00	6.50	\$3,900.00
January 2014 - February 2014	\$ 700.00	5.75	\$4,025.00
TOTAL:		30.00	\$17,975.00

Amanda M. Williams - Member
Date of Admission: 2004

	Rate	Hours	Rate x Hours
2012	\$ 450.00	2.50	\$1,125.00
TOTAL:		2.50	\$1,125.00

Cathy K. Smith - Member
Date of Admission: 2005

	Rate	Hours	Rate x Hours
2013	\$ 475.00	1.00	\$475.00
TOTAL:		1.00	\$475.00

**Michelle Looby - Associate
Date of Admission: 2007**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ 350.00	18.25	\$6,387.50
2012	\$ 375.00	14.50	\$5,437.50
2013	\$ 400.00	5.25	\$2,100.00
January 2014 - February 2014	\$ 425.00	0.25	\$106.25
TOTAL:		38.25 \$	14,031.25

**Daniel J. Nordin - Associate
Date of Admission: 2011**

	Rate	Hours	Rate x Hours
2012	\$ 300.00	0.25	\$75.00
2013	\$ 325.00	473.50	\$153,887.50
January 2014 - February 2014	\$ 350.00	1.50	\$525.00
TOTAL:		475.25	\$154,487.50

**Michael Winston - Attorney
Date of Admission: 1996**

	Rate	Hours	Rate x Hours
2013	\$ 400.00	276.25	\$110,500.00
TOTAL:		276.25	\$110,500.00

Sarah A. Moen - Paralegal
Years of Experience: 13

	Rate	Hours	Rate x Hours
2012	\$ 250.00	0.75	\$187.50
TOTAL:		0.75	\$187.50

Melanie L. Morgan - Paralegal
Years of Experience: 9

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ 225.00	17.50	\$3,937.50
2012	\$ 200.00	33.25	\$6,650.00
TOTAL:		50.75	\$10,587.50

Danette K. Mundahl - Paralegal
Years of Experience: 6

	Rate	Hours	Rate x Hours
2012	\$ 175.00	1.25	\$218.75
2013	\$ 175.00	0.50	\$87.50
January 2014 - February 2014	\$ 150.00	0.50	\$75.00
TOTAL:		2.25	\$381.25

Jamie L. Holzer - Paralegal
Years of Experience: 2

	Rate	Hours	Rate x Hours
2013	\$ 175.00	19.50	\$3,412.50
January 2014 - February 2014	\$ 150.00	6.25	\$937.50
TOTAL:		25.75	\$4,350.00

Shawn M. Seaberg - Paralegal
Years of Experience: 7

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ 175.00	11.50	\$2,012.50
2012	\$ 150.00	19.25	\$2,887.50
2013	\$ 150.00	8.25	\$1,237.50
January 2014 - February 2014	\$ 125.00	1.75	\$218.75
TOTAL:		40.75	\$6,356.25

Tracey D. Grill - Administrator
Years of Experience: 7

	Rate	Hours	Rate x Hours
2013	\$ 150.00	2.25	\$337.50
TOTAL:		2.25	\$337.50

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	952.50
CUMULATIVE FIRMWIDE LODESTAR.....	\$325,043.75
NON-TAXABLE EXPENSES*	\$64.43
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$64.43

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

HEINS MILLS & OLSON

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF VINCENT J. ESADES, ESQUIRE

I, Vincent J. Esades, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, my firm has performed the following tasks in this litigation: Participated in conferences with Co-Lead Counsel regarding case strategy, assigned project of preparation of settlement approval papers for Cal-Maine

settlement, discovery issues, and depositions and subpoenas of Defendant Sparboe; prepared for and participated in meet and confer with Defendant Sparboe's counsel regarding depositions; reviewed, analyzed and coded documents produced by Defendants; drafted memorandum in support of preliminary approval of Cal-Maine settlement and performed related legal research; and contributed to the litigation fund to support the continued prosecution of the litigation.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions.

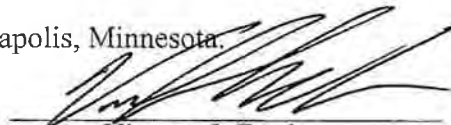
¹ Per this Court's Order of November 9, 2012 (ECF No. 759), *id.* at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.

In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Plasma-Derivative Protein Therapies Antitrust Litigation*, MDL No. 2109, 1:09-cv-05130 (N.D. Ill.); *In re Titanium Dioxide Antitrust Litigation*, Case No. 10-cv-00318 (D. Md.); *In re TFT-LCD (Flat Panel) Antitrust Litigation*, MDL No. 1827, 3:07-md-01827 (N.D. Cal.); and *In re Municipal Derivatives Antitrust Litigation*, MDL No. 1950, 1:08-cv-02516 (S.D.N.Y.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 11, 2014 at Minneapolis, Minnesota.



Vincent J. Esades

EXHIBIT 1

EXHIBIT 1**SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES****FIRM NAME: HEINS MILLS & OLSON, P.L.C.**

Vincent J. Esades - Partner

Admitted to Practice: 1994

	Rate	Hours	Rate x Hours
March 2011 - December 2011			\$0.00
2012	560.00	0.50	\$280.00
2013 (pre 6/1/2013)	560.00	0.25	\$140.00
2013 (as of 6/1/2013)	575.00	1.75	\$1,006.25
January 2014 - February 2014		0.00	\$0.00
		TOTAL:	2.50
			\$1,426.25

Katherine T. Kelly - Associate

Admitted to Practice: 2004

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	\$0.00
2012	365.00	0.75	\$273.75
2013	395.00	31.75	\$12,541.25
January 2014 - February 2014		0.00	\$0.00
		TOTAL:	32.50
			\$12,815.00

Joshua G. Hauble - Associate

Admitted to Practice: 2005

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	\$0.00
2012		0.00	\$0.00
2013	400.00	264.00	\$105,600.00
January 2014 - February 2014		0.00	\$0.00
		TOTAL:	264.00
			\$105,600.00

Karen E. Taggart - Associate
Admitted to Practice: 1997

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	\$0.00
2012		0.00	\$0.00
2013	400.00	219.50	\$87,800.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		219.50	\$87,800.00

Maureen E. Sandey - Associate
Admitted to Practice: 2011

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	\$0.00
2012		0.00	\$0.00
2013	365.00	616.25	\$224,931.25
January 2014 - February 2014		0.00	\$0.00
TOTAL:		616.25	\$224,931.25

Irene M. Kovarik - Paralegal
Experience - 35 years

	Rate	Hours	Rate x Hours
March 2011 - December 2011	200.00	2.00	\$400.00
2012	200.00	1.00	\$200.00
2013	200.00	0.25	\$50.00
January 2014 - February 2014		0.00	\$0.00
TOTAL:		3.25	\$650.00

Sarah L. Deutl - Document Clerk
Experience - 2 years

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	\$0.00
2012		0.00	\$0.00
2013	150.00	2.25	\$337.50
January 2014 - February 2014		0.00	\$0.00
TOTAL:		2.25	\$337.50

Amy L. Gooselaw - Document Clerk
 Experience - 14+ years

	Rate	Hours	Rate x Hours
March 2011 - December 2011	150.00	0.75	\$112.50
2012		0.00	\$0.00
2013		0.00	\$0.00
January 2014 - February 2014		0.00	\$0.00
		TOTAL:	
		0.75	\$112.50

CUMULATIVE FIRMWIDE HOURS		1141.00
CUMULATIVE FIRMWIDE LODESTAR	\$	433,672.50
NON-TAXABLE EXPENSES*	\$	10,608.47
NON-TAXABLE EXPENSES* LESS ASSESSMENTS	\$	608.47

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

KELLER ROHRBACK

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF MARK GRIFFIN

I, MARK A. GRIFFIN, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation (in addition to those set forth in my September 5, 2012 declaration (ECF 735-16)): Research and analysis for use in amending the complaint with respect to the Hillandale entities; Investigation and negotiation of responses to Defendants' discovery requests and 30(b)(6) deposition notice directed to named Plaintiff Lisciandro; Communication with proposed class representative Lisciandro about litigation strategy, key developments in the case, discovery obligations, and settlements; Analysis and coding of documents produced by Defendants; and Preparation for the defense of proposed class representative Lisciandro at his deposition.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals

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

(attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Several examples were included in my September 5, 2012 declaration (ECF 735-16). Additional examples include: *Cason-Merenda, et al. v. Detroit Medical Center, et al.*, Case No. 06-CV-15601 (E.D. Mich. Oct. 24, 2013) (Doc. 823) (Court approved percentage-of-fund award cross-checked against hourly rates); and *Keithly, et al. v. Intelius, Inc., et al.*, Case No. 09-1485RSL (W.D. Wa. Nov. 21, 2013) (Doc. 314) (Court approving percentage-of-fund award and cross-checked against hourly rates).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on Friday, June 13, 2014 at Seattle, Washington

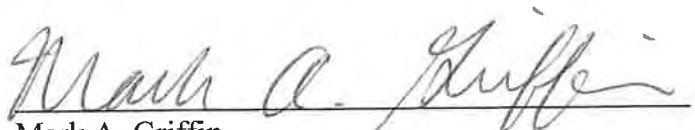

Mark A. Griffin

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

FIRM NAME: Keller Rohrbach LLP

**NAME OF ATTORNEY/NON-ATTORNEY + TITLE
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: Raymond Farrow / Partner / 2001**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$565.00	0.60	\$ 339.00
March 2011 - December 2011 (New Rate)	\$600.00	16.60	\$ 9,960.00
2012	\$600.00	11.70	\$ 7,020.00
2013	\$615.00	1.60	\$ 984.00
January 2014 - February 2014			\$ -
TOTAL:		30.50	\$ 18,303.00

