

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB-MJD

**PLAINTIFFS' AMENDED MEMORANDUM IN SUPPORT OF MOTION FOR
AWARD OF (1) ATTORNEYS' FEES, (2) REIMBURSEMENT OF EXPENSES,
AND (3) CLASS REPRESENTATIVE SERVICE AWARDS**

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I. INTRODUCTION

Plaintiffs Kelleen Reagan, Marcia Berger, Tammy Johnson, Harvey Williams, Jannette Kern, Ashley Lill, Charles Foster, James Buechler, Sue Flynn, Tiffany Carlson, Connor Staponski, Shannon Proulx, Stephanie Romero, Shanda Marshall, Owen Woodall, David Starnes, Chanler Potts, Vollie Griffin, Henry Franco, Jr., Brittany A. Lee (as the Personal Representative of the Estate of Robert H. Lee), and Crystal Fabela (“Named Plaintiffs” or “Plaintiffs”) through their undersigned counsel, respectfully move this Court for entry of an Order granting Class Counsel’s¹ requested attorneys’ fees totaling \$2,124,788 which is equal to one-third of the \$6,375,000 Settlement Fund², costs of \$71,759.16, and a service award to each Plaintiff of \$3,500.³

This consolidated action arises from voluntary recalls in December 2020, January 2021, and March 2021 of contaminated pet foods manufactured, marketed, sold, and distributed by Defendants Midwestern Pet Foods (“Midwestern”) and Nunn Milling Company (“Nunn”) (collectively, “Defendants”). Defendants recalled the pet foods because they were contaminated with excessive levels of aflatoxin and *Salmonella*, exposure to which could result in pet illness and death as well as posing health risks to people who handled them. In the operative consolidated complaint [ECF No. 48], Plaintiffs alleged various tort and consumer fraud claims on behalf of a nationwide class (and state-specific subclasses) of pet food purchasers.

¹ In its July 7, 2021 Order on Plaintiffs’ Motion for Appointment of Interim Counsel Pursuant to Fed. R. Civ. P. 23(g), the Court appointed Rosemary M. Rivas, Jeffrey S. Goldenberg and Mark J. Tamblyn as Interim Co-Lead Counsel, Lynn Toops and Kathleen A. DeLaney as Interim Co-Liaison Counsel, and Jessica J. Sleater, Charles E. Schaffer, Joseph G. Sauder, and Bruce E. Newman and members of the Interim Executive Committee. ECF No. 42. The Court subsequently appointed Kenneth A. Wexler to replace Mark J. Tamblyn as one of the Interim Co-Lead Counsel on August 18, 2022. ECF No. 123.

² Unless otherwise indicated, all capitalized terms shall have the same meaning as those set forth in the Parties’ Class Action Settlement Agreement. ECF No. 134-1 (“SA”).

³ As of the date of filing this Motion, Class Counsel are not aware of any objections to the attorneys’ fee, expense reimbursement, or service awards requested.

The Parties engaged in extensive arms-length settlement negotiations with the initial assistance of the Court, followed by formal mediation efforts under the direction of the Honorable Wayne Andersen (ret.). There were two formal mediation sessions on December 21, 2021, and April 5, 2022, followed by an additional eight months of hard-fought negotiations resulting in an agreement to fully resolve the case and provide substantive relief to the Class Members (“Class Members”). See Joint Declaration of Co-Lead Counsel Jeffrey S. Goldenberg, Rosemary M. Rivas, and Kenneth A. Wexler in Support of Plaintiffs’ Motion for Award of (1) Attorneys’ Fees, (2) Reimbursement of Expenses, and (3) Class Representative Service Awards (“Class Counsel Decl.”), ¶13, attached as Exhibit 1.

Through Class Counsel’s efforts, a non-reversionary \$6,375,000 Settlement Fund has been created. The Settlement is an excellent resolution of this high-risk, complex litigation and provides substantial monetary benefits to Class Members, who submit valid Pet Injury Claims and/or Consumer Food Purchase Claims. SA § VI, ¶1.

