

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

*IN RE TURKEY ANTITRUST LITIGATION*

Case No. 1:19-cv-08318

This Document Relates To:

Honorable Sunil R. Harjani  
Hon. Keri L. Holleb Hotaling

COMMERCIAL AND INSTITUTIONAL  
INDIRECT PURCHASER PLAINTIFF  
ACTIONS

**MEMORANDUM IN SUPPORT OF COMMERCIAL AND INSTITUTIONAL  
INDIRECT PURCHASER PLAINTIFFS' MOTION FOR AN AWARD OF  
ATTORNEYS' FEES, REIMBURSEMENT OF LITIGATION EXPENSES, AND CLASS  
REPRESENTATIVE SERVICE AWARDS**

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## I. INTRODUCTION

Counsel for the Commercial and Institutional Indirect Purchaser Plaintiffs (“CIIPPs”)<sup>1</sup> have successfully negotiated and presented the Court with a settlement for \$4,000,000 with Cargill Inc. and Cargill Meat Solutions Corporation (hereafter collectively “Cargill”). This settlement was granted preliminary approval by the Court on September 14, 2025.<sup>2</sup> This settlement, in addition to three prior settlements with Cooper Farms, Farbest Foods,<sup>3</sup> and the Tyson Defendants,<sup>4</sup> total \$6,875,000 in relief for the CIIPPs. These settlements also represent resolution of the claims against four of the eleven Defendant entities, with efforts ongoing to negotiate settlements with several other Defendants. Counsel and Class Representatives for the CIIPPs have devoted, and will continue to devote, a significant amount of time and resources to this litigation. CIIPPs now come before the Court for the first time in this litigation to respectfully move for an award of attorneys’ fees, as well as reimbursement of litigation expenses, and service awards for the class representatives. Pursuant to Federal Rules of Civil Procedure 23(h) and 54(d)(2), Co-Lead Counsel for the CIIPPs respectfully request: (1) an award of attorneys’ fees of \$1,540,333 (33.3% of the gross settlement proceeds after deducting certain litigation expenses and service awards); (2) \$1,500,000.00 in reimbursement of certain litigation expenses already incurred; and (3) service awards of \$6,000 each to the CIIPP Class Representative plaintiffs Maquoketa Care Center,

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<sup>1</sup> The Court appointed Cuneo Gilbert & LaDuca, LLP and Barrett Law Group, P.A. as Co-Lead Counsel for the certified CIIPP classes on January 22, 2025. ECF No. 1107. Under Co-Lead Counsel’s direction, several other firms have assisted in prosecuting this case on CIIPPs’ behalf. At all times, Co-Lead Counsel directed and organized Class Counsel’s work. *See* Declaration of Michael J. Flannery (“Flannery Decl.”) ¶¶6, 14-16. Co-Lead Counsel will have discretion to allocate an award of attorneys’ fees among CIIPP Counsel. Co-Lead Counsel’s good-faith determination will reflect each individual Class Counsel’s contribution to the litigation.

<sup>2</sup> ECF No. 1371.

<sup>3</sup> ECF No. 1276, Docket Entry Granting Preliminary Approval of Settlement with Farbest Foods and Cooper Farms.

<sup>4</sup> The Tyson Defendants are Tyson Foods, Inc., Tyson Fresh Meats, Inc., Tyson Prepared Foods, Inc., and the Hillshire Brand Company. *See* ECF No. 433, Order Granting Final Approval of Settlement with Tyson Defendants.

Bernie's LLC, Liberty Holding Company d/b/a Liberty Tap Room and Grill, Martin's BBQ LLC, Thyme Café & Market, Music Matters, LLC d/b/a Stickyz Rock 'N' Roll Chicken Shack, and Social Kitchen, and \$1,000.00 to Class Representatives Sandee's Bakery d/b/a Sandee's Catering Bakery & Deli; and Gnemi, LLC d/b/a Logan Farms, all totaling \$44,000.00. Precedent from the Seventh Circuit and other federal courts supports these requests. CIIPPs' Co-Lead Class Counsel respectfully request the Court grant this motion.

## II. PROCEDURAL HISTORY

From this litigation's inception in 2019, counsel for CIIPPs have pursued this matter vigorously, efficiently, and effectively. Counsel for CIIPPs have succeeded in motion practice; reviewed and analyzed hundreds of thousands of documents; successfully worked with opposing counsel to resolve disputes when possible; negotiated four settlements; and obtained class certification of injunctive and putative CIIPP classes (*See generally* Flannery Decl.). The violative conduct alleged in this case involves the nation's leading suppliers of turkey products, industry data analysts, and numerous conspiring participants. Until the commencement of the U.S. Department of Justice's litigation against Agri Stats in 2023, civil plaintiffs alone carried the burden of establishing liability and seeking reimbursement for the damages alleged.<sup>5</sup> Without the efforts of plaintiffs' attorneys, no recourse for Defendants' conduct would have been available to those most impacted by it.