**NAME OF ATTORNEY/NON-ATTORNEY + TITLE
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: Mark Griffin / Partner / 1986**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$655.00	9.60	\$ 6,288.00
March 2011 - December 2011 (New Rate)	\$700.00	9.30	\$ 6,510.00
2012	\$700.00	34.30	\$ 24,010.00
2013	\$715.00	24.80	\$ 17,732.00
January 2014 - February 2014	\$775.00	4.60	\$ 3,565.00
TOTAL:		82.60	\$ 58,105.00

NAME OF ATTORNEY/NON-ATTORNEY + TITLE

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: Amy Hanson / Associate / 1998

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$425.00	3.00	\$ 1,275.00
March 2011 - December 2011 (New Rate) 2012	\$450.00	65.30	\$ 29,385.00
2013	\$450.00	52.50	\$ 23,625.00
January 2014 - February 2014	\$460.00	645.40	\$ 296,884.00
	\$485.00	28.90	\$ 14,016.50
TOTAL:		795.10	\$365,185.50

NAME OF ATTORNEY/NON-ATTORNEY - TITLE ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: Mary Montgomery / Paralegal / 1991

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$235.00	2.40	\$ 564.00
March 2011 - December 2011 (New Rate) 2012	\$250.00	5.10	\$ 1,275.00
2013	\$250.00	10.40	\$ 2,600.00
January 2014 - February 2014	\$250.00	7.00	\$ 1,750.00
	\$263.00	1.20	\$ 315.60
TOTAL:		26.10	\$ 6,504.60

NAME OF ATTORNEY/NON-ATTORNEY + TITLE ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: Lynn Lincoln Sarko / Partner / 1981

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$740.00	1.20	\$ 888.00

March 2011 - December 2011 (New Rate)	\$785.00	2.50	\$	1,962.50
2012	\$785.00	1.30	\$	1,020.50
2013	\$810.00	3.70	\$	2,997.00
January 2014 - February 2014	\$895.00	1.00	\$	895.00
TOTAL:		9.70	\$	7,763.00

**NAME OF ATTORNEY/NON-ATTORNEY + TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Milana Shenderovich / Paralegal / 2010**

March 2011 - December 2011	\$190.00	1.30	\$	247.00
March 2011 - December 2011 (New Rate)		-	\$	-
2012		-	\$	-
2013		-	\$	-
January 2014 - February 2014		-	\$	-
TOTAL:		1.30	\$	247.00

**NAME OF ATTORNEY/NON-ATTORNEY + TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Brian Spangler / Paralegal / 1997**

March 2011 - December 2011	\$200.00	0.40	\$	80.00
March 2011 - December 2011 (New Rate)		-	\$	-
2012	\$205.00	5.00	\$	1,025.00
2013	\$205.00	0.20	\$	41.00
January 2014 - February 2014		-	\$	-

TOTAL: 5.60 \$ 1,146.00

NAME OF ATTORNEY/NON-ATTORNEY + TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Ben Watson / Paralegal / 2011

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$190.00	0.90	\$ 171.00
March 2011 - December 2011 (New Rate) 2012	\$200.00	1.30	\$ 260.00
2013	\$205.00	0.20	\$ 41.00
January 2014 - February 2014	\$	-	\$ -
TOTAL:		2.40	\$ 472.00

NAME OF ATTORNEY/NON-ATTORNEY + TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Erica Knerr / Paralegal / 2003

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$	-	\$ -
March 2011 - December 2011 (New Rate) 2012	\$200.00	10.30	\$ 2,060.00
2013	\$205.00	4.60	\$ 943.00
January 2014 - February 2014	\$215.00	1.50	\$ 322.50
TOTAL:		16.40	\$ 3,325.50

NAME OF ATTORNEY/NON-ATTORNEY + TITLE

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: Sean Levy / Associate / 2009

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ -		-
March 2011 - December 2011 (New Rate)	\$ -		-
2012	\$ 3350.00	219.00	76,650.00
2013	\$ -		-
January 2014 - February 2014	\$ -		-
TOTAL:		219.00	\$ 76,650.00

NAME OF ATTORNEY/NON-ATTORNEY + TITLE
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: Melissa Madsen / Paralegal / 2003

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ -		-
March 2011 - December 2011 (New Rate)	\$ -		-
2012	\$ 220.00	11.50	2,530.00
2013	\$ -		-
January 2014 - February 2014	\$ -		-
TOTAL:		11.50	\$ 2,530.00

NAME OF ATTORNEY/NON-ATTORNEY + TITLE
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: Lindsay Pearson / Paralegal / 2010

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$ -		-

March 2011 - December 2011 (New Rate)					
2012	\$200.00	2.00	\$	-	
2013	\$210.00	3.00	\$	400.00	
January 2014 - February 2014			\$	630.00	
			\$	-	
TOTAL:		5.00	\$	1,030.00	

**NAME OF ATTORNEY/NON-ATTORNEY + TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Emily Rayborn / Paralegal / 1997**

March 2011 - December 2011					
March 2011 - December 2011 (New Rate)					
2012	\$200.00	4.20	\$	840.00	
2013			\$	-	
January 2014 - February 2014			\$	-	
TOTAL:		4.20	\$	840.00	

**ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Katie Sifferman / Paralegal / 2011**

March 2011 - December 2011					
March 2011 - December 2011 (New Rate)					
2012	\$200.00	1.40	\$	280.00	
2013			\$	-	
January 2014 - February 2014			\$	-	
TOTAL:		1.40	\$	280.00	

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: Joel Garrido / Paralegal / 2001

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$	-	-
March 2011 - December 2011 (New Rate)	\$	-	-
2012	\$	-	-
2013	\$	-	-
January 2014 - February 2014	\$210.00	10.00	2,100.00
	\$	-	-
TOTAL:	\$	10.00	2,100.00

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: Vijay Gosalia / Associate / 2005

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$	-	-
March 2011 - December 2011 (New Rate)	\$	-	-
2012	\$	-	-
2013	\$	-	-
January 2014 - February 2014	\$360.00	327.10	117,756.00
	\$380.00	28.80	10,944.00
	\$	-	-
TOTAL:	\$	355.90	128,700.00

ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: Jamie Wallace / Paralegal / 2011

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$	-	-

March 2011 - December 2011 (New Rate)					\$ -		
2012					\$ -		
2013					\$ 660.00		
January 2014 - February 2014		\$200.00	3.30		\$ -		
TOTAL:			3.30		\$ 660.00		

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: RoxAnn Ward / Paralegal / 1994

March 2011 - December 2011					\$ -		
March 2011 - December 2011 (New Rate)					\$ -		
2012					\$ -		
2013					\$ 60.00		
January 2014 - February 2014		\$200.00	0.30		\$ -		
TOTAL:			0.30		\$ 60.00		

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: Dan Lenentine / Paralegal / 2011

March 2011 - December 2011					\$ -		
March 2011 - December 2011 (New Rate)					\$ -		
2012					\$ -		
2013					\$ -		
January 2014 - February 2014		\$240.00	4.00		\$ 960.00		
TOTAL:			4.00		\$ 960.00		

ADMITTED TO PRACTICE or YEARS OF EXPERIENCE:

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$	-	-
March 2011 - December 2011 (New Rate)	\$	-	-
2012	\$	-	-
2013	\$	-	-
January 2014 - February 2014	\$	-	-
TOTAL:	\$	-	-

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	1,584.30
CUMULATIVE FIRMWIDE LODESTAR.....	\$ 674,861.60
NON-TAXABLE EXPENSES*	10521.09
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	521.09

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

LEOPOLD KUVIN

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF THEODORE J. LEOPOLD, ESQUIRE

I, Theodore J. Leopold declare as follows:

1. I am a Partner with the law firm of Cohen Milstein Sellers & Toll. My firm is counsel to Karetas Foods, Inc., a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation: document review.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include:

a. Keithly v. Intelius, Inc., USDC, Western District of Washington, Case No.: C09-

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

1485RSL.

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on 20th day of June, 2014.



Theodore J. Leopold

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
Leopold Law P.A.

Theodore J. Leopold / President
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 1987

	Rate	Hours	Rate x Hours
March 2011 - December 2011	750.00	3.55	\$2,662.50
2012	750.00	1.20	\$900.00
2013		0.00	
January 2014 - February 2014		0.00	
TOTAL:		4.75	\$3,562.50

Gregory S. Weiss / Attorney
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 1999

	Rate	Hours	Rate x Hours
March 2011 - December 2011	500.00	0.50	\$250.00
2012		0.00	
2013		0.00	
January 2014 - February 2014		0.00	
TOTAL:		0.50	\$250.00

Adam J. Langino / Associate
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 2006

	Rate	Hours	Rate x Hours
March 2011 - December 2011	300.00	0.15	\$45.00
2012		0.00	
2013		0.00	
January 2014 - February 2014		0.00	
TOTAL:		0.15	\$45.00

Leslie M/ Kroeger / Attorney
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 1993

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	
2012		0.00	
2013	510.00	45.25	\$23,007.50
January 2014 - February 2014		0.00	
TOTAL:		45.25	23007.50

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	50.65
CUMULATIVE FIRMWIDE LODESTAR.....	26865.00
NON-TAXABLE EXPENSES*	10025.16
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	25.16

LEVIN FISHBEIN

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF HOWARD J. SEDRAN, ESQUIRE

I, Howard J. Sedran, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, my firm has performed the following tasks in this litigation: The review and coding of Rose Acre, Midwest Poultry and other documents as assigned by Co-Lead Counsel.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014.² The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at

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

² Exhibit 2 has been corrected to properly identify the status of Associates and Attorneys.

amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re: Air Cargo Antitrust Litigation*, Master File 06-MD-1775 (JG) (VVP) (E.D.N.Y.); and *In re: Urethane (Polyether Polyols Antitrust Litigation)*, C.A. No. 04-md-1616 – MDL No. 1616 (D. Kansas).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 12, 2014 at Philadelphia, Pennsylvania.