Class members who submit Pet Injury Claims are eligible to recover costs and damages related to the injury, death, screening, or treatment of a pet who showed signs consistent with aflatoxin or *salmonella* induced illness as a result of consuming Midwestern Pet Foods Products. SA § VI, ¶3. Breeders may also submit a claim for losses. Class members may recover costs for veterinarian care, treatment, screening, burial or cremation costs, pet replacement costs, or breeding losses. SA § VI, ¶5. Fully documented Pet Injury Claims will be paid at 100% of approved documented losses, subject to an initial cap of \$150,000. *Id.* See also Plan of Allocation, ECF No. 134-5 (“POA”) at ¶4a. Pet Injury Claims supported only by declaration are valued at \$75 for pets that became ill but did not die, and \$150 for pets that died. POA ¶4a. Class Members who submit a Consumer Food Purchase Claim are eligible for either 100% of losses with proof of purchase or,

without proof of purchase, \$25 per bag for up to two bags of Midwestern Pet Food Product purchased. SA § VI, ¶¶ 9-10; POA ¶ 5.

If the total initial proposed payment of all Valid Claim Forms exceeds the amount available in the Net Settlement Funds, minus any covered costs and expenses, each Valid Claim shall be reduced on a pro rata basis consistent with the Plan of Allocation. SA VI. ¶11. If all initial proposed payments for Valid Claim Forms are less than the amount available in the Net Settlement Fund, then each eligible Class Member who submitted valid Pet Injury Claims shall have their initial proposed payment increased to an amount not to exceed more than three-times the initial valuation (and capped at \$10,000) consistent with the Plan of Allocation. *Id.* If additional funds are available, the Parties, through their Counsel, may request that these amounts be raised. *Id.* To the extent applicable, sixty days after the settlement payment checks become stale, the Court may order any remaining residual amounts in the Net Settlement Fund be paid to the Court approved *Cy Pres* recipient. *Id.* No Net Settlement Funds will revert to Defendants. SA § V, ¶1.

In addition, Defendants have represented to Plaintiffs that since the recalls and the institution of this litigation, Midwestern Pet Foods has implemented food safety related enhancements in coordination with, and under the direction of, industry experts and third-party consultants, which have been subsequently reviewed by the US Food and Drug Administration under Title 21 CFR, Part 507, Code of Federal Regulations. SA §V, ¶7. Midwestern Pet Foods has also represented that it has spent millions of dollars making capital improvements to its food safety programs, has hired new Food Safety personnel, and has implemented enhanced raw material, finished product and environmental testing protocols. *Id.*

For their efforts in achieving these substantial benefits for the Class, Class Counsel seek an award of \$2,124,788 in attorneys' fees, which is 33.33% of the Settlement Fund, and \$71,759.16

in reasonable costs and expenses. SA §X, ¶1. Additionally, Class Counsel seek a service award of \$3,500 for each Class Representative in recognition of the time and effort they incurred and the risks they undertook in pursuing claims that benefitted the Class. *See* SA § X, ¶ 4. Collectively, these service awards total \$73,500 as there are twenty-one Class Representatives.

As discussed below, the fee request is reasonable when considered under the applicable Seventh Circuit standards for common fund settlements and is well within the normal range of awards in contingent-fee class actions in this Circuit. Further, the requested expenses are likewise reasonable as are the \$3,500 service awards for each class representative.

II. PROCEDURAL BACKGROUND

The Court granted Plaintiffs' Motion for Preliminary Approval of the Class Action Settlement on February 6, 2023, and ordered, among other things, that notice of the Settlement be disseminated to the Class pursuant to a Court approved notice program. *See* ECF No. 137. The Class Notice informs Class members that Class Counsel will seek an award of attorneys' fees not to exceed one-third of the Settlement Fund (\$2,124,788), reimbursement of litigation expenses not to exceed \$125,000, and a service award of \$3,500 for each Named Plaintiff. *See* Notice, ECF No. 134-3 at "The Lawyers Representing You," ¶18. *See also* Settlement Website at <https://mwpfsettlement.com/>. The Notice also informs Class members they may object to any portion of the settlement or this motion and that the deadline to do so is August 3, 2023. *Id.* As of the date of filing this motion, Plaintiffs are aware of no objections to the Settlement, to Class Counsel's requested fees and expenses, or to the service awards for the Named Plaintiffs. Should that change between now and the fairness hearing on August 21, 2023, Class Counsel will report and respond to any objections lodged by members of the Class.

