

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TENNESSEE
GREENEVILLE DIVISION**

)	
IN RE SOUTHEASTERN MILK)	
ANTITRUST LITIGATION)	Master File No. 2:08-MD-1000
)	
)	Judge J. Ronnie Greer
THIS DOCUMENT RELATES TO:)	
)	
<i>Sweetwater Valley Farm, Inc., et al. v.</i>)	
<i>Dean Foods, et al., No. 2:07-CV-208</i>)	
)	

**ORDER AUTHORIZING THE FOURTH DISTRIBUTION OF DEAN
SETTLEMENT FUNDS AND APPROVING PAYMENT OF CLAIMS
ADMINISTRATOR FEES**

Upon consideration of Dairy Farmer Plaintiffs’ Motion for an Order Approving and Authorizing the Fourth Distribution of the Dean Settlement Funds and Application for Additional Claims Administrator Fees (“Motion”):

WHEREAS this Court has jurisdiction over all proceedings related to the implementation, interpretation, administration, consummation, and enforcement of the terms of the Dean settlement agreement and the administration of claims submitted by class members pursuant to Federal Rule of Civil Procedure 23;

WHEREAS this Court previously appointed Rust Consulting (“Rust”) to serve as claims administrator and determined that notice of the Dean settlement was properly and adequately disseminated in accordance with Federal Rule of Civil Procedure 23 and due process requirements;

WHEREAS, on January 8, 2013, this Court approved Plaintiffs’ plan to distribute the Dean settlement funds to eligible claimants according to each eligible claimant’s *pro rata* share

of the Dean settlement funds (“Distribution Plan”) and authorized the distribution of the proceeds from the initial Dean settlement payment to the eligible class members and Rust subsequently distributed the initial, second, and third payments of Dean settlement funds according to the Distribution Plan;

WHEREAS, Dean has made a fourth settlement payment that Plaintiffs presently seek to distribute to the eligible class members consistent with the previously approved Distribution Plan, with one adjustment set out below;

WHEREAS, this Court has reviewed the process and preparation by Rust and Subclass Counsel for the distribution of the fourth Dean settlement payment proceeds, as described in the Motion and the July 15, 2015 Affidavit of Scott Exley (“Exley Affidavit”), and now Orders that the fourth Dean settlement funds shall be distributed.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

1. The procedures used and actions taken by Rust and Subclass Counsel to process claims, administer the fourth Dean settlement payment, and resolve issues with claimants are fair, reasonable, and adequate and are hereby adjudged to have been proper, complete, and in accordance with the Court’s Orders of July 28, 2011, February 14, 2012, June 15, 2012, and January 8, 2013;

2. Plaintiffs’ proposal to distribute the proceeds from the fourth Dean settlement payment according to the claimants’ *pro rata* shares of class eligible milk volume based on each claimant’s reported production of class-eligible milk as calculated and determined by Rust and specified in Exhibit B-1 to the Exley Affidavit is approved as fair, reasonable, and adequate;

3. An adjustment to the Distribution Plan is approved so that the claimant who submitted a claim form after the applicable deadline, listed in Exhibit B-2 to the Exley Affidavit,

will receive proceeds from the fourth and subsequent Dean settlement payments as already reflected on Exhibit B-1;

4. Consistent with the settlement escrow agreement approved by the Court (*see* 7/19/11 Order, Dkt. 1655), JPMorgan Chase Bank (the “Escrow Agent”) may be paid \$2,000.00 out of the funds from the fourth Dean settlement payment for the Agent’s services and expenses to date;

5. Rust may be paid \$82,299.22 out of the funds from the fourth Dean settlement payment for Rust’s services and expenses to date in administering the Dean settlement and claims processes as explained in the Exley Affidavit;

6. Consistent with the escrow agreements and the Court’s previous Order awarding attorneys’ fees (*see* 7/19/11 Order, Dkt. 1655; 7/11/12 Order, Dkt. 1897), class counsel at Baker & Hostetler LLP are authorized to direct the Escrow Agent to disburse attorneys’ fees in the amount of \$6,666,666.66, which is the proportional amount of the attorneys’ fee previously awarded by the Court, to the bank account designated by Baker & Hostetler LLP in the escrow agreement;

7. The Net Settlement Fund for distribution by Rust to the eligible claimants is \$12,101,579.52, which is the total amount of funds from the fourth Dean settlement payment with interest, adjusted to reflect the reduction for milk volume of farmers who opted out of the Subclasses according to the Court’s instructions (*see* 1/30/14 Order, Dkt. 1980), and net attorneys’ fees in the amount of \$6,666,666.66 previously approved by the Court, and the Escrow Agent, and Rust fees requested herein;

8. Consistent with the settlement escrow agreement approved by the Court (*see* 7/19/11 Order, Dkt. 1655), class counsel at Baker & Hostetler LLP are authorized to direct the

Escrow Agent to transfer the Net Settlement Amount of \$12,101,579.52 to the bank account designated by Rust in the escrow agreement to facilitate Rust's distribution of the funds to the eligible class members;

9. Rust is authorized to effect the payment and distribution of the proceeds from the fourth Dean settlement payment directly to the eligible claimants listed in Exhibit B-1 and in the *pro rata* portions specified in Exhibit B-1 to the Exley Affidavit; and

10. The Court reserves jurisdiction over all matters relating to the distribution of the Dean settlement funds.

So ORDERED.

ENTER:

s/J. RONNIE GREER
UNITED STATES DISTRICT JUDGE