CIIPPs have taken on the risk of pursuing this highly complex antitrust litigation, working on a contingent basis to advance the claims of commercial indirect purchaser of turkey products. (*See* Flannery Decl. ¶¶16-22). CIIPPs asserted damages claims under the laws of twenty-eight states and the District of Columbia, as well as federal claims for injunctive relief.

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<sup>5</sup> *United State. et al. v. Agri Stats, Inc.*, Case No. 0:23-cv-03009 (D. Minn.).

Some states claims are brought under state antitrust laws; others under state consumer protection laws; and others laws of unjust enrichment.<sup>6</sup>

Since this litigation began, CIIPP Counsel has dedicated substantial time to the work in this litigation. CIIPPs' Co-Lead Counsel briefed the opposition to Defendants' multiple motions to dismiss. Through extensive legal research and writing regarding the factual and legal underpinnings of CIIPPs' antitrust claims, CIIPPs were able to prevail as the Court denied the motions in large part, allowing for the majority of the CIIPPs' claims to proceed.<sup>7</sup>

The parties then engaged in extensive and lengthy discovery. CIIPPs' counsel received and analyzed hundreds of thousands of documents produced by defendants and third parties. The parties also engaged in a robust deposition schedule, with CIIPP Counsel deposing many Defendant and third-party witnesses. CIIPPs' Counsel also produced documents for Defendants on behalf of the CIIPP Class Representatives and defended these Class Representative depositions. CIIPPs also engaged economic expert witnesses and worked extensively with those experts to provide multiple class certification and merits reports (*see* Flannery Decl. ¶¶6, 17-19).

Following these extensive discovery efforts, CIIPPs' Co-Lead Counsel filed a motion to certify the proposed CIIPP classes.<sup>8</sup> In support of class certification, CIIPPs' Co-Lead Counsel included the expert report of Russel W. Mangum, III, Ph.D., who "analyzed the conspiracy's impact across the proposed Class using multiple tools of economic analysis and consistently found that all or nearly all members of the proposed Class were injured by the conspiracy."<sup>9</sup> The class certification briefing efforts were substantial and complex. Following multiple evidentiary

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<sup>6</sup> ECF No. 666. CIIPPs' Fourth Amended Class Action Complaint.

<sup>7</sup> ECF No. 639; *Sandee's Catering v. Agri Stats, Inc. et al*, 20-cv-02295, ECF No. 88 (N.D. Ill. 2020).

<sup>8</sup> ECF No. 834.

<sup>9</sup> ECF No. 838, at 2.

hearings on these motions, the Court granted CIIPPs' motion for class certification on January 22, 2025.<sup>10</sup> The Court also formally appointed the CIIPP counsel as Lead Counsel of the certified classes noting that "class counsel have demonstrated their adequacy."<sup>11</sup>

Defendants filed a petition for permission to appeal the class certification order under rule 23(f), which was denied by the Seventh Circuit on March 4, 2025.<sup>12</sup>

CIIPPs now look towards the upcoming summary judgment briefing, having worked with CIIPPs' economic expert to produce a merits report on June 5, 2025 and merits reply reports on October 6, 2025.

Throughout these stages of litigation, CIIPP counsel have successfully engaged in extensive, good-faith settlement efforts which have resulted in four total settlements (*see* Flannery Decl. ¶¶9-11). On February 10, 2022, the Court granted final approval of CIIPPs' settlement with Tyson Foods, Inc., Tyson Fresh Meats, Inc., Tyson Prepared Foods, Inc., and Hillshire Brands Co. (collectively "Tyson") for \$1,750,000.<sup>13</sup> On May 13, 2025, the Court granted preliminary approval of settlement with Farbest Foods, Inc. and Cooper Farms, Inc., each for \$562,500.<sup>14</sup> And most recently on August 14, 2025, the Court granted preliminary approval of CIIPPs settlement with Cargill for \$4,000,000.<sup>15</sup> Discussions with other Defendants with an eye towards settlement are also ongoing. The realized settlements total \$6,875,000. Following the settlement with Tyson, the Court approved of a request from CIIPPs for reimbursement of \$700,000 in litigation expenses and payment of \$5,000 in service awards each

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<sup>10</sup> ECF No. 1107.

<sup>11</sup> *Id.* at 11.

<sup>12</sup> ECF No. 1160.