HOWARD J. SEDRAN, ESQUIRE

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

FIRM NAME

NAME OF ATTORNEY/NON-ATTORNEY + TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Howard J. Sedran (Partner - 1976)

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$710.00	0.30	\$213.00
2012	\$745.00	1.00	\$745.00
2013	\$775.00	0.00	\$0.00
January 2014 - February 2014	\$775.00	0.00	\$0.00
TOTAL:		1.30	\$958.00

NAME OF ATTORNEY/NON-ATTORNEY + TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Keith Verrier (Associate - 2000)

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$395.00	0.00	\$0.00
2012	\$415.00	0.00	\$0.00
2013	\$435.00	4.25	\$1,848.75
January 2014 - February 2014	\$455.00	0.00	\$0.00
TOTAL:		4.25	\$1,848.75

NAME OF ATTORNEY/NON-ATTORNEY + TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Miranda Petrillo (Attorney - 2000)

Rate	Hours	Rate x Hours
\$400.00	661.50	\$264,600.00
\$400.00	25.00	\$10,000.00
TOTAL:		\$274,600.00

2013
 January 2014 - February 2014

NAME OF ATTORNEY/NON-ATTORNEY - TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: James Rapone (Paralegal - 2000)

Rate	Hours	Rate x Hours
\$235.00	0.00	\$0.00
\$250.00	0.00	\$0.00
\$265.00	1.50	\$397.50
\$275.00	0.00	\$0.00
TOTAL:		\$397.50

March 2011 - December 2011
 2012
 2013
 January 2014 - February 2014

NAME OF ATTORNEY/NON-ATTORNEY - TITLE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: Thomas Shrack (Tech Support - 1995)

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$350.00	0.00	\$0.00
2012	\$375.00	0.00	\$0.00
2013	\$400.00	1.00	\$400.00
January 2014 - February 2014	\$450.00	0.00	\$0.00
TOTAL:		1.00	\$400.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	694.55
CUMULATIVE FIRMWIDE LODESTAR.....	\$278,204.25
NON-TAXABLE EXPENSES*.....	\$12,284.93
NON-TAXABLE EXPENSES* LESS ASSESSMENTS.....	\$2,284.93

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

LIEFF CABRASER

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF ERIC B. FASTIFF, ESQUIRE

I, Eric B. Fastiff, declare as follows:

1. I am a partner of the law firm of Lief Cabraser Heimann & Bernstein LLP. My firm is counsel to Oasis Foods, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, my firm has performed the following tasks in this litigation: conducted document review; drafted evidence summaries;

reviewed and organizes Plaintiff's documents; assisted the client with completing the client questionnaire; researched and drafted the corporate disclosure; conducted a pre-filing investigation; analyzed the expert analyses; and drafted the complaint. For this specific time period (March 2011 through February 2014, in addition to reading briefs and other filed documents, this firm conducted document review at Co-Lead Counsel's direction.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions.

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

In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re: TFT-LCD (Flat Panel) Antitrust Litigation*, MDL 3:07-md-1827 SI (N.D. Cal.); *In re: High-Tech Employee Antitrust Litigation*, 11-cv-2509-LHK (N.D. Cal.); *Joy Nwabueze v. AT&T, Inc.*, CV 09-01529 SI (N.D. Cal.); *In re Apple and AT&T iPad Unlimited Data Plan Litigation*, 5:10-cv-02553 (N.D. Cal.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 13, 2014 at San Francisco, California.


ERIC B. FASTIFF

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES**LIEFF CABRASER HEIMANN & BERNSTEIN, LLP**Joseph Saveri - Partner
ADMITTED TO PRACTICE IN 1987

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$750	0.80	\$600.00
2012			\$0.00
2013			\$0.00
January 2014 - February 2014			\$0.00
TOTAL:		0.80	\$600.00

Eric Fastiff - Partner
ADMITTED TO PRACTICE IN 1996

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013	\$675	1.10	\$742.50
January 2014 - February 2014			
TOTAL:		1.10	\$742.50

Jordan Elias - Associate
ADMITTED TO PRACTICE IN 2003

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$475	0.20	\$95.00

2012
 2013
 January 2014 - February 2014

TOTAL: 0.20 \$95.00

**Karen Jones - Associate
 ADMITTED TO PRACTICE IN 1989**

Rate Hours Rate x Hours

March 2011 - December 2011
 2012
 2013
 January 2014 - February 2014

\$490 1245.80 \$610,442.00

TOTAL: 1245.80 \$610,442.00

**Brian Troxel - Paralegal
 YEARS OF EXPERIENCE: 14 Years**

Rate Hours Rate x Hours

March 2011 - December 2011
 2012
 2013
 January 2014 - February 2014

\$260 0.10 \$26.00
 \$285 0.10 \$28.50

TOTAL: 0.20 \$54.50

**Renee Mukherji - Librarian
 YEARS OF EXPERIENCE: 20 Years**

Rate Hours Rate x Hours

March 2011 - December 2011			
2012	\$260	0.80	\$208.00
2013			
January 2014 - February 2014			
		0.80	\$208.00
TOTAL:			

<u>MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS</u>	
CUMULATIVE FIRMWIDE HOURS.....	1248.9
CUMULATIVE FIRMWIDE LODESTAR.....	\$612,142
NON-TAXABLE EXPENSES*	\$20.31
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$20.31

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

LITE DEPALMA

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF JOSEPH J. DEPALMA, ESQUIRE

I, Joseph J. DePalma, declare as follows:

1. I am Managing Member of the law firm of Lite DePalma Greenberg, LLC. The firm is counsel to Country Foods, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation: review and analysis of documents.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Publication Paper Antitrust Litigation*, 3:04-md-1631-SRU (D.Ct); *In re Air Cargo Shipping Services Antitrust Litigation*, 1:06-md-01775-JG-

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

VVP (E.D.N.Y.); *In re TFT-LCD (Flat Panel) Antitrust Litigation*, 3:07-md-01827-SI (N.D.Ca);
In re Municipal Derivatives Antitrust Litigation, 1:08-md-1950-VM (S.D.N.Y.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 13, 2014 at Newark, New Jersey.



Joseph J. DePalma

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
LITE DEPALMA GREENBERG, LLC

JOSEPH J. DEPALMA - MANAGING MEMBER
 ADMITTED TO PRACTICE: 1982

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	
2012	700.00	5.20	\$3,640.00
2013	700.00	13.60	\$9,520.00
January 2014 - February 2014	700.00	0.20	\$140.00
TOTAL:		19.00	\$13,300.00

STEVEN J. GREENFOGEL - COUNSEL
 ADMITTED TO PRACTICE: 1973

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	
2012	700.00	3.70	\$2,590.00
2013	700.00	9.00	\$6,300.00
January 2014 - February 2014	800.00	0.40	\$320.00
TOTAL:		13.10	\$9,210.00

KATRINA CARROLL - MEMBER
 ADMITTED TO PRACTICE: 2000

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	

2012			0.00	
2013	625.00		0.30	\$187.50
January 2014 - February 2014			0.00	
			0.30	\$187.50

TOTAL:

JEFFREY A. SHOOMAN - ASSOCIATE
 ADMITTED TO PRACTICE: 2006

March 2011 - December 2011			0.00	
2012	400.00		58.70	\$23,480.00
2013	400.00		345.70	\$138,280.00
January 2014 - February 2014			0.00	
			404.40	\$161,760.00

TOTAL:

MICHAEL I. GOLDMAN - ASSOCIATE
 ADMITTED TO PRACTICE: 2012

March 2011 - December 2011			0.00	
2012			0.00	
2013	350.00		5.00	\$1,750.00
January 2014 - February 2014			0.00	
			5.00	\$1,750.00

TOTAL:

MARISSA L. QUIGLEY - ASSOCIATE
 ADMITTED TO PRACTICE: 2006

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	
2012	400.00	72.40	\$28,960.00
2013		0.00	
January 2014 - February 2014		0.00	
TOTAL:		72.40	\$28,960.00

MARY JEAN PIZZA - ASSOCIATE
 ADMITTED TO PRACTICE: 1993

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	
2012		0.00	
2013	400.00	312.30	\$124,920.00
2013	500.00	262.50	\$131,250.00
January 2014 - February 2014		0.00	
TOTAL:		574.80	\$256,170.00

ERIC M. HENLEY - CASE MANAGER
 YEARS OF EXPERIENCE: 18

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	
2012		0.00	
2013	225.00	9.60	\$2,160.00
January 2014 - February 2014		0.00	
TOTAL:		9.60	\$2,160.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	1098.60
CUMULATIVE FIRMWIDE LODESTAR.....	\$473,497.50
NON-TAXABLE EXPENSES*	\$15,908.89
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$5,908.89

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

LOCKRIDGE GRINDAL

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF W. JOSEPH BRUCKNER, ESQUIRE

I, W. Joseph Bruckner, declare as follows:

1. I am a partner of the law firm of Lockridge Grindal Nauen P.L.L.P. My firm is counsel to ZAZA, Inc., a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation:

- Conferences with co-lead counsel and plaintiffs' co-counsel regarding discovery strategy, procedures and document review projects;
- Reviewed and coded Defendant documents as assigned by Co-Lead Counsel;
- Drafted summary reports for Co-Lead Counsel regarding coded documents;
- Conferences with Co-Lead Counsel regarding case projects and case status; and
- Reviewed consolidated amended complaint and transmitted comments to co-lead counsel regarding same.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as

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

Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include:

