

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE BROILER CHICKEN ANTITRUST
LITIGATION

This Document Relates To:
Direct Purchaser Actions

No. 1:16-cv-08637

Hon. Thomas M. Durkin
Magistrate Judge Jeffrey T. Gilbert

**DECLARATION OF DIRECT PURCHASER PLAINTIFF CO-LEAD COUNSEL
W. JOSEPH BRUCKNER IN SUPPORT OF DIRECT PURCHASER PLAINTIFFS'
MOTION FOR INTERIM PAYMENT OF ATTORNEYS' FEES, REIMBURSEMENT
OF EXPENSES, AND CLASS REPRESENTATIVE SERVICE AWARDS**

I, W. Joseph Bruckner, declare and state as follows:

1. I am a partner with the law firm Lockridge Grindal Nauen P.L.L.P. ("LGN"). I submit this Declaration in support of Direct Purchaser Plaintiffs' ("DPPs") Motion For Interim Payment Of Attorneys' Fees, Reimbursement Of Expenses, And Class Representative Service Awards.

2. The Court appointed LGN and Pearson, Simon & Warshaw, LLP ("PSW") as Interim Co-Lead Counsel in this case, and Hart, McLaughlin & Eldridge, LLC as Interim Liaison Counsel. Order of October 14, 2016 (ECF No. 144). Co-Lead Counsel and Liaison Counsel, with the assistance of 20 other firms (collectively, "Class Counsel"), have vigorously and efficiently prosecuted this complex antitrust case. At all times, the work of Class Counsel was directed by Co-Lead Counsel.

3. In this Declaration, I describe three aspects of this litigation:

- I. All Class Counsel's efforts in advancing this litigation and the settlements achieved to date as a result;
- II. All Class Counsel's time and expense reporting, total time and expenses incurred, and our maintenance of a common cost litigation fund;

- III. Class representatives' contribution to the prosecution of this case; and
- IV. The work of my own firm, Lockridge Grindal Nauen P.L.L.P., as Co-Lead Counsel and individually, and the time and expenses my firm has incurred in this case.

I. CLASS COUNSEL'S EFFORTS IN PROSECUTING THIS LITIGATION

4. Co-Lead Counsel filed the first antitrust complaint in this litigation in September 2016. This complaint was the product of Co-Lead Counsel's extensive preparation, investigation, and research into the broiler chicken industry. There were no contemporaneous government investigations or enforcement proceedings; in fact, it was only after approximately two-and-a-half years of litigation that the U.S. Department of Justice convened a grand jury and issued a subpoena to DPP Co-Lead Counsel for the documents DPPs previously obtained in discovery from Defendants and third parties. Class Counsel have prepared and filed multiple amended and consolidated complaints reflecting information Class Counsel obtained in discovery.

5. Class Counsel have developed numerous case management plans and worked cooperatively with indirect purchaser class counsel, direct action plaintiffs, the United States Department of Justice, and Defendants to implement those plans.

6. Class Counsel have prepared and filed comprehensive memoranda of law: (a) in opposition to Defendants' motions to dismiss, (b) regarding numerous discovery issues, (c) in support of class certification, including expert reports and other exhibits, and (d) seeking preliminary and final approval of settlements with the Settling Defendants.

7. Class Counsel have conducted extensive fact and expert discovery, including preparing for and/or conducting well over one hundred Rule 30(b)(1), 30(b)(6), and expert depositions. Discovery has involved more than 200 document custodians, more than 8 million documents and communications, millions of telephone calls and messages, many third parties, and the depositions of more than 120 fact witnesses (with more than 200 anticipated by the time

depositions end). Class Counsel took the lead in coordinating this discovery against Defendants, two other classes, and nearly 100 Direct Action Plaintiffs. Plaintiffs and Class Counsel also had to fulfill their discovery obligations, in response to fulsome discovery by Defendants.