<sup>13</sup> ECF No. 433.

<sup>14</sup> ECF No. 1276.

<sup>15</sup> ECF No. 1371.

to class representatives Sandee's Bakery and Gnemi, LLC d/b/a Logan Farms.<sup>16</sup> However, this is the first instance in which CIIPP counsel has requested attorneys' fees and class representative service awards for the seven other Class Representatives who were added to this matter after the Tyson settlement.

Through motions to dismiss, discovery negotiations and motion practice, and class certification, CIIPPs counsel have for the most part prevailed in navigating the litigation to where it is today. It has been, and will continue to be, a major effort to continue to progress this case through the upcoming merits stages and ultimately to trial if necessary. CIIPP counsel have, and will continue to, vigorously and effectively pursue the alleged claims and advocate for the best interests of the CIIPP class. CIIPP class representatives have, and will continue to, represent the best interests of their class and dedicate their efforts to the advancement of this litigation (*see* Flannery Decl. ¶4, 7-8).

### III. LEGAL STANDARD

Federal Rules of Civil Procedure 23(h) provides that “[i]n a certified class action, the court may award reasonable attorney’s fees and non-taxable costs that are authorized by law...” Fed. R. Civ. P. 23(h). It is within the authority and discretion of the district court to grant interim attorneys’ fees and expenses from the settlement of a class action under Fed. R. Civ. P. 54(d)(2) and 23(h). *See In re Broiler Chicken Antitrust Litig.*, No. 16 C 8637, 2021 WL 5709250, at \*1 (N.D. Ill. Dec. 1, 2021); *Leung v. XPO Logistics, Inc.*, 326 F.R.D. 185, 198 (N.D. Ill. 2018). When determining whether a requested fee award is reasonable, a court “must balance the competing goals of fairly compensating attorneys for their services rendered on behalf of the

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<sup>16</sup> ECF No. 448.

class and of protecting the interests of the class members in the fund.” *Skelton v. Gen. Motors Corp.*, 860 F.2d 250, 258 (7th Cir. 1988)

#### IV. ARGUMENT

##### A. The Court Should Reimburse Class Counsel for Certain Past Litigation Expenses

Rule 23(h) allows the Court to reimburse counsel for costs advanced on behalf of the members of the settlement class. Fed. R. Civ. P. 23(h). This Court first granted CIIPP Counsel’s request for reimbursement of cost and ongoing litigation expenses on February 24, 2022 for \$700,000.<sup>17</sup> In granting that request, this Court acknowledged that “[s]ubstantial authority supports the use of funds obtained in partial settlements for the reimbursement or payment to Settlement Class Counsel of expenses incurred in the case.”<sup>18</sup>

Accounting for the prior reimbursement of \$700,000.00, counsel for the CIIPPs have advanced additional substantial litigation expenses necessary to pursue the CIIPPs’ claims. Counsel for CIIPPs have currently incurred additional out-of-pockets expenses totaling \$4,078,362.99 (Declaration of Sterling Aldridge (“Aldridge Decl.” ¶7)). These expenses were incurred to advance the interests of the CIIPPs. These included expenses for, among other things, transactional data acquisition and analysis, expert witness expenses, costs of gathering and producing documents and electronic data, maintaining database for the documents produced in discovery, legal and factual research technology, travel expenses, and filing fees. *Id.* ¶7. These costs were incurred and paid by Counsel with no guarantee they would ultimately be recovered.

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<sup>17</sup> ECF No. 448.

<sup>18</sup> *Id.* (citing, *Mills v. Elec. Auto-Lite Co.*, 396 U.S. 375, 392 (1970) (recognizing the right to reimbursement of litigation expenses where a common fund has been produced or preserved for the benefit of the class); *In re Synthroid Mktg. Litig.*, 264 F.3d 712, 722 (7th Cir. 2001) (recognizing a right to reimbursement of reasonable litigation expenses at market rates); *In re Dairy Farmers of Am., Inc.*, 80 F. Supp 3d 838, 853 (N.D. Ill. 2015) (recognizing the right to reimbursement of expenses from a common fund that has been produce or preserve for the benefit of an antitrust case)).