III. ARGUMENT

A. Plaintiffs' Fee Request Is Reasonable Under Applicable Law.

Under the “common fund” or “common benefit” doctrine, “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). *See also* Fed. R. Civ. P. 23(h) (“In a certified class action, the court may award reasonable attorney’s fees and nontaxable costs that are authorized by law or the parties’ agreement.”). This rule is equitable in nature and “rests on the perception that persons who obtain the benefit of a lawsuit without contributing to its cost are unjustly enriched at the successful litigant’s expense.” *Boeing Co.*, 444 U.S. at 478. *See also In re SW. Airlines Voucher Litig.*, 898 F.3d 740, 745-46 (7th Cir. 2018) (“Fee awards for class counsel are part of a constructive common fund because they are a benefit to the class”); *Pearson v. NBTY, Inc.*, 772 F.3d 778, 781 (7th Cir. 2014) (“value of the settlement” is “defined as the sum of the awards to the class and to its lawyers.”). In determining the reasonableness of an attorney fee award for a class action settlement, district courts should “do their best to award counsel the market price for legal services, in light of the risk of non-payment and the normal rate of compensation in the market at the time.” *Sutton v. Bernard*, 504 F.3d 688, 692 (7th Cir. 2007) (*quoting In re Synthroid Mktg. Litig.*, 264 F.3d 712, 718 (7th Cir. 2001)). Relevant factors include the risk of non-payment, the quality of the attorney’s performance, the amount of work necessary to resolve the litigation, and the stakes of the case. *Id.* at 693.

When a settlement creates a common fund for the benefit of the class, as is the case here, the percentage of the fund method for calculating fees “is employed by the vast majority of courts in the Seventh Circuit.” *Chambers v. Together Credit Union*, No. 19-CV-00842-SPM, 2021 WL

1948452, at *1 (S.D. Ill. May 14, 2021). *See also Simms v. ExactTarget, Case No., LLC*, 2018 WL 11416085 at *8 (S.D. Ind. Oct. 2, 2018) (determining that the percentage of the fund method should be applied in the common fund case at hand and noting the difficulties of the lodestar approach). Indeed, “[w]hen a class suit produces a fund for the class, it is commonplace to award the lawyers for the class a percentage of the fund, in recognition of the fact that most suits for damages in this country are handled on the plaintiff’s side on a contingent-fee basis. The typical contingent fee is between 33 and 40 percent.” *Gaskill v. Gordon*, 160 F.3d 361, 362 (7th Cir. 1998) (upholding the award of 38 percent of a \$20 million settlement). District Courts within the Seventh Circuit “regularly award percentages of 33.33% or higher to counsel in class action litigation.” *Hale v. State Farm Mut. Auto. Ins. Co.*, Case No. 12-0660-DRH, 2018 WL 6606079, at *10 (S.D. Ill. Dec. 16, 2018); *Heekin v. Anthem, Inc.*, Case No. 1:05-cv-01908-TWP-TAB, 2012 WL 5878032, *3 (S.D. Ind. Nov. 20, 2012) (compiling cases awarding 33.33% or more of the common fund in attorneys’ fees); *Dubinski v. Sentry Ins. A Mut. Co.*, Case No. 1:14-cv-00551-TWP-DKL, 2015 WL 13640103 (May 28, 2015) (same); *City of Greenville v. Syngenta Crop Protection, Inc.*, 904 F.Supp.2d 902, 908 (S.D. Ill. 2012) (“Where the market for legal services in a class action is only for contingency fee agreements, and there is a substantial risk of nonpayment for the attorneys, the normal rate of compensation in the market is 33.33% of the common fund recovered.”). *See also Behrens v. Landmark Credit Union, No. 17-cv-101-jdp*, 2018 WL3130629 at *6 (W.D. Wis. June 26, 2018) (“And generally, a 33 to 40 percent contingency fee is considered consistent with the market rate and reasonable.”); *Martin v. Caterpillar Inc.*, Case No. 07-CV-1009, 2010 WL 11614985, at *2 (C.D. Ill. Sept. 10, 2010) (“[C]ourts in the Seventh Circuit award attorney fees ‘equal to approximately one-third or more of the recovery.’ . . . The Seventh Circuit itself has

specifically noted that ‘the typical contingent fee is between 33 and 40 percent.’”) (citation omitted).⁴

Class Counsel’s requested attorneys’ fee award of \$2,124,788 represents 33.33 percent of the total Settlement Fund, well within the 33 to 40 percent range commonly awarded by courts in the Seventh Circuit in common fund cases. It is therefore reasonable.