8. Class Counsel have consulted with a wide range of experts during their pre-suit investigation and the discovery phase of this case, including their agricultural economist Colin Carter, who prepared a 119-page report and a 137-page reply report in support of class certification.

9. To date Class Counsel have reached settlement agreements with Defendants Fieldale Farms, Peco, George's, Amick, Pilgrim's Pride Corporation, and Tyson ("collectively "Settling Defendants"), who were represented by leading multinational and national law firms, three of which are ranked among the Vault Law 100 for most prestigious law firms. (See Exhibit 1, Vault Law 100, available at <https://www.vault.com/best-companies-to-work-for/law/top-100-law-firms-rankings> (last accessed Apr. 14, 2021).) These settlements represent a significant recovery for the DPP Class members.

10. Class Counsel have taken evidence proffers and interviewed witnesses made available by Settling Defendants.

11. Class Counsel have prepared and executed the class notice and claims administration programs for settlements approved by this Court.

12. Class Counsel will continue to vigorously litigate this case against the remaining Defendants, including seeking discovery and handling all other necessary motion and litigation practice. With respect to the settlements, Class Counsel will seek final approval of the settlements preliminarily approved by this Court, supervise all aspects of settlement and claims administration, and supervise the final distribution of settlement proceeds to qualified DPP Class members.

13. Class Counsel believed in DPPs' case from the beginning, invested extensive time, effort, and money into it, and prosecuted it vigorously without the benefit of a contemporaneous civil or criminal government investigation or prosecution. Class Counsel did so at the risk of no recovery and turned away other opportunities due to the complexity and high-level of time and expense the case demanded.

II. CLASS COUNSEL'S TIME AND EXPENSE REPORTING TO CO-LEAD COUNSEL

14. Among the Co-Lead Counsel firms, my firm is responsible for collecting all Class Counsel's contemporaneously-prepared attorney and paralegal time and expense reports.

15. Shortly after being appointed Interim Co-Lead Counsel, we submitted and the Court approved a Time and Expense Protocol. (*See* ECF No. 172 at 7, ¶ 11(g); Exhibit 2, Oct. 21, 2016 Hr'g Tr. at 56:3–63:11; Exhibit 3, Dec. 9, 2016 Hr'g Tr. at 9:19–13:6.) We subsequently sent that time and expense protocol to all Class Counsel in November 2016, and thereafter as appropriate, and instructed them to abide by it. (Exhibit 4.) We also provided each Class Counsel templates of the required Microsoft Excel reporting form.

16. The Time and Expense Protocol requires each firm to contemporaneously record and transmit to us each month, via email, a detailed, task-based spreadsheet with their time entries. The reports contain a chronological listing of time reported for work performed by attorneys and paralegals in specified activity categories, a complete and accurate categorization of work performed, the name and title of the person who performed the work, the hourly rate associated with each attorney and paralegal at the time the work was performed (*i.e.*, the professional's "historical" rate), and the firm's resulting lodestar reported for that month.

17. To control Class Counsel's lodestar, the Time and Expense Protocol instructed Class Counsel not to submit time for work not requested by Co-Lead Counsel, for duplicative

work, reading and reviewing, preparing time and expense reports, routine clerical tasks, or for work related to any client not retained. Additionally, the Time and Expense Protocol required that each firm submit, via email, all litigation-related expenses incurred by the firm for the month. Finally, time included in this fee petition that was spent on first-tier document review has been capped at \$350.00 per hour.

18. To ensure that time and expense entries submitted by each firm are reported in a uniform matter, the Time and Expense Protocol requires that all reports be submitted to Co-Lead Counsel in a Microsoft Excel format, by the 20th day of each month for time and expenses incurred in the preceding month. This uniform, electronic monthly reporting facilitated our review of each firm's reports.

19. Each month, upon receipt, Co-Lead Counsel review the monthly time and expense reports from DPP Class Counsel, and request adjustments and revisions as appropriate, to ensure compliance with the Time and Expense Protocol.