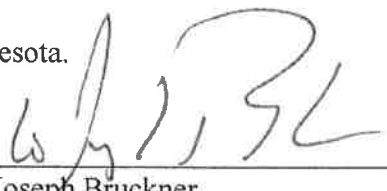
- Precision Associates, Inc., et al. v. Panalpina World Transport (Holding) Ltd., et al., Civil No. 1:08-cv-42-JG-VVP (E.D.N.Y.);
- In Re Potash Antitrust Litig. (II), Civil No. 1:08-md-06910 (N.D. Ill.);
- In Re Plasma-Derivative Protein Therapies Antitrust Litigation, MDL No. 2109, Case No. 1:09-cv-7677 (N.D. Ill.);
- In Re: TFT-LCD (Flat Panel) Antitrust Litigation, ND CA 3:07-md-1827;
- In Re Packaged Ice Antitrust Litigation, ED MI 2:08-md-1952;
- In Re: Urethane Antitrust Litigation, D KS 2:04-md-1616;
- In Re Static Random Access Memory (SRAM) Antitrust Litigation, 4:07-md-1819;
- In Re: Flat Glass Antitrust Litigation (II), WD PA 2:08-mc-180;
- In Re Publication Paper Antitrust Litigation, D CT 3:04-MD-1631;
- In Re Puerto Rican Cabotage Antitrust Litigation, D PR 3:08-md-1960;
- In Re BP Propane Indirect Purchaser Antitrust Litigation, ND IL 1:06-cv-4680;
- In Re Hydrogen Peroxide Antitrust Litigation, ED PA 2:05-cv-666;
- In Re Pressure Sensitive Labelstock Antitrust Litigation, MD PA 3:03-MDL-1556; and
- In Re Air Cargo Shipping Services Antitrust Litigation, ED NY 1:06-md-1775.

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a

contingent basis, and have not been reimbursed.

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

Executed on June 12, 2014 at Minneapolis, Minnesota.



W. Joseph Bruckner

EXHIBIT 1

Christiansen, Rachel J. - Associate			
YEARS OF EXPERIENCE: 9			
	Rate	Hours	Rate x Hours
2013	\$325.00	360.00	\$117,000.00
Cumulative Hours		360.00	
Cumulative Lodestar			\$117,000.00
Morbey, Simeon A.- Associate			
YEARS OF EXPERIENCE: 4			
	Rate	Hours	Rate x Hours
2013	\$325.00	1,166.75	\$379,193.75
Cumulative Hours		1,166.75	
Cumulative Lodestar			\$379,193.75
LeBeouf, Marcus A. - Associate			
YEARS OF EXPERIENCE: 8			
	Rate	Hours	Rate x Hours
2013	\$325.00	77.00	\$25,025.00
Cumulative Hours		77.00	
Cumulative Lodestar			\$25,025.00
Wilderson-Legros, Fawn - Associate			
YEARS OF EXPERIENCE: 21			
	Rate	Hours	Rate x Hours
2013	\$325.00	52.00	\$16,900.00
Cumulative Hours		52.00	
Cumulative Lodestar			\$16,900.00
Sipe, E. - Paralegal			
YEARS OF EXPERIENCE: 33			
	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$175.00	24.25	\$4,243.75
2012	\$175.00	34.75	\$6,081.25

Lockridge Grindal Nauen P.L.L.P			
Exhibit 1			
Lockridge, Richard - Partner			
YEARS OF EXPERIENCE: 38			
	Rate	Hours	Rate x Hours
2013	\$700.00	5.00	\$3,500.00
January 2014 - February 2014	\$775.00	0.25	\$193.75
Cumulative Hours		5.25	
Cumulative Lodestar			\$3,693.75
Silton, Heidi, M. - Partner			
YEARS OF EXPERIENCE: 19			
	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$550.00	8.75	\$4,812.50
2012	\$575.00	4.00	\$2,300.00
2013	\$600.00	36.75	\$22,050.00
Cumulative Hours		49.50	
Cumulative Lodestar			\$29,162.50
Riebel, Karen H. - Partner			
YEARS OF EXPERIENCE: 23			
	Rate	Hours	Rate x Hours
2013	\$625.00	1.75	\$1,093.75
Cumulative Hours		1.75	
Cumulative Lodestar			\$1,093.75
Odette, Elizabeth R. - Associate			
YEARS OF EXPERIENCE: 9			
	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$375.00	0.50	\$187.50
2012	\$375.00	0.50	\$187.50
Cumulative Hours		1.00	
Cumulative Lodestar			\$375.00

2013	\$175.00	25.50	\$4,462.50
January 2014 - February 2014	\$200.00	2.25	\$450.00
Cumulative Hours		86.75	
Cumulative Lodestar			\$15,237.50
<u>MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS</u>			
CUMULATIVE FIRMWIDE HOURS	1,800.00		
CUMULATIVE FIRMWIDE LODESTAR	\$587,681.25		
NON-TAXABLE EXPENSES*	\$10,026.92		
NON-TAXABLE EXPENSES* LESS ASSESSMENTS	\$26.92		
Per this Court's Order of November 9, 2012 (Dkt. No. 759), id. at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 exclude costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.			

MALKINSON

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF JOHN R. MALKINSON, ESQUIRE

I, John R. Malkinson, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation: maintaining personal and ongoing contact with, and providing litigation updates and status reports to, our client, Wixon, Inc.; investigating, formulating and drafting objections and substantive responses of Wixon, Inc. to Defendants' notices of deposition and written discovery; conducting client conferences in conjunction with case updates and discovery compliance, providing periodic updated transactional data of the client as to Egg Product purchases; furnishing periodic "litigation hold" reminders to the client; review and coding of party documents/ESI; preparation for production of plaintiff, Wixon, Inc. for deposition.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was

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

performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Potash Antitrust Litigation*, 1:08-cv-6910 (N.D. IL, 2013); *U.S.A. ex rel. Asch, et al v. Teller, Levit & Silvertrust, P.C. and Asch v. Teller, Levit & Silvertrust*, 00 C 3289 and 00 C 3290 (N.D. IL, 2009); and *In Re Foundry Resin Antitrust Litigation*, 2:04-cv-415 (S.D. OH, 2008).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 13, 2014, at Chicago, IL.

/s/ John R. Malkinson

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

FIRM NAME: MALKINSON & HALPERN, P.C.

John R. Malkinson - Partner;
 ADMITTED TO PRACTICE: 1983

	Rate	Hours	Rate x Hours
March 2011 - December 2011	525.00	14.72	\$6,720.00
2012	550.00	76.88	\$41,596.50
2013	575.00	158.14	\$90,930.50
January 2014 - February 2014	\$575	15.15	\$8,711.25
TOTAL:		264.89	\$147,958.25

Katie Kolon-Associate Attorney
 ADMITTED TO PRACTICE: 2007

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	350.00	21.75	\$7,612.50
2013			
January 2014 - February 2014			
TOTAL:		21.75	\$7,612.50

John M. Tingley--Associate Attorney
 ADMITTED TO PRACTICE: 1985

Rate	Hours	Rate x Hours

March 2011 - December 2011

2012	400*	947.00	\$378,800.00
2013			
January 2014 - February 2014		947	\$378,800.00
TOTAL:			

* Rate reflects doc review cap

Meredith W. Buckley--Associate Attorney
 ADMITTED TO PRACTICE: 2009

March 2011 - December 2011

2011			
2012	325.00	7.35	\$2,388.75
2013	350.00	0.75	\$262.50
January 2014 - February 2014	\$375	2.35	\$881.25
TOTAL:			\$3,532.50

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	1244.09
CUMULATIVE FIRMWIDE LODESTAR.....	537903.25
NON-TAXABLE EXPENSES*.....	11018.11
NON-TAXABLE EXPENSES* LESS ASSESSMENTS....	1018.11

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

NAST LAW

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF DIANNE M. NAST, ESQUIRE

I, Dianne M. Nast, declare as follows:

1. I am the founder of the law firm of NastLaw LLC. This firm is counsel to Oasis Foods Company, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in this firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. This firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by this firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, this firm has performed the

following tasks in this litigation: attended and participated in the on-site analysis of documents from Rose Acre Farms, examined additional documents produced by Rose Acre Farms and Midwest Susman; drafted memoranda describing those documents reviewed; and participated in conference calls to further the document analysis projects.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at this law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by this firm in similar types of actions. In addition, this firm has submitted fee petitions in other cases that have reported hourly

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rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re Hypodermic Products Antitrust Litigation*, C.A. No. 05-cv-1602 (D. N.J.); *In re Wellbutrin SR Antitrust Litigation*, C.A. No. 04-5525 (E.D. Pa.); and *In re Fasteners Antitrust Litigation*, C.A. No. 08-md-1912 (E.D. Pa.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by this firm on a contingent basis, and have not been reimbursed.

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

Executed on June 11, 2014 at Philadelphia, Pennsylvania.


