

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE TURKEY ANTITRUST LITIGATION

NO. 19-CV-08318

THIS DOCUMENT RELATES TO:

HON. SUNIL R. HARJANI

COMMERCIAL AND INSTITUTIONAL
INDIRECT PURCHASER PLAINTIFF
ACTION

HON. KERI L. HOLLEB HOTALING

**DECLARATION OF MICHAEL J. FLANNERY IN SUPPORT OF COMMERCIAL
AND INSTITUTIONAL INDIRECT PURCHASER PLAINTIFFS' UNCONTESTED
MOTION FOR FINAL APPROVAL OF SETTLEMENTS WITH
COOPER FARMS, FARBEST FOODS, AND CARGILL AND ENTRY OF FINAL
JUDGMENT**

I, Michael J. Flannery, declare under oath, as follows:

1. I am a partner in the law firm of Cuneo Gilbert & LaDuca, LLP. The Court appointed my firm, together with the firm of Barrett Law Group, P.A., as Co-Lead Counsel for Commercial and Institutional Indirect Purchaser Plaintiffs (“CIIPPs”) in this litigation. (*See* ECF No. 1107). I have full knowledge of the matters stated herein and could and would testify thereto.

2. I submit this Declaration in support of CIIPPs’ Uncontested Motion for Final Approval of Settlements with Cooper Farms, Farbest Foods, and Cargill and Entry of final Judgment filed simultaneously herewith.

3. On behalf of CIIPPs, CIIPP counsel (“we” or “Co-Lead Counsel”) conducted good-faith and arm’s-length settlement negotiations with counsel for Farbest Foods, Cooper Farms and Cargill, Incorporated and Cargill Meat Solutions Corporation (“Cargill”), after the Court granted CIIPPs’ motion for class certification. These negotiations took place over several months and involved numerous meetings, telephone calls and email communications. As a result of these intense and extensive negotiations, CIIPPs signed settlement agreements with Cooper Farms on April 4, 2025 (ECF No. 1256-2), Farbest Foods on March 10, 2025 (ECF No. 1256-1), and Cargill on July 16, 2025 (ECF No. 1361-1) (collectively, the “Settlement Agreements”). The Settlement Agreements were presented to the Court for Preliminary Approval and subsequently granted preliminary approval by the Court (ECF No. 1276, ECF No. 1371).

4. The Settlements reflect the fact that the parties reached their respective agreements after the Court granted CIIPPs’ motion for Class Certification and before motions for summary judgment and trial on the merits. The parties have had ample opportunity to assess the merits of CIIPPs’ claims and the Settling Defendants’ defenses through investigation, research, settlement discussions, contested motion practice, including class certification, as well as to balance the value of the Class’s claims against the substantial risks of continued litigation.

5. Prior to filing the initial complaint on behalf of our clients in April 2020, we commenced an extensive investigation into the United States' Turkey market and the conduct underlying the allegations set forth in the CIIPPs' initial complaint (ECF No. 1, Civil Action No. 20-cv-02295). In addition to our pre-filing investigation, we have vigorously litigated this case, including successfully opposing Defendants' motions to dismiss CIIPPs' Complaint, as well as fully litigating a motion for class certification, which included a two-day expert evidentiary hearing. The parties have exchanged written discovery, conducted depositions, and engaged in extensive motion practice. Because of the substantial information we have obtained through our investigation and formal discovery, CIIPPs were fully aware of the strengths and weaknesses of each party's position prior to executing the Settlement Agreements.

6. Additionally, throughout the course of the litigation, we have researched and analyzed many legal and factual issues contested by the parties. We thoroughly evaluated the relative strengths and weaknesses of the parties' respective litigation positions in relation to these Settlement Agreements. Because of our research, analysis, and evaluation, we were well informed of the facts, benefits, risks, and consequences of the Settlement Agreements.

7. The resulting settlement negotiations with Cooper Farms, Farbest Foods, and Cargill were at arm's length and in good faith, with counsel zealously representing their clients' positions. Co-Lead Counsel's focus during these negotiations was to achieve the best possible results for the Class. The Settlement Agreements are the product of intensive settlement negotiations that included substantive and meaningful give-and-take between Co-Lead Counsel and counsel for Cooper Farms, Farbest Foods, and Cargill. The parties considered and discussed many issues and negotiated many terms of the Settlement Agreements, including the amount of payment, the timing of payment, potential conditions on payment, the effect of opt-outs on any settlement, and potential cooperation against other Defendants. Throughout this process, Cooper Farms, Farbest Foods, and Cargill were

represented by experienced, sophisticated counsel.

8. There was no collusion or preference among counsel for the parties at any time during negotiation of these Settlements. On the contrary, the negotiations were contentious, hard fought, and fully informed. Co-Lead Counsel sought to obtain the greatest monetary benefit possible from Cooper Farms, Farbest Foods, and Cargill. Furthermore, there was no discussion or agreement at any time regarding the amount of attorneys' fees Co-Lead Counsel may petition the Court to award in this case.