20. As the Court directed at the outset of this case, we have submitted Class Counsel's time, lodestar, and expenses to the Court *in camera* on a quarterly basis.

21. All monthly attorney and paralegal time and expense reports submitted to my firm by Class Counsel are retained and preserved on a computer server and on back-up media at my office.

A. CLASS COUNSEL'S TOTAL RECORDED LODESTAR

22. In preparing this petition, we asked all Class Counsel to review their monthly reported hours and expenses, and to submit a declaration attesting to the total of their allowed time and expenses incurred through December 31, 2020. In addition, once again we reviewed their monthly reported hours and expenses in preparing this submission in support of this petition.

23. Attached as Exhibits 5-24 are those declarations from Class Counsel attesting that the time and expenses they reported to Co-Lead Counsel are true, accurate, and comply with the Time and Expense Protocol. Each declarant also identifies the attorneys and paralegals from the firm that have worked on the case and submitted time in the monthly reports, and the historic hourly rates for each professional that have submitted time.

24. Based on those declarations, Class Counsel have reported 100,608.25 hours of professional time expended for the benefit of the Class through December 31, 2020. This represents a lodestar of \$50,928,159.75 using Class Counsel's historic hourly rates. All Class Counsel performed this work on an entirely contingent basis.

25. Attached as Exhibit 25 to this declaration is a summary chart with lodestar figures for attorney and paralegal time reported by each firm for their efforts on behalf of the Class from inception of the litigation through December 31, 2020. The total lodestar figure for each firm is reflected in the right-hand column of the chart, and at the end of that column is the combined lodestar for all firms.

26. Exhibit 25 was prepared at my direction and under my supervision by Elizabeth M. Sipe, a paralegal employed at LGN, based on data reported in the attached Declarations of Class Counsel (Exhibits 5-24.)

27. Based on the data available to me and my firm, I hereby attest that the lodestar amounts reported in Exhibit 25 accurately reflect the data reported to us by Class Counsel. The underlying data is available for the Court's *in camera* review, if requested.

B. EXPENSES INCURRED ON BEHALF OF THE CLASS

28. In notifying class members of the Tyson and Pilgrim's settlements, Class Counsel informed class members that they would seek repayment of such litigation expenses in an amount

not to exceed \$4.5 million.¹ As described below, Class Counsel's current and ongoing expenses total \$5,104,566.48, and consist of the following three categories of expenses: (1) Class Counsel reported expenses, which are expenses incurred individually by Class Counsel firms since the inception of this case through December 31, 2020, (2) common cost litigation fund expenses, which are expenses incurred from creation of the Litigation Fund by Class Counsel through April 12, 2021, and (3) invoiced but as-yet unpaid amounts relating to expert costs and deposition expenses (which will be paid regardless of the outcome of this motion or the action).² The chart below summarizes the amount sought in this petition for each category of expense.

Expense Category	Amount
Class Counsel Expenses	\$585,059.45
Litigation Fund Expenses	\$3,811,209.23
Invoiced But As-Yet Unpaid Expenses	\$708,297.80
Total:	\$5,104,566.48

¹ See <https://www.broilerchickenantitrustlitigation.com/admin/services/connectedapps.cms.extensions/1.0.0.0/asset?id=d1618bee-26ea-4ac1-8583-56e80f11113c&languageId=1033&inline=true> (last visited April 8, 2021); see also ECF No. 4259-2 at 25 (proposed class notice); ECF No. 4341 (Feb. 25, 2021 Order granting DPPs' motion for preliminary approval of the Tyson and Pilgrim's settlements and accompanying class notice).