These costs are reasonable, in line with those approved by this Court and other courts in this Circuit, were necessary for the case, and should be reimbursed. *See, e.g., In re Turkey Antitrust Litig.*, No. 1:19-cv-08318, ECF No. 1358 (July 20, 2025) (granting Direct Purchaser Plaintiffs' request for \$4,384,188.14 in cost and expenses); *In re Dairy Farmers of Am., Inc.*, 80 F. Supp. 3d 838, 853 (N.D. Ill. 2015) ( granting \$482,749 in costs and expenses); *In re Propane Direct Purchaser Antitrust Litig.*, 06-cv-3621 (ECF No. 209) (N.D. Ill. June 24, 2010) (granting \$782,869.28 in costs along with a 29.5% attorneys' fees); *In re Potash Antitrust Litig.*, 08-cv-6910 (ECF No. 592) (N.D. Ill. June 12, 2013) (awarding class counsel fees equal to one-third of the fund, plus \$418,098.52 in expenses). Having achieved multiple settlements, CIIPP Counsel should now be reimbursed for a portion of these reasonable litigation expenses. CIIPP Counsel are *not* requesting a full reimbursement of their current expenses but instead are seeking only \$1,500,000.00 from the collective settlement fund at this time. This request, along with the previous reimbursement granted in 2022, would bring the total expense reimbursement to \$2,200,000.

**B. The Court Should Award Attorneys' Fees to Counsel for the CIIPPs**

The nearly seven million dollars in settlements obtained by CIIPP Counsel is the result of extensive legal work performed on a contingent basis. Counsel have worked for nearly six years and have dedicated thousands of hours pursuing the CIIPP claims. Now, for the first time, CIIPP Counsel requests an interim award of attorneys' fees for the work done to achieve these settlements and navigate this case to its current advanced stage. CIIPPs propose that a 33.3% fee award of \$1,540,333 is reasonable and warranted. The long form notice provided to the class advised that Counsel would likely request fees not exceeding one-third of the settlement funds. *See* Long Form Notice, ECF No. 1380-1 at 113.

## 1. The Court Should Implement the Percentage-of-Recovery Method

The Supreme Court has recognized that “a litigant or a lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney’s fee from the fund as a whole.” *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980). Courts determine reasonableness by “award[ing] counsel the market price for legal services, in light of the risk of nonpayment and the normal rate of compensation in the market at the time.” *In re Synthroid Mktg. Litig.*, 264 F.3d 712, 718 (7th Cir. 2001).

In the Seventh Circuit, district courts have discretion to choose between two methods of calculating a reasonable fee: (1) the lodestar method, which calculates fees based on number of hours worked; and (2) the percentage-of-recovery method, which awards as a fee a percentage of the settlement fund. *Florin v. Nationsbank of Georgia, N.A.*, 34 F.3d 560, 566 (7th Cir. 1994); *Douglas v. W. Union Co.*, 328 F.R.D. 204, 220 (N.D. Ill. 2018); *see also* 5 William B. Rubenstein, *Newberg on Class Actions* § 15:63 (5th ed. 2011). However, courts in the Northern District of Illinois have noted “that using the percentage-of-recovery method is preferable to the lodestar method.” *Leung v. XPO Logistics, Inc.*, 326 F.R.D. 185, 199 (N.D. Ill. 2018);<sup>19</sup> *see also In re Dairy Farmers of Am.*, 80 F. Supp. 3d at 844 (percentage-of-recovery “has emerged as the favored method for calculating fees in common-fund cases in this district”); *Williams v. Gen.*

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<sup>19</sup> The court in *Leung* further explained the preference for the percentage-of-recovery method:

Courts have noted the difficulties of applying lodestar to class actions, where the normal practice is to “negotiate[ ] a fee arrangement based on a percentage of the recovery.” *Capital One*, 80 F.Supp.3d at 795. This kind of fee arrangement has advantages over lodestar when there are many lightly damaged plaintiffs, because those sorts of plaintiffs have little ability to monitor counsel’s performance to ensure that counsel does not wastefully inflate hours worked in order to obtain higher fees. *Id.*; *see also* Theodore Eisenberg and Geoffrey P. Miller, *Attorney Fees in Class Action Settlements*, 1 *J. Empirical Legal Studies* 27, 31–32 (Mar. 2004) (“The percentage method is easy to calculate, does not involve the court in fee audits, and does not create incentives to waste time.”). The percentage-of-recovery method also avoids the need to determine a “risk multiplier,” which, as other courts have noted, can be an arbitrary process. *See, e.g., In re Union Carbide Corp. Consumer Prods. Bus. Secs. Litig.*, 724 F.Supp. 160, 170 (S.D.N.Y. 1989).