1. The Substantial Risk of Non-Payment Weighs in Favor of Awarding Plaintiffs’ Fee Request.

Courts emphasize the severity of the financial risk class counsel assume in taking on a class action when determining the reasonableness of the fee request. *In re Dairy Farmers of Am., Inc.*, 80 F. Supp.3d 838, 847-48 (N.D. Ill. 2015); *Silverman v. Motorola Solutions, Inc.*, 739 F.3d 956, 958 (7th Cir. 2013) (“Contingent fees compensate lawyers for the risk of non-payment.”) “The greater the risk of walking away empty-handed, the higher the award must be to attract competent and energetic counsel.” *Silverman*, 739 F.3d at 958. *See also In re Flonase Antitrust Litig.*, 291 F.R.D. 93, 104 (E.D. Pa. 2013) (“[A]s a contingent fee case, counsel faced a risk of nonpayment in the event of an unsuccessful trial. Throughout this [] litigation, Class Counsel have not received any payment. This factor supports approval of the requested fee [of 33 1/3 percent].”).

Class Counsel initiated the lawsuit knowing that it would require expenditure of significant time, effort, and money to achieve a successful resolution. Class Counsel, the PSC, and Plaintiffs’ Counsel have spent over 3,700 hours on this case to date, including time spent: analyzing the

⁴ The use of a lodestar cross-check “is no longer recommended in the Seventh Circuit” *Bell v. Pension Comm. of Ath Holding Co. LLC*, 2019 WL 4193376 at *5 (S.D. Ind. Sep. 4, 2019) (citing *In re Synthroid Marketing Litig.*, 325 F.3d 974, 979-80 (7th Cir. 2003)). *See also Will v. Gen. Dynamics Corp.*, No. CIV. 06-698-GPM, 2010 WL 4818174, at *3 (S.D. Ill. Nov. 22, 2010) (“The use of a lodestar cross-check in a common fund case is unnecessary, arbitrary, and potentially counterproductive.”)

harmful effects of aflatoxin and Salmonella on pets; investigating and analyzing Defendants' representations regarding the quality of their pet foods and their testing protocols; analyzing industry data and public reports; researching potential legal claims; interviewing class members and gathering their data; and drafting the complaints in this action. Class Counsel Decl. ¶ 8. Class Counsel also engaged in extensive discovery. Among other things, they reviewed Defendants' insurance claim files, communications from consumers whose pets were injured or died, sales data, refund data, and third-party information obtained by public records requests. Members of the PSC and other Plaintiffs' Counsel also spent significant time responding to requests from Defendants for client veterinary records and the like. *Id.* at ¶ 9. Class Counsel also propounded and responded to formal discovery requests and personally visited several sites in Texas and Oklahoma where the recalled and unsold Midwestern Pet Food Products were being stored. Class Counsel Decl. ¶ 10. In terms of expert work, Class Counsel consulted with a variety of potential experts. *Id.* at ¶ 11.

Class Counsel also engaged in significant motion practice; they researched and filed a motion for a protective order to stop Defendants from making allegedly misleading statements during a unilateral settlement program and from negotiating overreaching releases with no disclosure of this litigation. ECF No. 35. Class Counsel also successfully intervened in a related case filed in Federal Court in Missouri to prevent a reverse auction and to protect the Class. Class Counsel also researched and filed a brief (ECF No. 97) opposing Defendants' motion for a protective order to limit the retention of recalled food and to compel Plaintiffs to share in the recalled food storage costs (ECF No. 94). Class Counsel Decl. ¶ 12.

In terms of settlement work, Class Counsel participated in a settlement conference before the Court on November 5, 2021. Class Counsel also engaged in two separate mediations with the Honorable Wayne Andersen (ret.), on December 21, 2021, and April 5, 2022; prepared mediation

briefs; engaged in extensive settlement negotiations; drafted settlement documents; and have overseen – and continue to oversee – the implementation of the notice and claim process which included: (a) interviewing proposed settlement administrators, (b) working with Epiq on the notice program, (c) issuing subpoenas to third-party retailers for class member contact information, (d) reviewing and approving the settlement website, and (e) communicating with class members to assist them with the claims process. *Id.* at ¶ 13.

Through the investigation, pleadings, informal discovery, mediation, and settlement negotiations, Class Counsel have received no payment for their time or expenses. Had this case not settled, in the event of an unsuccessful trial, Class Counsel would receive no payment. The inherent risks and delays of litigation were compounded in this case by the risk of not obtaining class certification. In addition, the significant risks presented by the defenses and potential appellate issues that Defendants may have asserted created a significant risk of non-payment for Class Counsel.