² In addition to the expenses described here and for which Class Counsel now seek reimbursement, payments totaling \$365,597.10 have been made from the settlement escrow accounts for settlement-related expenses; specifically, class notice as directed by the Court, related expenses regarding preliminary or final approval of the settlements, and related bank fees. These payments were made pursuant to each Settling Defendant's Settlement Agreement which reserved a specific amount of such Settling Defendant's payment to be used to pay notice and related costs, and which would be non-refundable to the Settling Defendant in the event the settlement was not finally approved. (ECF No. 447-2 at 18, ¶ II(C)(2) (Fieldale); ECF No. 3324 at 18-19, ¶ II(C)(2), 46-47, ¶ II(C)(2), and 74-75, ¶ II(C)(2) (Peco, George's, and Amick); ECF No. 4259-1 at 15, ¶ 6(c)-(d), 45, ¶ 6(c)-(d) (Tyson and Pilgrim's).) While these payments are not included in the requested reimbursement in this petition and have already been paid or may be paid from those escrow accounts, we describe those expenditures here to fully describe all litigation-related expenses incurred in this case.

1. CLASS COUNSEL RECORDED EXPENSES

29. Class Counsel have incurred \$585,059.45 in recorded expenses in this litigation on behalf of the Class for which they now seek reimbursement. This total is based on monthly expense reports submitted to Co-Lead Counsel for the period from inception through December 31, 2020. The total expenses described in this Declaration, overall and by category, include expenses incurred separately by all Class Counsel. The allowed expense categories were contained in the Time and Expense Protocol sent to all Class Counsel by Co-Lead Counsel in November 2016, shortly after this litigation was commenced. Each Class Counsel has submitted a declaration confirming they abided by the Time and Expense Protocol, and that their time and expense submission comports with the Protocol.

30. Exhibit 26, attached hereto, summarizes the expenses reported as having been incurred by all Class Counsel and paid by those firms; these do not include those expenses paid out of the Litigation Fund (*see infra* ¶ II(B)(2)). These expenses include categories such as online legal research, travel, shipping and mailing, and document imaging and copying. Outside of the expenses incurred by Co-Lead Counsel (which include some early expert and consultant fees incurred before the Litigation Fund was established), the primary expenses incurred by Class Counsel relate to preparing for and attending depositions and hearings (e.g., travel, exhibit copy, and exhibit shipping expenses) and legal research (e.g., Westlaw charges). Class Counsel have itemized their costs separately in their requests for reimbursement accompanying this motion (see Exhibits 5-24) and have thereby attested to the reasonableness and accuracy thereof.

2. CLASS COUNSEL'S COMMON COST LITIGATION FUND

31. On behalf of all Class Counsel, my firm established, monitored, and administered a common cost litigation fund ("Litigation Fund") from which to pay litigation costs incurred for the case overall in its prosecution. The Litigation Fund is used to pay ongoing litigation expenses

on behalf of the Class in this matter. The Litigation Fund initially was funded and is replenished as required by assessment payments from Class Counsel. The expenditures of the Litigation Fund are in addition to expenses incurred individually by each Class Counsel, described in ¶¶ 29-30 above.³

32. All expenses paid from the Litigation Fund were reasonably incurred and necessary to the prosecution of this case. The recorded costs and expenses incurred by Class Counsel since the inception of this case and paid by the Litigation Fund are itemized in Exhibit 27 attached hereto and total \$3,811,209.23. These expenses are for the time period from the inception of the case through April 12, 2021.

33. The Litigation Fund costs summarized in Exhibit 27 fall into ten categories: (1) Investigators & Consultants, (2) Experts, (3) Document Scanning & Copying Services, (4) Document Database Vendor, (5) Mediators, (6) Phone Records Vendor & Subpoena Costs, (7) Deposition Costs, (8) Court Fees & Service Costs, and (9) Government Document Request Costs, and (10) Miscellaneous Costs. Each of these ten categories is described in further detail below.⁴

a. **Investigators & Consultants:** Class Counsel have engaged various investigators, industry consultants, economic consultants, and e-discovery consultants to assist them in investigating and litigating this case.⁵ These costs were necessary to investigate the case, confirm and bolster the allegations in the complaints, analyze various data relating to the Broiler

³ To avoid any double counting, individual firms' request for reimbursement of their recorded expenses (discussed in ¶¶ 29-30 above) do not include their assessment payments to the Litigation Fund. Instead, those assessment payments are accounted for in Class Counsel's request for reimbursement of expenses incurred by the Litigation Fund.