9. CIIPPs' named plaintiffs are not afforded special compensation in the Settlement Agreements. In their motion for fees and costs filed prior to the objection deadline, Co-Lead Counsel have sought representative service awards for the named plaintiffs (ECF No. 1442).

The Cooper Farms and Farbest Foods Settlements

10. Pursuant to the terms of the Cooper Farms and Farbest Foods Settlement Agreements, the terms of which are nearly identical, Cooper Farms and Farbest Foods each paid the sum of \$562,500 (five hundred sixty-two thousand five hundred U.S. Dollars) into the Escrow Account for the benefit of the CIIPPs Class. Cooper Farms made this deposit on May 30, 2025. This deposit has earned 3,875.74 in interest for a total of \$566,375.74 as of the last statement date of October 31, 2025. Farbest Foods also made this deposit on May 30, 2025. This deposit has earned 3,875.80 in interest for a total of \$566,375.80 as of the last statement date of October 31, 2025. Cooper Farms and Farbest Foods also agreed to cooperate with CIIPPs in prosecuting any remaining claims against other Defendants. Cooper Farms and Farbest Foods' cooperation will include providing CIIPPs with (a) declarations or affidavits relating to whether documents identified in Appendix A of the parties' Evidentiary Stipulations dated January 9, 2025 satisfy the factual predicates for a record of regularly conducted activity within the meaning of F.R.E. 803(6), if reasonably requested by CIIPPs in connection with this Action, (b) comparable declarations or

affidavits relating to up to 30 additional documents not on the aforementioned Appendix A, and (c) upon CIIPPs' request, up to two current employees of each Settling Defendant who will appear as witnesses at trial. (Cooper Farms and Farbest Foods Settlement Agreements ¶¶ 8-10).

The Cargill Settlement

11. Pursuant to the terms of the Cargill Settlement Agreement, Cargill paid \$4,000,000.00 (four million U.S. Dollars) into an interest-bearing Escrow Account for the benefit of the CIIPP Class. This deposit was made on September 10, 2025. This deposit has earned \$4,890.38 in interest for a total of \$4,004,890.38 as of the last statement date of October 31, 2025. Cargill also agreed to cooperate with CIIPPs in prosecuting any remaining claims against other Defendants. Cargill's cooperation includes providing CIIPPs, upon reasonable request, with (a) declarations or affidavits relating to whether documents identified in Appendix A of the parties' Evidentiary Stipulation dated December 20, 2024 satisfy the factual predicates for a record of regularly conducted activity within the meaning of F.R.E. 803(6); (b) comparable declarations or affidavits relating to up to 30 additional documents not on the aforementioned Appendix A; and (c) up to three current employees of Cargill to appear as witnesses at trial. (Cargill Settlement Agreement ¶ 10).

The Notice Plan

12. Co-Lead Counsel, as well as Epiq Class Action & Claims solutions, Inc. ("Epiq") and Hilsoft Notifications ("Hilsoft"), the Court-appointed Settlement Administrator, have successfully implemented the Court-approved Notice Plan in accordance with the Court's Order on Notice (ECF No. 1286, ECF No. 1399). As set forth in the Motion, its accompanying memorandum, and the supporting Declaration of Cameron R. Azari filed contemporaneously herewith, the Certified Class members have been notified about the Court's Class Certification Order and the Cooper Farms, Farbest Foods and Cargill Settlements.

13. CIIPPs do not intend to distribute proceeds from the Settlement Agreements to

qualifying members of the Certified Class at this time, but instead intend to combine any distribution from the Settlements with proceeds from future settlements or other recoveries in the litigation. Co-Lead Counsel will then move for a claims process and distribution of the available settlement proceeds to qualified class members.

14. I specialize in antitrust class action law and I am responsible for leading the prosecution of several antitrust class actions on behalf of groups like the CIIPP Class. In my opinion, and in the opinion of my Co-Lead Counsel, the Settlement Agreements with Cooper Farms, Farbest Foods, and Cargill are fair, reasonable, and adequate, and are in the best interests of the CIIPP Class members. The Settlement Agreements provide substantial benefits to the Class and avoid the delay and uncertainty of continuing protracted litigation against Cooper Farms, Farbest Foods and Cargill.

15. To the best my knowledge, and that of my Co-Lead Counsel, no individual commercial and institutional indirect purchaser actions have been filed against Cooper Farms, Farbest Foods, and Cargill regarding an agreement during the class period related to the sale of Turkey, and throughout this litigation, no Class member has expressed an interest in individually controlling separate actions against Cooper Farms, Farbest Foods, and/or Cargill.

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

Executed on December 2, 2025 at St. Louis, Missouri.

By: /s/ Michael J. Flannery
Michael J. Flannery