326 F.R.D. at 199.

*Elec. Cap. Auto Lease*, No. 1:94-cv-07410, 1995 WL 765266, at \*9 (N.D. Ill. Dec. 26, 1995) (collecting cases) (“The approach favored in the Seventh Circuit is to compute attorney’s fees as a percentage of the benefit conferred on the class.”) Other courts have similarly expressed a preference for this method.<sup>20</sup>

Seventh circuit precedent also dictates that the requested attorneys’ fees amount should derive not from the gross settlement fund, but from the settlement fund minus the requested expenses and requested class representative service awards. *Leung v. XPO Logistics, Inc.*, 326 F.R.D. 185, 199 (N.D. Ill. 2018) (“the Court must deduct costs that do not directly benefit the class from the settlement amount when determining the reasonableness of the fee”); *Pearson v. NBTY, Inc.*, 772 F.3d 778, 780–81 (7th Cir. 2014). Therefore, CIIPP Counsel requests a fee award of 33.3% of the settlement fund (\$6,875,000) minus 1) previously reimbursed expenses (\$700,000), 2) the current request for unreimbursed expenses (\$1,500,000.00), 3) prior service awards (\$10,000), and 4) the current requested service awards (\$44,000)), for a total fee award of \$1,540,333.<sup>21</sup>

## **2. Class Counsel’s Fee Request is Reasonable and Appropriate**

In this district, relevant factors used to determine the reasonableness of a requested fee award in common fund antitrust cases include, (1) the market rate, (2) fee awards in similar matters, (3) the nature of the case (including the risk of non-recovery), and (4) the amount and

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<sup>20</sup> See, e.g., *Rawlings v. Prudential-Bache Properties*, 9 F.3d 513, 515 (6th Cir. 1993); *In re Skelaxin (Metaxalone) Antitrust Litig.*, No. 2:12-CV-83, 2014 WL 2946459, at \*1 (E.D. Tenn. June 30, 2014) (“the lodestar method is cumbersome; the percentage-of-the-fund approach more accurately reflects the result achieved; and the percentage-of-the-fund approach has the virtue of reducing the incentive for plaintiffs’ attorneys to over-litigate or ‘churn’ cases.”) (citations omitted); *In re Xcel Energy, Inc., Sec., Derivative & “ERISA” Litig.*, 364 F. Supp. 2d 980, 991 (D. Minn. 2005) (“In the Eighth Circuit, use of a percentage method of awarding attorney fees in a common-fund case is not only approved, but also ‘well established.’”); see also *Manual for Complex Litigation (Third)* § 24.12 at 189 (West 1995).

<sup>21</sup>  $\$6,875,000 - \$700,000 - \$1,500,000.00 - \$10,000 - \$44,000 = 4,621,000 / 3 = \$1,540,333$

the quality of Class Counsel's work. *Kleen Prods. LLC v. Int'l Paper Co.*, No. 1:10-CV-05711, 2017 WL 5247928, at \*4 (N.D. Ill. Oct. 17, 2017). Each of these factors support awarding CIIPP Counsel the requested attorneys' fees.

**i. Common Market Rates and Fee Awards in Similar Matters**

As stated above, courts in this circuit have stated a preference for the percentage-of-recovery approach to attorneys' fees and have implemented it frequently. *See* *Leung*, 326 F.R.D. at 199; *In re Dairy Farmers*, 80 F. Supp. 3d at 844. "As a barometer for assessing the reasonableness of a fee award in common-fund cases, courts look to the going market rate for legal services in similar cases." *In re Dairy Farmers*, 80 F. Supp. 3d at 845 (citing *In re Synthroid*, 264 F.3d at 718). CIIPP Counsel's request of a thirty three and a third percent fee award is within the range of percentage fees that have been frequently accepted in this Circuit. *See, e.g., Id.* at 844 ("[t]he Seventh Circuit noted that the 'usual range for contingent fees is between 33 and 50 percent,'" (quoting *Matter of Cont'l Illinois Sec. Litig.*, 962 F.2d 566, 572 (7th Cir. 1992)); *see also In re Broiler Chicken Antitrust Litig.*, No. 16-cv-8637, 2021 WL 5709250, at \*4 (N.D. Ill. Dec. 1, 2021) ("There is simply little to no precedent recommending anything other than an award of 33 percent. With the only real evidence of the 'market rate' being one-third, that is what the Court will award."); *Charvat v. Valente*, No. 12-cv-05746, 2019 WL 5576932, at \*11 (N.D. Ill. Oct. 28, 2019) (granting fee of 33.99% of the net settlement fund); *In re Potash Antitrust Litig.*, 08-cv-6910 (ECF No. 592) (N.D. Ill. June 12, 2013) (awarding class counsel fees equal to one-third of the \$20.25 million fund, plus \$418,098.52 in expenses); *Furman v. At Home Stores, Inc.*, No. 1:16-cv-08190, 2017 WL 1730995, at \*4 (N.D. Ill. May 1, 2017) (the fact that "plaintiffs routinely agree to a one-third contingency fee arrangement[ ] reinforces that Plaintiff's Counsel are requesting the proper market rate"). Courts

in other circuits have also frequently accepted fee requests in the range of what CIIPP Counsel request here.<sup>22</sup>