⁴ Upon request by the Court, Class Counsel will provide the Court further detail and documentation concerning any category, but requests that such information be submitted *in camera* to protect Class Counsel's work product from disclosure to Defendants.

⁵ As these are non-testifying experts which the parties have expressly agreed to shield from disclosure (ECF No. 908), Class Counsel do not identify them by name here.

market, and assist in resolving complex e-discovery collection and search issues. Through April 12, 2021, Class Counsel have incurred \$664,929.38 for the services of investigators and consultants.

b. **Experts:** Class counsel have engaged the services of a testifying expert economist (Dr. Colin Carter) as well as Dr. Carter's team, and a prominent economic analyst firm (OSKR) to assist him and his team in standardizing and processing substantial amounts of data in preparation for class certification and merits expert work. Through April 12, 2021, Dr. Carter and OSKR's reasonable and necessary expenses total \$2,642,590.92.

c. **Document Scanning & Copying Services:** Class Counsel have engaged a number of document copying and scanning vendors to scan documents from named representatives for production to Defendants, as well as scanning of documents made available by Defendants in this litigation. The total cost for these services through April 12, 2021 are \$17,528.41.

d. **Document Database Vendor:** In connection with discovery in this case, Class Counsel retained a vendor with expertise in designing and maintaining electronic databases ("Document Database Vendor"). Plaintiffs' Document Database Vendor provided a database that enabled Class Counsel to search, review, analyze, and code a database with more than 8 million documents and other records produced by Defendants and various third parties. The review, analysis, and coding of documents has been integral to Class Counsel's efforts relating to fact and expert discovery. The Document Database Vendor's product also included a technology-assisted review ("TAR") tool that increased the accuracy of the review and decreased the percent of the overall documents it was necessary to have manually reviewed by attorneys. Plaintiffs also provided access at cost to certain third parties whom they had subpoenaed to a separate database with Plaintiffs' Database Vendor that permitted them quickly, efficiently, and without further

objection to produce the discovery Plaintiffs needed to obtain from those third parties. Through April 12, 2021, Class Counsel have received invoices from the Document Database Vendor totaling \$822,269.20.

e. **Mediators:** In connection with four of the six settlements to date, Class Counsel engaged the services of three prominent mediators: Eric Green (ECF No. 4259 at 3-4 (Pilgrim's)), Judge (Ret.) Daniel Weinstein (ECF No. 4259 at 4 (Tyson)), and Kenneth Feinberg (ECF No. 3324 at 3-4 (Peco and George's).) Class Counsel split the cost of such mediators with other parties, but through April 12, 2021 Class Counsel have spent \$110,316.64 for mediators.

f. **Phone Records Vendor & Subpoena Costs:** Another critical element of Class Counsel's discovery effort has been the services provided by a vendor that has expertise in processing and analyzing phone records ("Phone Records Vendor"). Class Counsel obtained the phone records of Defendants' employees pursuant to subpoenas to phone service providers such as AT&T and Verizon. These phone records were provided to Plaintiffs' Phone Records Vendor, who in turn analyzed the data and provided Class Counsel with information establishing an extraordinary number of direct inter-company communications – phone calls and text messages – between Defendants' employees. The review and analysis of Defendants' phone records has been integral to Class Counsel's discovery efforts and proving Defendants engaged in unlawful conduct. Through April 12, 2021, Class Counsel have received invoices from the Phone Records Vendor totaling \$126,385.85; additionally, Class Counsel incurred costs totaling \$27,176.33 in connection with the production of records by the phone service providers who charge a fee for obtaining the phone records. Therefore, in total, the cost for the Phone Records Vendor & Subpoena Costs category through April 12, 2021 is \$153,562.18.