The risks that Class Counsel undertook by accepting this representation on a fully contingent basis weigh in favor of approving Class Counsel’s fee request.

2. Class Counsel’s Performance Supports the Fee Request.

Class Counsel have served as lead or co-lead counsel in numerous nationwide class actions and have substantial experience litigating class actions and complex civil litigation. ECF Nos. 26, 27, 28, and 118. By any standard, the results achieved here are excellent. In less than three years, Class Counsel’s efforts resulted in a settlement with substantial benefits to the Class, benefits that the Class would almost certainly not otherwise have obtained. *See Heekin*, 2012 WL 5878032 at *4 (finding the result achieved evidenced Class Counsel’s “outstanding” performance). Furthermore, the Settlement provides real monetary benefits to Class Members *now*, in the near

term, rather than at some distant point in the future (assuming Plaintiffs would successfully obtain class certification and prevail at trial), and Class Members have these benefits now because of the efficient settlement achieved by Class Counsel. *See Donovan v. Est. of Frank E. Fitzsimmons*, 778 F.2d 298, 309 n.3 (7th Cir. 1985) (recognizing that even with a prime interest rate of 12.5 percent, what was then a \$2 million settlement would be worth the same as a \$3.6 million recovery in five years). As the Class here is entitled to recover immediate benefits, this factor weighs in favor of approving this motion.

3. The Complexity, Length, and Expense of the Litigation Support the Fee Request.

Consumer product class action litigation is complex, risky, and expensive. Defendants denied that Plaintiffs' claims were meritorious, that the Plaintiffs or anyone was damaged as a result of their conduct, and that they were liable to Plaintiffs or any member of the Class for any of the matters asserted in the Action. Though Class Counsel were confident in meeting the prerequisites of Rule 23, the differences in state laws and circumstances among Class members (including varying evidence of exposure and illness) would have permitted Defendants to conjure up a myriad of individual issues in the hope of defeating class certification. Thus, Class Counsel were aware that pursuing this case would be lengthy and expensive, involving substantial discovery, briefing, multiple experts, trial, and potential appeals. To continue pursuing the claims would likely have required thousands of additional hours and significant additional costs, including multiple experts on topics such as dog food manufacturing processes and standards, pre and post-manufacturing testing, aflatoxin and *Salmonella* exposure and illnesses, breed valuation, and damages. The complexity, length, and expense of the litigation support Class Counsel's attorneys' fee request.

4. The Stakes of the Litigation Favor Awarding the Requested Fees.

Class action lawsuits are by their very nature high stakes litigation. The Settlement here reflects that, amounting to \$6.375 million in cash proceeds and meaningful manufacturing and oversight changes implemented by Defendant. Whether Plaintiffs would have successfully certified one or more classes in this litigation was far from certain. If class certification would not have been achieved, that most likely would have been the death knell of the case. In addition to the class certification risk, the claims asserted by Plaintiffs could have been lost at summary judgment or Plaintiffs losing at trial. This Settlement avoids these risks and uncertainties, and provides substantial benefits to the Class now. Accordingly, this factor favors approving Class Counsels' attorneys' fee request.

B. Plaintiffs' Request for Reimbursement of Expenses Should Be Granted.

Plaintiffs request reimbursement of \$71,759.16 for reasonable expenses incurred in prosecuting this action. *See* Class Counsel Decl. at ¶ 18. Counsel are routinely entitled to reimbursement of reasonable expenses incurred in litigation. *See* Fed. R. Civ. P. 23(h); *see also* *Mills v. Elec. Auto-Lite Co.*, 396 U.S. 375, 392 (1970) (recognizing counsel's right to reimbursement of expenses where a common fund has been established for the benefit of a class). Reimbursable expenses are those "that are consistent with market rates and practices." *In re Ready-Mixed Concrete Antitrust Litig.*, Case No. 1:05-cv-00979-SEB-TAB, 2010 WL 3282591, at *3 (S.D. Ind. Aug. 17, 2010). Plaintiffs' expenses include, but are not limited to, costs and expenses for experts, investigators, transcripts, ESI document database hosting fees, travel for the mediation, and mediation fees. *See* Class Counsel Decl. at ¶ 18. These expenses have been necessary to litigate this Action in the best interests of the Class and to achieve this favorable settlement. *Id.* at ¶ 19. Moreover, the amount requested is less than the maximum amount

disclosed in the Class Notice, and there have been no objections from Class Members. For these reasons, the Court should award \$71,759.16 for reasonable expenses incurred.