A lodestar cross-check further illustrates the reasonableness of CIIPP's request. Lodestar is generally the "number of hours reasonably expended on the litigation multiplied by a reasonable hourly rate." *Hensley v. Eckerhart*, 461 U.S. 424, 433 (1983). To calculate lodestar, courts multiply the number of hours the prevailing party reasonably expended on the litigation by a reasonable hourly rate for the region and for the experience of the lawyer. *Pickett v. Sheridan Health Care Ctr.*, 664 F.3d 632, 639 (7th Cir. 2011). In the Seventh Circuit, while not required to do so, "Courts frequently use the percentage method in the first instance and cross-check the amount using the lodestar method." *In re TikTok, Inc., Consumer Priv. Litig.*, 617 F. Supp. 3d 904, 939 (N.D. Ill. 2022); *see also Williams v. Rohm and Haas Pension Plan*, 658 F.3d 629, 636 (7th Cir. 2011).

Here, CIPP Counsel's lodestar is substantial, totaling \$18,638,834.25 (Flannery Decl. ¶30). The requested fee award of \$1,540,333, is significantly less than the lodestar amount. The requested award is reasonable and supported by the effort Class Counsel has expended in achieving these settlements. *See* 5 William B. Rubenstein, *Newberg on Class Actions* § 15:88 (5th ed. 2011) (the lodestar cross-check is "a means of ensuring that the percentage award is not a windfall" to the attorneys).

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<sup>22</sup> *See, e.g., In re U.S. Bancorp Litig.*, 291 F.3d 1035, 1038 (8th Cir. 2002) (fee of 36 percent); *In re Combustion, Inc.*, 968 F. Supp. 1116, 1133, 1142 (W.D. La. 1997) (awarding fee of 36 per cent and noting that "50 percent of the fund is the upper limit on a reasonable fee award from a common fund . . . [D]istrict courts in the Fifth Circuit have awarded percentages of approximately one-third contingency fee"); *Waters v. Intern. Precious Metals Corp.*, 190 F.3d 1291, 1292-94 (11th Cir. 1999); *In re Vitamins Antitrust Litig.*, MDL No. 12852001 WL 34312839, at \*10 (D.D.C. 2001) (awarding one third of \$359 million antitrust recovery, which is "within the fifteen to forty-five percent range established in other cases."); *In re Pork Antitrust Litig.*, No. CV 18-1776 (JRT/JD), 2022 WL 18959155, at \*4 (D. Minn. Oct. 19, 2022) (granting one-third of net settlement fund as fee award).

The requested fee, thirty-three and a third percent of the total settlements minus expenses and service awards, is well within the range allowed by courts in this district, this circuit, and in circuits throughout the country.

**ii. The Nature and Risk of the Case**

The risk, magnitude, complexity, and cost of a case are often analyzed to justify the granting of a fee award. *See Isby v. Bayh*, 75 F.3d 1191, 1199 (7th Cir. 1996) (“an assessment of the likely complexity, length and expense of the litigation” is necessary to determine the reasonableness of a fee award); *In re TikTok, Inc.*, 617 F. Supp. 3d at 941 (The significant litigation risk of a case increases the market value of representation and supports a fee award); *In re Dairy Farmers of Am.*, 80 F. Supp. 3d at 847.

Antitrust class actions are particularly complex matters that pose substantial risk for the counsel pursuing them. *See In re Linerboard Antitrust Litig.*, 292 F. Supp. 2d 631, 639 (E.D. Pa. 2003) (“An antitrust class action is arguably the most complex action to prosecute. The legal and factual issues involved are always numerous and uncertain in outcome.” (citations and internal quotation marks omitted)); *In re Cardizem CD Antitrust Litig.*, 218 F.R.D. 508, 530 (E.D. Mich. 2003) (emphasizing a strong public interest in encouraging settlement of complex, class-action lawsuits because they are “notoriously difficult and unpredictable” and settlement preserves judicial resources) (citations and internal quotations omitted); *see also Kleen Prods.*, 2017 WL 5247928, at \*5. Counsel assumes considerable risk by pursuing cases on a contingent basis, advancing the costs of the litigation, and preparing for trial without a guaranteed recovery. This case was brought without the benefit of a related government investigation or enforcement action and faced numerous highly complex issues and uncertainties inherent in antitrust class action

litigation. The significant expenses, combined with the high degree of uncertainty of ultimate success, make contingent fees a necessity for cases like this.

