

**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
	)	
THIS DOCUMENT RELATES TO:	)	Judge J. Ronnie Greer
	)	
<i>Sweetwater Valley Farm, Inc., et al. v. Dean Foods, et al., No. 2:07-CV-208</i>	)	
	)	

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

Upon consideration of Dairy Farmer Plaintiffs’ Motion for an Order Approving and Authorizing the Fifth Distribution of the Dean Settlement Funds and Residual Funds and Application for 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 Fed. R. Civ. P. 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 Fed. R. Civ. P. 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, third, and fourth payments of Dean settlement funds according to the Distribution Plan;

WHEREAS, Dean has made a fifth settlement payment that Plaintiffs presently seek to distribute to the eligible class members consistent with the previously approved Distribution Plan;

WHEREAS, residual funds from the first four Dean payments currently reside in the settlement fund;

WHEREAS, this Court has reviewed the process and preparation by Rust and Subclass Counsel for the distribution of the fifth Dean settlement payment proceeds, as described in the Motion and the December 5, 2016 Affidavit of Heidi Taylor (“Taylor Affidavit”), and now Orders that the fifth Dean settlement funds and residual 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 fifth 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 fifth Dean settlement payment and residual funds from the first four Dean distributions 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 Taylor Affidavit is approved as fair, reasonable, and adequate;

3. Rust may be paid \$91,505.46 out of the funds from the fifth Dean settlement payment for Rust's services and expenses to date in administering the Dean settlement and claims processes as explained in the Taylor Affidavit;

4. The payment to Rust will also cover Rust's remaining fees and expenses to administer and close this matter;

5. The amount for distribution by Rust to the eligible claimants is \$12,232,964.74, comprised of the fifth Dean settlement payment in the amount of \$18,852,545.40 which reflects 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 accrued interest, plus the residual funds from the first four distributions in the amount of \$140,591.46, and minus attorneys' fees in the amount of \$6,666,666.66 previously approved by the Court, the JP Morgan fees in the amount of \$2,000, and the Rust fees and expenses in the amount of \$91,505.46;


6. 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 full amount of funds in escrow to the bank account designated by Rust in the escrow agreement to facilitate Rust's distribution of the funds to the eligible class members;

7. Rust is authorized to effect the payment and distribution of the proceeds from the fifth Dean settlement payment and residual funds directly to the eligible claimants listed in Exhibit B-1 and in the *pro rata* portions specified in Exhibit B-1 to the Taylor Affidavit.

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

So ORDERED this December 6, 2016.

ENTER:

  
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UNITED STATES DISTRICT JUDGE