Dianne M. Nast

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

NastLaw LLC

Dianne M. Nast - Founder

ADMITTED TO PRACTICE or YEARS OF

EXPERIENCE: 38 years

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$675.00	1.50	\$1,012.50
2012	\$700.00	0.90	\$630.00
2013	\$725.00	2.20	\$1,595.00
January 2014 - February 2014	\$750.00	0.00	\$0.00
TOTAL:		4.60	\$3,237.50

Erin C. Burns - Associate

ADMITTED TO PRACTICE or YEARS OF

EXPERIENCE: 12 years

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$445.00	0.00	\$0.00
2012	\$485.00	0.60	\$291.00
2013	\$495.00	0.50	\$247.50
January 2014 - February 2014	\$510.00	0.00	\$0.00
TOTAL:		1.10	\$538.50

Matthew A. Reid - Associate
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 3 years

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$0.00	0.00	\$0.00
2012	\$395.00	53.90	\$21,290.50
2013	\$395.00	174.70	\$69,006.50
January 2014 - February 2014	\$395.00	18.90	\$7,465.50
TOTAL:		247.50	\$97,762.50

Cathryn S. Roberts - Paralegal
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 3 years

	Rate	Hours	Rate x Hours
March 2011 - December 2011	\$150.00	0.10	\$15.00
2012	\$170.00	0.10	\$17.00
2013	\$0.00	0.00	\$0.00
January 2014 - February 2014	\$0.00	0.00	\$0.00
TOTAL:		0.20	\$32.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	253.40
CUMULATIVE FIRMWIDE LODESTAR.....	\$101,570.50
NON-TAXABLE EXPENSES*	\$11,999.32
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$1,999.32

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

SALTZ MONGELUZZI

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF SIMON BAHNE PARIS, ESQUIRE

I, Simon Paris, declare as follows:

1. I am a Partner of the law firm of Saltz Mongeluzzi Barrett & Bendesky, PC. My firm is counsel to Sicilian Chefs, Inc. d/b/a Caesar's Pasta Products, a plaintiff in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation: review of documents produced by Defendants, primarily Michael Foods, Inc.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *See, Fleisher, et al v. Fiberon, LLC*, 2:12-cv-01326-JP

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

(ED Pa., Mar. 5, 2014); *Carroll, et al v. Stettler, et al*, 2:10-cv-02262-MAM (ED Pa., Oct. 19, 2011); *In re Apple In-App Purchase Litig.*, No. 11-cv-1758-EJD, ECF No. 127 (N.D. Cal. Oct. 18, 2013); *In re Toyota Motor Corp.*, No. 8:10ML 02151 JVS (FMOx), 2013 U.S. Dist. LEXIS 94485 (C.D. Cal. June 17, 2013).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 9th, 2014 at Philadelphia, Pennsylvania.


Simon B. Paris

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

FIRM NAME: SALTZ MONGELUZZI BARRETT & BENDESKY, PC

SIMON PARIS, PARTNER

ADMITTED TO PRACTICE or YEARS OF

EXPERIENCE: 1997

	Rate	Hours	Rate x Hours
March 2011 - December 2011	525.00	1.10	\$577.50
2012	550.00	2.40	\$1,320.00
2013	585.00	5.00	\$2,925.00
January 2014 - February 2014	600.00	0.00	\$0.00
TOTAL:		8.50	\$4,822.50

SCOTT JOHNSON, CONTRACT ATTORNEY

ADMITTED TO PRACTICE or YEARS OF

EXPERIENCE: 1997

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013	400.00	1093.60	\$437,440.00
January 2014 - February 2014			
TOTAL:		1,093.60	\$437,440.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	1,102.10
CUMULATIVE FIRMWIDE LODESTAR.....	\$442,262.50
NON-TAXABLE EXPENSES*	\$10,000.00
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	0

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

SEEGER WEISS

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF STEPHEN A. WEISS

I, Stephen A. Weiss, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation:

	SEEGER WEISS LLP SUMMARY OF TASKS PERFORMED FOR THIS LITIGATION
<u>Task 1</u>	Pre-Filing Investigation, Preparation of Complaint, Case Organization. Worked closely with co-lead counsel in the factual development and drafting of complaint and in coordinating filing in United States District Court, Eastern District of Pennsylvania.
<u>Task 2</u>	Prepare MDL Filing. Assisted co-lead counsel in filing MDL petition.
<u>Task 3</u>	Identify and Develop Experts. Worked closely with co-lead counsel in pre-MDL fact investigation and identifying potential agricultural and produce industry experts.
<u>Task 4</u>	Golden Oval Tolling and Proffer. In coordination with co-lead counsel, Seeger Weiss directly participated in pre-MDL discussions and meetings with Golden Oval counsel that ultimately resulted in agreement which provided for the tolling of the statute of limitations as against Golden Oval, as well as Golden Oval's proffer and cooperation.
<u>Task 5</u>	Golden Oval Document review. At the direction of co-lead counsel, Seeger Weiss assisted with the review of Golden Oval documents.
<u>Task 6</u>	Sparboe Document Review in Wayzata, Minnesota. At the direction of co-lead counsel, Seeger Weiss assisted with the review of hard copy documents at the office of Sparboe's counsel in Wayzata, Minnesota.
<u>Task 7</u>	Motion for Reconsideration on Electronic Discovery Order. At the request of co-lead counsel, Seeger Weiss was exclusively responsible for drafting the briefing in support of this Motion.
<u>Task 8</u>	Associational Attorney-Client Privilege Research. Assigned by co-lead counsel, Seeger Weiss attorney, Parvin Aminolroaya, conducted legal research on the associational attorney-client privilege and drafted a memorandum regarding the scope of the privilege.
<u>Task 9</u>	Nu Cal Meet and Confers. At the direction of co-lead counsel, Seeger Weiss was primarily responsible for conducting meet and confers with defendant Nu Cal.
<u>Task 10</u>	Motion to Dismiss Hearing. At the request of co-lead counsel, I assisted Steven Neuwirth of co-lead counsel firm Quinn Emanuel Urquhart & Sullivan LLP with preparation for oral argument on defendants' motion to dismiss.
<u>Task 11</u>	Misc. Document Review. At the direction of co-lead counsel, Seeger Weiss assisted with the review of Don Bell, Linda Reickard, and other specially assigned documents.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases.

Examples include, without limitation:

- a. *In re StarLink Corn Prods. Liab. Litig.*, MDL No. 1403 (N.D. Ill.);

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- b. *In re Vytorin/Zetia Mktg., Sales Practices and Prods. Liab. Litig.*, MDL No. 1938 (D.N.J.);
- c. *In re Genetically Modified Rice Litig.*, MDL No. 1811 (E.D. Mo.);
- d. *In re Schering-Plough/Merck Merger Litig.*, No. 2:09-cv-01099 (DMC) (D.N.J.);
- e. *Larson v. Sprint Nextel*, No. 2:07-cv-05325 (JLL) (D.N.J.);
- f. *Milliron v. T-Mobile USA, Inc.*, No. 2:08-cv-4149 (JLI) (D.N.J.);
- g. *In re Vonage Marketing and Sales Practices Litigation*, Case No. 07-cv-03906 (FLW) (D.N.J.);
- h. *In re Wachovia Corp. "Pick-A-Payment" Mortgage Marketing and Sales Practices Litigation*, Case No. 5:09-md-02015 (N.D. Cal.);
- i. *O'Brien v. LG Electronics USA, Inc. et al.*, Case No. 10-cv-03733 (DMC) (D.N.J.); and
- j. *In re PPA Prods. Liab. Litig.*, MDL No. 1407 (W.D. Wash.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 13, 2014 at New York, NY.


Stephen A. Weiss

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
SEEGER WEISS LLP

STEPHEN A. WEISS, ESQ. - PARTNER
 Admitted 1991

	Rate	Hours	Rate x Hours
March 2011 - December 2011	750.00	4.20	\$3,150.00
2012	785.00	1.90	\$1,491.50
2013	785.00	0.40	\$314.00
January 2014 - February 2014			
TOTAL:		6.50	\$4,955.50

PARVIN K. AMINOLROAYA, ESQ. - ASSOCIATE
 Admitted 2009

	Rate	Hours	Rate x Hours
March 2011 - December 2011	395.00	0.70	\$276.50
2012	455.00	0.90	\$409.50
2013	455.00	0.80	\$364.00
January 2014 - February 2014	575.00	0.10	\$57.50
TOTAL:		2.50	\$1,107.50

DONALD R. BRADFORD, ESQ. - CONTRACT ATTY
 Years of Experience: 35

Rate	Hours	Rate x Hours

March 2011 - December 2011			
2012	395.00	10.10	\$3,989.50
2013	395.00	189.90	\$75,010.50
January 2014 - February 2014			
		200.00	\$79,000.00
			TOTAL:

<u>MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS</u>			
CUMULATIVE FIRMWIDE HOURS.....		209.00	
CUMULATIVE FIRMWIDE LODESTAR.....	\$	85,063.00	
NON-TAXABLE EXPENSES*	\$	6.40	
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$	6.40	

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

SHER CORWIN

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF DAVID S. CORWIN, ESQUIRE

I, David S. Corwin, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation during the above period: in the representation of SensoryEffects Flavor Company and at the direction of lead counsel, we have regularly communicated with our client regarding document preservation; identified records custodians and prepared related notifications; reviewed and responded to requests for production of documents and reviewed documents in connection with those responses; provided appropriate search terms in connection with ESI document review; participated in review of documents produced by defendant Rose Acre; communicated with client, document storage representatives, document retention representatives, and counsel for predecessor entity regarding document production; reviewed and responded to interrogatories, and reviewed documents and communicated with client in connection with those responses; reviewed and responded to requests for admission, and reviewed documents and communicated with client representatives and third-party witnesses in connection with those responses; reviewed and objected to client 30(b)(6) deposition notices, reviewed documents and preparation materials in connection with client's deposition, and communicated with client representatives and third-party witnesses in connection with deposition preparation; met with client representative and co-counsel in connection with client 30(b)(6) deposition preparation; researched issues relating to 30(b)(6) obligations; communicated with co-counsel regarding discovery issues; regularly reviewed pleadings and case status reports; and participated telephonically in case status conferences with lead counsel.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this

case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.


5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: Precision Associates, Inc., et al. v. Panalpina World Transport (Holding) LTD, et al., Cause No. 08-cv-00042-JG-VVP.

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

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

Executed on June 11, 2014 at St. Louis, Missouri.