C. The Service Awards Requested For The Class Representatives Reflect Their Considerable Time And Effort.

Class Counsel respectfully request that the Court award each Class Representative \$3,500 for their considerable time and effort in initiating, prosecuting, and supporting the case. “Because a named Plaintiff is an essential ingredient of any class action, an incentive [or service] award is appropriate if it is necessary to induce individuals to participate in the suit.” *Cook v. Niedert*, 142 F.3d 1004, 1016 (7th Cir. 1998). “In deciding whether such an award is warranted, relevant factors include 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.” *Id.* Courts regularly grant service awards in excess of \$5,000. *See e.g., Crawford Lumber Co. v. Interline Brands, Inc.*, No. 11-CV-4462, 2015 WL 1399367, at *6 (N.D. Ill. Mar. 23, 2015) (approving an award of \$25,000); *Cook*, 145 F.3d at 1016 (N.D. Ill. Feb. 28, 2012) (award of \$25,000). *See also Kolinek v. Walgreen Co.*, 311 F.R.D. 483, 503 (N.D. Ill. 2015) (awarding \$5,000 where the case did not proceed past the earliest stages of discovery).

The requested \$3,500 award for each Class Representative is reasonable, justified, and accords with common practice in this Circuit. The Class Representatives have all been intimately involved in the prosecution of this case since its outset. Each agreed to undertake the responsibilities of serving as a class representative, and each agreed to act in the Class Members’ best interests. The Class Representatives have actively participated in this litigation by providing documents, reviewing pleadings, remaining in regular contact with counsel, and keeping apprised of the status of this litigation and settlement negotiations. *See Class Representative Declarations attached as Exhibit 2.* For these reasons, the Class Representatives should be awarded \$3,500 each

for their active participation and willingness to undertake the responsibilities and risk attendant with bringing this class action lawsuit.

IV. CONCLUSION

For the foregoing reasons, Plaintiffs respectfully ask this Court to: (1) grant \$2,124,788 as attorneys' fees (33.33% of the \$6,375,000 settlement fund), (2) grant reimbursement for their reasonably incurred litigation expenses totaling \$71,759.16, and (3) grant Class Representative service awards totaling \$73,500 (\$3,500 for each Class Representative).

Dated: July 14, 2023

Respectfully submitted,

/s/ Jeffrey S. Goldenberg

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CERTIFICATE OF SERVICE

I hereby certify that on July 14, 2023, a copy of the foregoing **PLAINTIFFS' AMENDED MEMORANDUM IN SUPPORT OF MOTION FOR AWARD OF (1) ATTORNEYS' FEES, (2) REIMBURSEMENT OF EXPENSES, AND (3) CLASS REPRESENTATIVE SERVICE AWARDS** was filed electronically. Service of this filing will be made on all ECF-registered counsel by operation of the court's electronic filing system. Parties may access this filing through the court's system.

/s/ Jeffrey S. Goldenberg

EXHIBIT 1

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MBP-MJD

**JOINT DECLARATION OF CO-LEAD COUNSEL JEFFREY S. GOLDENBERG,
ROSEMARY M. RIVAS, AND KENNETH A. WEXLER IN SUPPORT OF PLAINTIFFS’
MOTION FOR AWARD OF (1) ATTORNEYS’ FEES, (2) REIMBURSEMENT OF
EXPENSES, AND (3) CLASS REPRESENTATIVE SERVICE AWARDS**

We, Jeffrey S. Goldenberg, Rosemary M. Rivas, and Kenneth A. Wexler, hereby declare that the following is true and correct under penalty of perjury and pursuant to 28 U.S.C. 1746:

1. We are partners in our respective law firms, Goldenberg Schneider, LPA (“Goldenberg”), Gibbs Law Group LLP (“Gibbs”), and Wexler Boley & Elgersma, LLP (“WBE”). Based on our personal knowledge and business records, we jointly submit this declaration in support of Plaintiffs’ Motion for Award of (1) Attorneys’ Fees, (2) Reimbursement of Expenses, and (3) Class Representative Service Awards. If called as witnesses, we could and would competently testify to the matters stated herein.