g. **Deposition Costs:** Another critical element of fact and expert discovery has been the 30(b)(1), 30(b)(6), and expert depositions taken by all parties. Class Counsel and Defendants retained separate vendors with expertise in providing deposition transcription services in complex antitrust litigation (“Deposition Vendors”). Prior to the pandemic, the Deposition Vendors assisted with the logistics of arranging dozens of depositions of Defendants and third parties around the country, including arranging for deposition conference space when necessary. Beginning in mid-2020, the Deposition Vendors were also tasked with the responsibility of providing the parties with a virtual platform to address the need to conduct depositions remotely due to the pandemic. The services provided by the Deposition Vendors have been critical to Class Counsel’s efforts to prosecute Plaintiffs’ claims. Through April 12, 2021, for deposition-related costs Class Counsel have paid a total of \$103,641.93.⁶

h. **Court Fees & Service Costs:** In the course of filing the complaint, serving the complaint, obtaining hearing transcripts, and serving various subpoenas in this matter, Class Counsel have incurred costs. These costs were necessary to litigate this case. In total, costs for court fees and service through April 12, 2021 are \$1,048.20.

i. **Government Document Request Costs:** In order to obtain documents from the Florida Attorney General’s Office and the Georgia Department of Agriculture, Class Counsel incurred costs of \$3,029.63. These documents were important to stay abreast of developments in government investigations and also obtaining information relating to Defendants’ alleged fixing of the Georgia Dock price index.

⁶ As noted below, one deposition vendor agreed to await payment of its invoices until the Court’s decision on this petition, so those costs are described in paragraph 32 below. To be clear, these deposition costs are not contingent, and will be paid by Class Counsel regardless of the outcome of this motion or the action.

j. **Miscellaneous Costs:** One miscellaneous cost has been incurred through March 31, 2021, which is the cost of printing checks for the Litigation Fund to permit payment of expenses. In total, Miscellaneous Costs through April 12, 2021 are \$590.54.

3. **INVOICED BUT AS-YET UNPAID EXPENSES**

34. Attached as Exhibit 28 are invoiced but as-yet unpaid litigation expenses totaling \$708,297.80. None of these cost items are contingent, and will be paid by Class Counsel regardless of the outcome of this motion or the action.

35. Therefore, the total amount of Class Counsel's current and ongoing litigation expenses is \$5,104,566.48 (*i.e.*, the total of categories 1, 2, and 3 above). As noted in our motion, DPPs respectfully request that the Court approve these expenses in total, and that the Court presently award litigation expenses in the amount of \$4,500,000.00.

III. **CLASS REPRESENTATIVES' CONTRIBUTION TO THE PROSECUTION OF THIS CASE**

36. The five Class Representatives in this case are Maplevale Farms, Inc.; John Gross and Company, Inc.; Ferraro Foods, Inc. and Ferraro Foods of North Carolina, LLC; Joe Christiana Food Distributors, Inc.; and Cedar Farms Co., Inc. Their help was instrumental to this outstanding result and deserving of a service award.

37. Throughout this litigation, Class Representatives have advised Class Counsel and approving pleadings, reviewed and responded to written discovery, searched for, gathered, preserved, and produced documents, prepared and stood for their depositions, kept up to date on the progress of the case, and performed other similar activities. (Their declarations in support of DPPs' motion for class certification can be found at ECF Nos. 3962-39 to 3962-43.)

38. The Class Representatives were never promised that they would receive any additional compensation for leading the case; rather, they devoted their time and efforts solely to recovery some portion of their own overcharges and to enable other Class Members to recover theirs. The time and effort devoted by Class Representatives was instrumental in obtaining a phenomenal result for DPPs, and it should be recognized.