David S. Corwin

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

SHER CORWIN WINTERS, LLC

David S. Corwin, Partner
 ADMITTED TO PRACTICE: 1988

	Rate	Hours	Rate x Hours
March 2011 - December 2011	600.00	0.60	\$360.00
2012	600.00	7.10	\$4,260.00
2013	600.00	0.00	\$0.00
January 2014 - February 2014	600	0.00	\$0.00
TOTAL:		7.70	\$4,620.00

Vicki L. Little, Of Counsel
 ADMITTED TO PRACTICE: 1986

	Rate	Hours	Rate x Hours
March 2011 - December 2011	550.00	20.90	\$11,495.00
2012	550.00	74.70	\$41,085.00
2013	550.00	81.50	\$44,825.00
January 2014 - February 2014	550.00	51.30	\$28,215.00
TOTAL:		228.40	\$125,620.00

Amanda R. Sher, Associate
 ADMITTED TO PRACTICE: 2008

Rate	Hours	Rate x Hours

March 2011 - December 2011	250.00	24.40	\$6,100.00
2012	250.00	148.10	\$37,025.00
2013	250.00	86.80	\$21,700.00
January 2014 - February 2014	250.00	3.10	\$775.00
TOTAL:		262.40	\$65,600.00

Michael J. Hart, Associate
 ADMITTED TO PRACTICE: 2007

March 2011 - December 2011	250.00	0.00	\$0.00
2012	250.00	111.40	\$27,850.00
2013	250.00	11.00	\$2,750.00
January 2014 - February 2014	250.00	0.00	\$0.00
TOTAL:		122.40	\$30,600.00

Douglas J. Winters, Associate
 ADMITTED TO PRACTICE: 2012

March 2011 - December 2011	0.00	0.00	\$0.00
2012	250.00	43.20	\$10,800.00
2013	250.00	0.60	\$150.00
January 2014 - February 2014	250.00	0.00	\$0.00

TOTAL: 43.80 \$10,950.00

Stacy Hindman, Paralegal
YEARS OF EXPERIENCE: 6

	Rate	Hours	Rate x Hours
March 2011 - December 2011	175.00	9.00	\$1,575.00
2012	175.00	2.60	\$455.00
2013	175.00	0.00	\$0.00
January 2014 - February 2014	175.00	0.00	\$0.00
TOTAL:		11.60	\$2,030.00

Brittany A. Price, Paralegal
YEARS OF EXPERIENCE: 6

	Rate	Hours	Rate x Hours
March 2011 - December 2011	175.00	0.00	\$0.00
2012	175.00	3.40	\$595.00
2013	175.00	4.60	\$805.00
January 2014 - February 2014	175.00	0.80	\$140.00
TOTAL:		8.80	\$1,540.00

Lauren E. Budde, Paralegal
YEARS OF EXPERIENCE: 2

Rate Hours Rate x Hours

March 2011 - December 2011	175.00	0.00	\$0.00
2012	175.00	2.20	\$385.00
2013	175.00	0.00	\$0.00
January 2014 - February 2014	175.00	0.00	\$0.00
TOTAL:		2.20	\$385.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	687.30
CUMULATIVE FIRMWIDE LODESTAR.....	\$241,345.00
NON-TAXABLE EXPENSES*	\$11,795.65
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$1,795.65

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

SPECTOR ROSEMAN

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF EUGENE SPECTOR, ESQUIRE

I, Eugene Spector, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation: Reviewed documents, Attend conference calls with Lead Counsel, Reviewed case status reports from Lead Counsel, Reviewed settlement memos from Lead Counsel.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys'

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fees in such cases. Examples include: LCD- Northern District of California # M:07-cv-01827-SI, Municipal Derivatives-Southern district of New York # 1:08cv-02516, Fasteners – Eastern District of Pa # 2:08-MD-01912-RBS

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 13, 2014 at Philadelphia, Pa

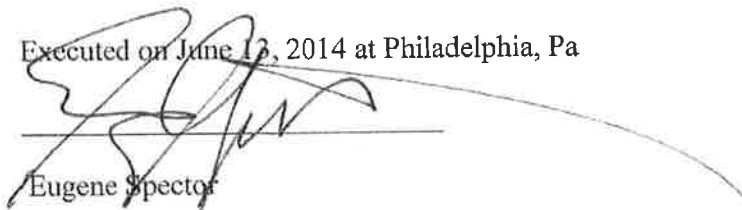

Eugene Spector

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

FIRM NAME: SPECTOR ROSEMAN KODROFF & WILLIS, PC

**EUGENE SPECTOR - PARTNER
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 1970**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	725.00	6.25	\$4,531.25
2012	740.00	2.25	\$1,665.00
2013	750.00	0.95	\$712.50
January 2014 - February 2014			
TOTAL:		9.45	\$6,908.75

**JEFFREY CORRIGAN - PARTNER
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 1990**

	Rate	Hours	Rate x Hours
March 2011 - December 2011	650.00	1.75	\$1,137.50
2012			
2013	695	0.25	\$173.75
January 2014 - February 2014			
TOTAL:		2.00	\$1,311.25

**PETER McCANN - OF COUNSEL
ADMITTED TO PRACTICE or YEARS OF
EXPERIENCE: 2000**

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	325.00	99.00	\$32,175.00
2013	350.00	1377.25	\$482,037.50
January 2014 - February 2014			
TOTAL:		1476.25	\$514,212.50

**RACHEL KOPP - ASSOCIATE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 2003**

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	390.00	0.25	\$97.50
2013	405.00	1.25	\$506.25
January 2014 - February 2014			
TOTAL:		1.5	\$603.75

**LINDSAY DOERING - OF COUNSEL
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 2000**

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	325.00	261.00	\$84,825.00
2013			
January 2014 - February 2014			

TOTAL: 261 \$84,825.00

BRAD DIRKS - OF COUNSEL
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 2000

Rate Hours Rate x Hours

March 2011 - December 2011
 2012
 2013

355.00 404.00 \$143,420.00

January 2014 - February 2014

404 \$143,420.00

TOTAL:

JON JAGHER - ASSOCIATE
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 2007

Rate Hours Rate x Hours

March 2011 - December 2011
 2012
 2013

425.00 0.25 \$106.25

450.00 0.25 \$112.50

January 2014 - February 2014

0.5 \$218.75

TOTAL:

JAY COHEN - PARTNER
 ADMITTED TO PRACTICE or YEARS OF
 EXPERIENCE: 1974

Rate Hours Rate x Hours

March 2011 - December 2011	625.00	7.75	\$4,843.75
2012	635.00	3.00	\$1,905.00
2013	650.00	23.40	\$15,210.00
January 2014 - February 2014	670	3.25	\$2,177.50
TOTAL:		37.4	\$24,136.25

**WILLIAM CALDES - PARTNER
ADMITTED TO PRACTICE OF YEARS OF
EXPERIENCE: 1994**

March 2011 - December 2011	590.00	4.75	\$2,802.50
2012	600.00	10.25	\$6,150.00
2013	625.00	8.00	\$5,000.00
January 2014 - February 2014	645	0.50	\$322.50
TOTAL:		23.5	\$14,275.00

**JEFFREY SPECTOR - ASSOCIATE
ADMITTED TO PRACTICE OF YEARS OF
EXPERIENCE: 2008**

March 2011 - December 2011	365.00	0.25	\$91.25
2012			
2013			
January 2014 - February 2014			
TOTAL:		0.25	\$91.25

CRAIG ROGERS - OF COUNSEL
 ADMITTED TO PRACTICE OF YEARS OF
 EXPERIENCE: 2000

	Rate	Hours	Rate x Hours
March 2011 - December 2011 2012			
2013			
January 2014 - February 2014	420	140.50	\$59,010.00
TOTAL:		140.5	\$59,010.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	2356.35
CUMULATIVE FIRMWIDE LODESTAR.....	849,012.50
NON-TAXABLE EXPENSES*	10,006.18
NON-TAXABLE EXPENSES* LESS ASSESSMENTS....	6.18

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

STEYER LOWENTHAL

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF ALLAN STEYER, ESQUIRE

I, Allan Steyer, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

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

following tasks in this litigation during the March 2011 through February 2014 time period: discovery including but not limited to preparing for multiple depositions and document review, review of filings, status reports, correspondence and generally keeping abreast of the litigation.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at

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amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: In re: Static Random Access Memory (SRAM) Antitrust Litigation, U.S. District Court, Northern District of California, MDL Docket No. 1819; In re Visa/Mastercard Currency Conversion Fee Antitrust Litigation, U.S.D.C., Southern District of NY, MDL Docket No. 1409; In re: Air Cargo Shipping Services Antitrust Litigation, U.S. District Court, Eastern District of NY, MDL Docket No. 1775; In re: Aftermarket Automotive Lighting Products Antitrust Litigation, U.S. District Court, Central District of California, MDL Docket No. 09 MDL 2007-GW(PJWx); and In re: TFT-LCD (Flat Panel) Antitrust Litigation, U.S. District Court, Northern District of California, MDL Docket No. 1827 SI.

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 12, 2014 at San Francisco, California.