Compensation in an amount appropriate to encourage skilled attorneys to assume the risks of this litigation is also in the public interest. The substantial recoveries counsel for the CIIPPs have achieved, and will continue to pursue, serve the public interest of enforcing the nation's antitrust laws. *See, e.g., Blue Shield of Va. v. McCready*, 457 U.S. 465, 472 (1982) (“Congress sought to create a private enforcement mechanism that would deter violators and deprive them of the fruits of their illegal actions, and would provide ample compensation to the victims of antitrust violations.”); *Zenith Radio Corp. v. Hazeltine Rsch., Inc.*, 395 U.S. 100, 130-31 (1969) (“[T]he purpose of giving private parties treble-damage and injunctive remedies was not merely to provide private relief, but was to serve as well the high purpose of enforcing the antitrust laws.”).

Here, the Court is well-versed with the complexity of this litigation and the particular complexities of the CIIPPs as a plaintiff group. CIIPP counsel have worked for years to navigate these legal and factual complexities and advance the CIIPPs' claims, all without any promise of compensation. The substantial risk undertaken by counsel for the CIIPPs strongly favors the fees requested.

### **iii. CIIPP Counsel Amount and Quality of Work**

The skill of CIIPP counsel and the quality of work produced is relevant to the reasonableness of an attorney's fee request. *In re Dairy Farmers of Am.*, 80 F. Supp. 3d at 849. This Court has already found that Co-Lead Counsel for the CIIPP class have the requisite skill and experience in class actions and antitrust litigation to effectively serve as class counsel.<sup>23</sup> This

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<sup>23</sup> ECF No. 1107.

case was developed by Plaintiffs' counsel, without the aid of government investigations or indictments, a point courts in this district have used to justify awards of fees. *Kleen Prods.*, 2017 WL 5247928, at \*5; *In re Dairy Farmers*, 80 F. Supp. 3d at 848; *In re Lawnmower Engine Horsepower Mktg. & Sales Practices Litig.*, 733 F.Supp.2d 997, 1015 (E.D. Wi. 2010). Over the nearly six years this litigation has progressed, CIIPP Class Counsel has dedicated over 29,000 hours to this litigation (Flannery Decl. ¶30). CIIPP Co-Lead counsel has coordinated a relatively small team of law firms to prepare this case for trial against some of the largest companies in the nation with formidable and well-staffed counsel. CIIPP Counsel has also been able to efficiently and harmoniously work with the other plaintiff class to advance this case. As is detailed above, much has been accomplished to advance this case to its current posture; however, there is still much work to do, with summary judgment briefing and eventual trial on the horizon. This case has, and will, require an enormous amount of work given the number of parties involved, the antitrust claims at issue, and the duration of the conspiratorial conduct (*see generally* Flannery Decl.).

The quality of representation Defendants have for their defense is also a factor courts consider. *See In re TikTok*, 617 F. Supp. 3d at 941. The quality of defense counsel is not in question here, with Defendants employing some of the largest and most experienced firms in the nation to represent them in this matter. These factors support the requested fee award.

### **C. The Court Should Approve Class Representative Service Awards**

Because a named plaintiff “is an essential ingredient of any class action,” *Cook v. Niedert*, 142 F.3d 1004, 1016 (7th Cir. 1998), the Court may authorize incentive awards “when necessary to induce individuals to become named representatives.” *In re Synthroid*, 264 F.3d at 722. “To determine if an incentive award is warranted, a district court evaluates the actions the

plaintiff has taken to protect the interests of the class, the degree to which the class has benefitted from those actions, and the amount of time and effort the plaintiff expended in pursuing the litigation.” *In re Broiler Chicken Antitrust Litigation*, No. 16 C 8637, 2021 WL 5709250, at \*4 (N.D. Ill. Dec. 1, 2021) (quoting *Camp Drug Store, Inc. v. Cochran Wholesale Pharm., Inc.*, 897 F.3d 825, 834 (7th Cir. 2018)).

On February 24, 2022, following CIIPPs’ settlement with the Tyson Defendants, this Court granted CIIPPs’ request for \$5,000 service awards for two CIIPP class representatives, Sandee’s Bakery d/b/a Sandee’s Catering Bakery & Deli and Gnemi, LLC d/b/a Logan Farms.<sup>24</sup> However, since that time, CIIPPs amend their complaint to add seven additional representatives. *See* ECF No. 666 at ¶¶ 38-46. All nine representatives have dedicated many hours gathering and producing ESI and other documents, preparing and participating in depositions, communicating frequently with counsel, and many other critical efforts (Flannery Decl. ¶¶4, 7-8).<sup>25</sup> The certified Class Representatives are willing to provide trial testimony and have been willing to spend their time pursuing claims that benefit all similarly situated businesses. This litigation, and the benefits it has, and will continue to, bring for the class, would not have occurred without the CIIPP Class Representatives. Incentive awards are intended to compensate these class representatives for this critical work done on behalf of the class and to make up for the potential financial or reputational risk undertaken in bringing the action. *See Camp Drug Store*, 897 F.3d at 834.