IV. LGN'S EFFORTS, TIME AND EXPENSES.

A. LGN's EFFORTS IN THIS CASE.

39. Since the inception of this case, my firm, Lockridge Grindal Nauen P.L.L.P., also has directly represented Maplevale Farms, Inc. and John Gross & Company, Inc. Moreover, since the Court appointed our firm as Co-Lead Counsel, we have led the prosecution of this matter in all regards, including the following. We supervised the activities of all Class Counsel and strategized and executed decisions regarding the overall prosecution of this litigation. We conducted factual and legal research throughout the course of the case, not only to prepare and finalize extensive and comprehensive consolidated complaints, but also on an ongoing basis as necessary to bring affirmative motions on behalf of the Class and defend motions brought by Defendants. We took evidence proffers and interviewed witnesses produced by Settling Defendants. We assigned responsibility for review of documents produced by the Defendants and third parties, we assisted in designing the review program to identify relevant material from this information, we participated in this review as necessary ourselves, and we reviewed and put to use the results of counsel's review of these productions. We prepared for and participated in defending motions to dismiss. We prepared for and took well over one hundred Rule 30(b)(1), 30(b)(6), and expert depositions. We participated extensively in all settlement negotiations. We prepared motions for preliminary approval of settlements in this case, and we helped prepare and execute the class notice and claims administration program for the settlements. We have responded to many inquiries from

class members regarding the proposed settlements as well as settlement and claims administration. We have also performed an extensive amount of work to position this case for class certification, including: regular exchanges with Dr. Carter, his team, and OSKR throughout their review and analysis of Defendants' data and Dr. Carter's preparation of his report; drafting a motion for class certification; preparing Dr. Carter for his deposition. All of these actions by my firm are through December 31, 2020, the cutoff for time submitted in support of this petition. As noted in our motion, we will continue to devote ourselves and our resources to the successful prosecution of this case.

B. LGN LODESTAR AND EXPENSES

40. The schedule attached hereto as Exhibit 29 is a detailed summary of the time spent by the partners, attorneys and other professional support staff of my firm who were involved in this litigation, and the lodestar calculation based on my firm's historic billing rates from inception through December 31, 2020. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm.

41. The hourly rates for the partners, attorneys and professional support staff in my firm included in Exhibit 29 are our usual hourly rates customarily charged and routinely awarded in litigation of this nature.

42. As detailed in Exhibit 29, the total number of hours my firm expended on this litigation from inception through December 31, 2020 is 30,695.80 hours. The total lodestar for my firm is \$14,754,938.00. My firm's lodestar figures are based on the firm's historic billing rates.

43. As detailed in Exhibit 30, my firm has incurred a total of \$332,597.45 in unreimbursed expenses during the period from inception through December 31, 2020 in connection with the prosecution of this litigation.

44. In November 2016, shortly after this litigation was commenced, my firm, as Co-Lead Counsel, sent all Class Counsel the Court's approved time and expense reporting protocols. In the course of this litigation my firm has abided by these protocols as we have performed work, incurred expenses, and submitted monthly reports of our time and expenses. My firm's submission of its compensable time and reimbursable expenses in this declaration and its exhibits comports with these Court-approved time and expense reporting protocols.

45. The expenses my firm incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

46. Attached as Exhibit 31 is a true and correct copy of the order from *In re Aftermarket Filters Antitrust Litig.*, No. 1:08-cv-04883 (ECF No. 1063) (N.D. Ill. Feb. 22, 2013).

47. Attached as Exhibit 32 is a true and correct copy of the order from *In re Potash Antitrust Litig.*, No. 1:08-cv-06910 (ECF No. 589) (N.D. Ill. June 12, 2013).

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

Executed on this 16th day of April, 2021 in Minneapolis, Minnesota.

s/ W. Joseph Bruckner
W. Joseph Bruckner