ALLAN STEYER

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES
STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP

ALLAN STEYER, PARTNER
 ADMITTED TO PRACTICE - 1981

	Rate	Hours	Rate x Hours
March 2011 - December 2011	770.00	5.50	\$4,235.00
2012	820.00	7.70	\$6,314.00
2013	840.00	40.05	\$33,642.00
January 2014 - February 2014	860.00	7.30	\$6,278.00
TOTAL:		60.55	\$50,469.00

JAYNE A. PEETERS, SENIOR COUNSEL
 ADMITTED TO PRACTICE - 1983

	Rate	Hours	Rate x Hours
March 2011 - December 2011	660.00	48.25	\$31,845.00
2012	690.00	50.50	\$34,845.00
2012 - Document Review	480.00	48.00	\$23,040.00
2013	720.00	385.75	\$277,740.00
January 2014 - February 2014	740.00	74.00	\$54,760.00
TOTAL:		606.50	\$422,230.00

HOLLY J. STIRLING, ASSOCIATE

EXHIBIT 1

ADMITTED TO PRACTICE - 2007

	Rate	Hours	Rate x Hours
March 2011 - December 2011	N/A	0.00	\$0.00
2012	N/A	0.00	\$0.00
2013	420.00	337.25	\$141,645.00
January 2014 - February 2014	N/A	0.00	\$0.00
TOTAL:		337.25	\$141,645.00

RONALD F. LAUPHEIMER, OF COUNSEL
ADMITTED TO PRACTICE - 1973

	Rate	Hours	Rate x Hours
March 2011 - December 2011	N/A	0.00	\$0.00
2012	N/A	0.00	\$0.00
2013	500.00	113.20	\$56,600.00
January 2014 - February 2014 - Document Review	350.00	35.20	\$12,320.00
TOTAL:		148.40	\$68,920.00

JILL M. MANNING, OF COUNSEL
ADMITTED TO PRACTICE - 1995

	Rate	Hours	Rate x Hours
March 2011 - December 2011	N/A	0.00	\$0.00
2012	N/A	0.00	\$0.00

2013				
January 2014 - February 2014	N/A	0.00	\$0.00	
	695.00	74.75	\$51,951.25	
		74.75	\$51,951.25	
	TOTAL:			

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	1,227.45
CUMULATIVE FIRMWIDE LODESTAR.....	\$735,215.25
NON-TAXABLE EXPENSES*	\$ 17,606.13
NON-TAXABLE EXPENSES* LESS ASSESSMENTS....	\$ 2,606.13

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

TRUJILLO/SCHNADER

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

IN RE: PROCESSED EGG PRODUCTS	:	
ANTITRUST LITIGATION	:	MDL Docket No. 2022
		08-md-02002

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

DECLARATION OF IRA N. RICHARDS, ESQUIRE

I, Ira N. Richards, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in TRR and Schnader and the expenses incurred by these firms, during the period from March 2011 through February 2014. My firms have submitted to Interim Co-Lead Counsel in this case: (i) reports setting forth the hours which these firms (by individual) have devoted to work on this case for the foregoing period of time; and (ii) reports setting forth the expenses incurred in connection with these firms’ work on the case during that same period. These reports are based

upon records of time and expenses regularly maintained by TRR and Schnader in the normal course of conducting their business.

3. At the direction of Interim Co-Lead Counsel, TRR and Schnader reviewed documents produced by defendants in discovery in the litigation.

4. Attached as Exhibit 1 hereto are charts setting forth, for the March 2011 through February 2014 time period: (i) the individuals from TRR and Schnader who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual who has worked in this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for each of the firms; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the lodestar reports which TRR and Schnader submitted to Interim Co-Lead Class Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amounts reflected in the reports attached hereto are for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firms for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in


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the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fees petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include *Brady v. Air Line Pilots Association International*, No. 02-CV-2917 (D. N.J.), where the Court in May 2014 found the rates of TRR and Schnader to be reasonable in determining an award of fees.

6. Attached as Exhibit 3 hereto is a chart setting forth the expenses incurred by TRR in connection with the litigation in February 2012. This cost was incurred on behalf of the Direct Purchaser Plaintiff Class by TRR on a contingent basis and has not been reimbursed.

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

Executed on June 16th, 2014 at Philadelphia, PA.



Ira Neil Richards

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

Trujillo Rodriguez & Richards, LLC

Ira N. Richards, Member

ADMITTED TO PRACTICE: 1986

	Rate	Hours	Rate x Hours
March 2011 - December 2011	0.00	0.00	\$0.00
2011	0.00	0.00	\$0.00
2012	0.00	0.00	\$0.00
2012	0.00	0.00	\$0.00
2013	630.00	0.90	\$567.00
January 2014 - February 2014			\$0.00

TOTAL:

0.90 \$567.00

Jennifer Agnew, Associate

ADMITTED TO PRACTICE: 2007

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	\$0.00
2011		0.00	\$0.00
2012	285.00	19.40	\$5,529.00
2013	285.00	140.00	\$39,900.00
January 2014 - February 2014		0.00	\$0.00

TOTAL:

159.40 \$45,429.00

Nicole Miles Acchione, Associate

ADMITTED TO PRACTICE: 1996

	Rate	Hours	Rate x Hours
March 2011 - December 2011		0.00	
2011		0.00	
2012		0.00	
2013	430.00	101.50	\$43,645.00
January 2014 - February 2014		0.00	
TOTAL:		101.5	\$43,645.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	261.80
CUMULATIVE FIRMWIDE LODESTAR.....	\$89,641.00
NON-TAXABLE EXPENSES*.....	\$5,000.00
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	0

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

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES

Schnader Harrison Segal & Lewis

Ira Neil Richards

ADMITTED TO PRACTICE: 1986

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	650.00	2.20	\$1,430.00
2013		0.10	\$68.50
January 2014 - February 2014	685		
TOTAL:		2.3	\$1,498.50

Kenneth I. Trujillo

ADMITTED TO PRACTICERIENCE: 1986

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	650.00	0.20	\$130.00
2013			
January 2014 - February 2014			
TOTAL:		0.2	\$130.00

Mollie L. Finnan

ADMITTED TO PRACTICE: 2007

	Rate	Hours	Rate x Hours

March 2011 - December 2011			
2012			
2013	310.00	115.70	\$35,867.00
January 2014 - February 2014			
		115.7	\$35,867.00
TOTAL:			

Lisa J. Rodriguez
 ADMITTED TO PRACTICE: 1983

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013	650.00	0.50	\$325.00
January 2014 - February 2014			
		0.5	\$325.00
TOTAL:			

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	118.70
CUMULATIVE FIRMWIDE LODESTAR.....	37,820.50
NON-TAXABLE EXPENSES*.....	0
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	0

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

TUGGLE DUGGINS

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

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

MDL Docket No. 2002
08-md-02002

DECLARATION OF ROBERT C. CONE, ESQUIRE

I, Robert C. Cone, declare as follows:

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

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, my firm has performed the following tasks in this litigation: organizing documents received in discovery from defendants; review of defendants' documents; review of corporate records and purchase records of client; assist lead counsel with drafting disclosure responses; assist with drafting interrogatory responses; organization and production of client's documents (including electronically stored information) in response to discovery requests from defendants; preparation for 30(b)(6) deposition of client and work with lead counsel on objection to deposition notice.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011 through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as

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

Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include:

- a. In re: Cotton Yarn Antitrust Litigation, Case No. 1:04-md-1622, (M.D.N.C.); and
- b. In re: Refrigerant Compressors Antitrust Litigation, Case No. 2:09-md-02042 (S.D. Mich.).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a contingent basis, and have not been reimbursed.

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

Executed on June 13, 2014, at Greensboro, North Carolina.



Robert C. Cone

EXHIBIT 1

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES**FIRM NAME**

Robert C. Cone - Attorney - Director
 ADMITTED TO PRACTICE: 1978

	Rate	Hours	Rate x Hours
March 2011 - December 2011	280.00	12.70	\$3,556.00
2012	295.00	72.60	\$21,417.00
2013	310.00	47.30	\$14,663.00
January 2014 - February 2014	315.00	10.00	\$3,150.00
TOTAL:		142.6	\$42,786.00

Michael J. Wenig - Attorney - Director
 ADMITTED TO PRACTICE: 1986

	Rate	Hours	Rate x Hours
March 2011 - December 2011	305.00	3.20	\$976.00
2012	320.00	2.00	\$640.00
2013	340.00	3.20	\$1,088.00
January 2014 - February 2014			
TOTAL:		8.4	\$2,704.00

Sarah J. Hayward - Attorney - Associate
 ADMITTED TO PRACTICE: 2012

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	190.00	50.10	\$9,519.00
2013			
January 2014 - February 2014			
TOTAL:		50.1	\$9,519.00

B. Carol Groover - Non-Attorney - Paralegal
 YEARS OF EXPERIENCE: Since 1994

	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013	95.00	4.20	\$399.00
January 2014 - February 2014			
TOTAL:		4.2	\$399.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS

CUMULATIVE FIRMWIDE HOURS.....	205.30
CUMULATIVE FIRMWIDE LODESTAR.....	\$55,408.00
NON-TAXABLE EXPENSES*.....	\$10,216.33
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...	\$216.33

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

ZELLE HOFFMAN

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

IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION

MDL Docket No. 2002
08-md-02002

This document relates to:

ALL DIRECT PURCHASER ACTIONS

DECLARATION OF CRAIG C. CORBITT, ESQUIRE

I, CRAIG C. CORBITT, declare as follows:

1. I am a PARTNER of the law firm of ZELLE HOFMANN VOELBEL & MASON LLP. My firm is counsel to T.K. Ribbing's Family Restaurant, LLC; John A. Lisciandro d/b/a Lisciandro's Restaurant; Goldberg and Solovy Foods, Inc.; Karetas Foods, Inc.; Nussbaum-SF, Inc.; Somerset Industries, Inc.; Wixon, Inc.; SensoryEffects Flavor Co. d/b/a SensoryEffects Flavor Systems; and Eby-Brown Company LLC, plaintiffs in this action. I make this Declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the matters stated herein.

2. This Declaration pertains to the hours worked by professionals in my firm, and the expenses incurred by this firm, during the period from March 2011 through February 2014. My firm has submitted to Interim Co-Lead Counsel in this case (i) monthly reports setting forth the hours which this firm (by individual) has devoted to work on this case for the foregoing period of time, and (ii) monthly reports setting forth the expenses incurred in connection with this firm's work on the case during that same period. These monthly reports are based upon

records of time and expenses regularly maintained by my firm in the normal course of conducting its business.