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<sup>24</sup> ECF No. 448.

<sup>25</sup> CIIPP Representatives Thyme Café & Market and Music Matters, LLC d/b/a Stickyz Rock ‘N’ Roll Chicken Shack were not included in CIIPPs’ motion for class certification. *See, e.g.*, ECF No. 834. However, these representatives participated fully in discovery, produced documents, data, and sat for depositions. *See* Flannery Decl. ¶4.

Here, for the first time, CIIPP Counsel, on behalf of class representatives Maquoketa Care Center, Thyme Café & Market, Bernie’s LLC, Liberty Holding Company d/b/a Liberty Tap Room and Grill, Music Matters, LLC d/b/a Stickyz Rock ‘N’ Roll Chicken Shack, Martin’s BBQ, LLC, and Social Kitchen, request a service award of \$6,000 per class representative. CIIPP Counsel further request that Sandee’s Bakery d/b/a Sandee’s Catering Bakery & Deli and Gnemi, LLC d/b/a Logan Farms, who were previously awarded \$5,000.00 receive an additional \$1,000.00 award, all totaling \$44,000.00. This amount is in line with what class representatives have received in similar matters involving protein industries, including this one.<sup>26</sup> They also are in line with service awards granted by other courts in this district. *See Leung v. XPO Logistics, Inc.*, 326 F.R.D. 185, 204 (N.D. Ill. 2018) (granting \$10,000 service award); *Eubank v. Pella Corp.*, No. 06-CV-4481, 2019 WL 1227832, at \*10 (N.D. Ill. Mar. 15, 2019) (granting \$10,000 service award); *In re TikTok*, 617 F. Supp. 3d at 949 (“A study of approximately 1,200 class actions showed that the median incentive award per plaintiff was \$5,250”) (citing 5 William B. Rubenstein, *Newberg on Class Actions* § 15:63 (5th ed. 2011)).

## V. CONCLUSION

For the foregoing reasons, Counsel respectfully requests that the Court approve: (1) a 33.3% fee award of \$1,540,333; (2) reimbursement of prior litigation costs and expenses of \$1,500,000; and (3) service awards of \$6,000 to class representatives Maquoketa Care Center,

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<sup>26</sup> *See In re Turkey Antitrust Litig.*, No. 1:19-cv-08318, ECF No. 1358 (July 20, 2025) (granting Direct Purchaser Plaintiffs’ request for \$10,000 service awards for two class representatives); *see also In re Broiler Chicken Antitrust Litig.*, No. 1:16-CV-08637, 2025 WL 2201610, at \*5 (N.D. Ill. June 30, 2025) (granting \$2,000 service awards to end user purchasers of broiler chicken products); *In re Pork Antitrust Litig.*, No. CV 18-1776 (JRT/JD), 2022 WL 18959155, at \*4 (D. Minn. Oct. 19, 2022) (granting \$7,500 service awards in antitrust matter involving commercial and institutional indirect purchaser of pork products); *In re Cattle & Beef Antitrust Litig.*, No. 22-3031 (JRT/JFD), 2023 WL 8098644, at \*4 (D. Minn. Nov. 21, 2023) (granting \$15,000 service award in antitrust matter involving commercial and institutional indirect purchaser of beef products);

Thyme Café & Market, Bernie's LLC, Liberty Holding Company d/b/a Liberty Tap Room and Grill, Music Matters, LLC d/b/a Stickyz Rock 'N' Roll Chicken Shack, Martin's BBQ, LLC, and Social Kitchen, as well as service awards of \$1,000.00 to Sandee's Bakery d/b/a Sandee's Catering Bakery & Deli and Gnemi, LLC d/b/a Logan Farms, totaling \$44,000.00.

Dated: October 23, 2025

Respectfully submitted:

By: /s/ Michael J. Flannery

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Institutional Indirect Purchaser Plaintiffs***

**CERTIFICATE OF SERVICE**

The undersigned, an attorney, hereby certifies that on October 23, 2025, a copy of the foregoing was filed electronically with the Clerk of the Court using the Court's CM/ECF system, which will send notification of the filing to all counsel of record.

By: /s/ Michael J. Flannery

Michael J. Flannery