3. At the direction of Interim Co-Lead Counsel, my firm has performed the following tasks in this litigation during the designated time period: conduct second-level review and analysis of the most important documents produced by Defendant National Food Corp. (“NFC”) to select the best documents for use in the depositions of NFC employees; create and run targeted searches on the document review platform, and select and summarize the best documents for use in the NFC mediation brief; conduct review of Plaintiff Eby-Brown Company LLC’s documents for production, reviewing for relevance, confidentiality and privilege; review for relevance and code documents produced by Defendants NFC, Nucal Foods, Inc., and Cal-Maine Foods, Inc. and draft summary memoranda re same; review of status reports and emails sent by co-lead counsel regarding case status and strategy, and review of court orders and other case filings; and respond to requests for information from Co-Lead Counsel, among other tasks.

4. Attached as Exhibit 1 hereto is a chart setting forth, for the March 2011 through February 2014 time period: (i) the individuals from this firm who have worked on this case; (ii) the dates of admission (attorneys) or years of experience (non-attorneys) for each individual that has worked on this case; (iii) the billable rates charged by each such individual, by year, for work performed on this case; (iv) the total number of hours that each individual has worked on this case, by year; (v) the total hours and total lodestar for the firm; and (vi) the total, non-taxable expenses¹ less assessments for the firm.

5. Attached as Exhibit 2 hereto are the monthly lodestar reports which this firm has submitted to Interim Co-Lead Counsel for the Direct Purchaser Class Plaintiffs from March 2011

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

through February 2014. The lodestar amount reflected in the reports attached hereto is for work assigned by Interim Co-Lead Class Counsel and was performed by professional staff at my law firm for the benefit of the Direct Purchaser Plaintiff Class. I have reviewed the lodestar reports attached hereto and can confirm that they are true and correct. All work reported by individuals (attorneys and non-attorneys) on behalf of the Direct Purchaser Plaintiff Class in this matter was performed on a wholly contingent basis. The rates set forth in the monthly reports attached as Exhibit 2 are the regular, historical hourly rates in effect at the time work was performed. These rates are the same as, or substantially similar to, rates used by my firm in similar types of actions. In addition, my firm has submitted fee petitions in other cases that have reported hourly rates at amounts comparable to those sought herein, and courts have approved an award of attorneys' fees in such cases. Examples include: *In re TFT-LCD (Flat Panel) Antitrust Litigation*, 3:07-MD-1827 SI (2013); *In re Static Random Access Memory (SRAM) Antitrust Litigation*, 07-md-1819 (CW) (2011); *Comes et al. v. Microsoft Corp.*, No. CL82311, Iowa District Court for Polk County (2008); *Smokeless Tobacco Cases I-IV*, J.C.C.P. No. 4250, Superior Court for the State of California, San Francisco County (2008); *Sullivan et al. v. DB Investments, Inc.*, No. 04-02819 (Stanley R. Chesler), U.S. District Court for the District of New Jersey (2008); *Carbon Black Cases*, J.C.C.P. No. 4323, Superior Court for the State of California, San Francisco County (2008); *In re Automotive Refinishing Paint Cases*, J.C.C.P. No. 4199, Superior Court for the State of California, Alameda County (2007); *In re Laminates Cases*, J.C.C.P. No. 4129, Superior Court for the State of California, Alameda County (2007).

6. Attached as Exhibit 3 hereto are monthly charts setting forth the expenses incurred by this firm in connection with this litigation from March 2011 through February 2014. These costs were incurred on behalf of the Direct Purchaser Plaintiff Class by my firm on a

contingent basis, and have not been reimbursed.

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

Executed on June 16, 2014 at San Francisco, California.

/s/ Craig C. Corbitt
Craig C. Corbitt

EXHIBIT 1

ERIC W. BUETZOW, ASSOCIATE			
ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 2007			
	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	505.00	0.30	\$151.50
2013			\$0.00
January 2014 - February 2014			\$0.00
	TOTAL:	0.30	\$151.50
HEATHER T. RANKIE, ASSOCIATE			
ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 2009			
	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	455.00	24.60	\$11,193.00
2013	480.00	521.90	\$250,512.00
January 2014 - February 2014	505.00	0.20	\$101.00
	TOTAL:	546.70	\$261,806.00
JUBILEE D. MENZIES, ASSOCIATE			
ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 1 YEAR			
	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012			
2013	395.00	755.40	\$298,383.00
January 2014 - February 2014			
	TOTAL:	755.40	\$298,383.00

SUMMARY OF MARCH 2011 - FEBRUARY 2014 TIME & EXPENSES**FIRM NAME: ZELLE HOFMANN VOELBEL & MASON LLP**

DANIEL S. MASON, PARTNER			
ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 1972			
	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	875.00	0.90	\$787.50
2013			\$0.00
January 2014 - February 2014			\$0.00
TOTAL:			0.90 \$787.50
CRAIG C. CORBITT, PARTNER			
ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 1978			
	Rate	Hours	Rate x Hours
March 2011 - December 2011			
	900.00	1.80	\$1,620.00
			\$0.00
2012	875.00	1.10	\$962.50
2013	875.00	2.10	\$1,837.50
January 2014 - February 2014			\$262.50
TOTAL:			5.30 \$4,682.50
CHRISTOPHER T. MICHELETTI, PARTNER			
ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 1988			
	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2012	800.00	5.70	\$4,560.00
2013	800.00	3.90	\$3,120.00
January 2014 - February 2014			\$0.00
TOTAL:			9.60 \$7,680.00

ROBERT NEWMAN, PARALEGAL			
ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 1988			
	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2011			
2012			
2013			
January 2014 - February 2014	275.00	0.20	\$55.00
TOTAL:		0.20	\$55.00
MARIE BABIONE, PARALEGAL			
ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 2006			
	Rate	Hours	Rate x Hours
March 2011 - December 2011			
2011			
2012			
2013	235.00	4.50	\$1,057.50
January 2014 - February 2014			
TOTAL:		4.50	\$1,057.50
MONICA J. STEELE			
ADMITTED TO PRACTICE or YEARS OF EXPERIENCE: 1988			
	Rate	Hours	Rate x Hours
March 2011 - December 2011	220.00	5.50	\$1,210.00
2011			\$0.00
2012	220.00	0.50	\$110.00
2013	235.00	4.40	\$1,034.00
January 2014 - February 2014	235.00	0.20	\$47.00
TOTAL:		10.60	\$2,401.00

MARCH 2011 - FEBRUARY 2014 CUMULATIVE TOTALS			
CUMULATIVE FIRMWIDE HOURS.....			1,333.50
CUMULATIVE FIRMWIDE LODESTAR.....			\$577,004.00
NON-TAXABLE EXPENSES*.....			\$10,089.10
NON-TAXABLE EXPENSES* LESS ASSESSMENTS...			\$89.10
*Per this Court's Order of November 9, 2012 (Dkt. No. 759), <i>id.</i> at 13, only nontaxable costs may be awarded. Accordingly, the expense values on Exhibit 1 <u>exclude</u> costs for service of process, filing fees, copying, or the cost of obtaining hearing transcripts.			

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

IN RE: PROCESSED EGG PRODUCTS :
ANTITRUST LITIGATION : **MDL No. 2002**
_____ : **08-md-02002**
:
THIS DOCUMENT APPLIES TO: :
All Direct Purchaser Actions :

[PROPOSED] ORDER

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

1. Counsel for Direct Purchaser Plaintiffs are awarded attorneys' fees in the amount of \$8,400,000, with accrued interest.
2. Counsel for Direct Purchaser Plaintiffs are awarded reimbursement of expenses in the amount of \$1,066,101.83, with accrued interest.
3. Interim Co-Lead Counsel are responsible for allocating and distributing attorneys' fees and expenses among counsel for the Direct Purchaser Plaintiffs.
4. The Court retains jurisdiction over the Cal-Maine Settlement Agreement to include resolution of any matters which may arise related to the allocation and distribution of attorneys' fees and expenses.

BY THE COURT:

GENE E.K. PRATTER
United States District Judge

CERTIFICATE OF SERVICE

I hereby certify that, on this 20th day of June, 2014, the below-listed documents were served on Liaison Counsel for Defendants, Indirect Purchaser Plaintiffs, and Direct Action Plaintiffs, as follows:

Documents Served & Manner of Service

1. Direct Purchaser Plaintiffs' Motion for an Award of Attorneys' Fees and for Reimbursement of Expenses and Proposed Order were served upon all liaison counsel via this Court's ECF system and electronic mail;
2. Direct Purchaser Plaintiffs' Memorandum in Support of Motion for an Award of Attorneys' Fees and for Reimbursement of Expenses was served upon all liaison counsel via this Court's ECF system and electronic mail;
3. The Declaration of Mindee J. Reuben, Esq. in support of Plaintiffs' Motion for an Award of Attorneys' Fees and for Reimbursement of Expenses was served upon all liaison counsel via this Court's ECF system and electronic mail;
4. The Supplemental Affidavit of Jennifer M. Keough was served upon all liaison counsel via this Court's ECF system and electronic mail; and
5. The Declaration of Jeremy S. Spiegel, Esquire, and Exhibit 1 thereto were served upon all liaison counsel via this Court's ECF system and electronic mail; Exhibits 2 and 3 to the Spiegel Declaration were filed in hard copy with the Clerk of Court and will be made available to liaison counsel via an FTP site.

Liaison Counsel

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Defendants' Liaison Counsel

Indirect Purchaser Plaintiffs' Liaison Counsel

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wblechman@kennynachwalter.com

Direct Action Plaintiffs' Liaison Counsel

Date: June 20, 2014

BY: /s/ Jeremy S. Spiegel
WEINSTEIN KITCHENOFF & ASHER LLC