2. On July 7, 2021, the Court appointed Goldenberg, Gibbs, and WBE¹ as Interim Co-Lead Counsel, and appointed Kathleen A. DeLaney of Delaney & Delaney LLC (“DeLaney”) and Lynn A. Toops of Cohen and Malad, LLP (“Cohen”) as Interim Co-Liaison Counsel in this case (the “Action”). *See* ECF No. 42. Together, Interim Co-Lead Counsel, Interim Co-Liaison Counsel, Plaintiffs’ Steering Committee (the “PSC”) and several other firms representing plaintiffs in this action have prosecuted this action for the benefit of the Class.

¹ On August 18, 2022, the Court granted the Motion of Appointment of Kenneth A. Wexler to Replace Mark J. Tamblin as Interim Counsel Pursuant to Federal Rule of Civil Procedure 23(g). *See* ECF 123.

3. On February 6, 2023, the Court preliminarily approved a \$6.375 million non-reversionary common fund settlement of the Action, certified the Settlement Class, removed the “interim” labels from Co-Lead and Liaison Counsel, and appointed Goldenberg, Gibbs, and WBE as Class Counsel.

A. Class Counsel’s Efforts to Advance This Litigation and Achieve Favorable Settlements

4. Since the appointment of Interim Co-Lead Counsel, all work completed in this litigation was performed by Co-Lead Counsel and by the PSC or other Plaintiffs’ Counsel at the request and direction of Co-Lead Counsel.

5. Class Counsel, the PSC, and other Plaintiffs’ Counsel representing plaintiffs in this action, have worked and continue to work on a fully contingent fee basis, without any guarantee of compensation or reimbursement for the time and expenses they have incurred and devoted to this action.

6. Collectively, Class Counsel, the PSC, and other Plaintiffs’ Counsel represent 21 class representatives from states across the country and have asserted multiple claims under state consumer protection laws, unjust enrichment, negligence, negligent and intentional misrepresentation, breach of express warranty, breach of statutory and implied warranty of merchantability, and fraudulent concealment – fraud by omission.

7. Class Counsel have devoted significant time to this action since inception, as detailed below. The time and effort directly led to the excellent settlement for which the Court has granted Preliminary Approval and Plaintiffs will soon seek Final Approval at the August 21, 2023 hearing.

8. Class Counsel, the PSC, and Plaintiffs’ Counsel have spent over 3,700 hours on this case to date, including time spent: analyzing the harmful effects of aflatoxin and Salmonella

on pets; investigating and analyzing Defendants' representations regarding the quality of their pet foods and their testing protocols; analyzing industry data and public reports; researching potential legal claims; interviewing class members and gathering their data; and drafting the complaints in this action.

9. Class Counsel also engaged in extensive discovery. Among other things, they reviewed Defendants' insurance claim files, communications from consumers whose pets were injured or died, sales data, refund data, and third-party information obtained by public records requests. Members of the PSC and other Plaintiffs' Counsel also spent significant time responding to requests from Defendants for client veterinary records and the like.

10. Class Counsel also propounded and responded to formal discovery requests and personally visited several sites in Texas and Oklahoma where the recalled and unsold Midwestern Pet Food Products were being stored.

11. In terms of expert work, Class Counsel consulted with a variety of potential experts.

12. Class Counsel also engaged in significant motion practice; they researched and filed a motion for a protective order to stop Defendants from making allegedly misleading statements during a unilateral settlement program and from negotiating overreaching releases with no disclosure of this litigation. Class Counsel also successfully intervened in a related case filed in Federal Court in Missouri to prevent a reverse auction and to protect the Class. Class Counsel also researched and filed a brief (ECF No. 97) opposing Defendants' motion for a protective order to limit the retention of recalled food and to compel Plaintiffs to share in the recalled food storage costs (ECF No. 94).

13. In terms of settlement work, Class Counsel participated in a settlement conference before the Court on November 5, 2021. Class Counsel also engaged in two separate mediations

with the Honorable Wayne Andersen (ret.), on December 21, 2021, and April 5, 2022; prepared mediation briefs; engaged in extensive settlement negotiations; drafted settlement documents; and have overseen – and continue to oversee – the implementation of the notice and claim process which included: (a) interviewing proposed settlement administrators, (b) working with Epiq on the notice program, (c) issuing subpoenas to third-party retailers for class member contact information, (d) reviewing and approving the settlement website, and (e) communicating with class members to assist them with the claims process.

14. Class Counsel's efforts also include but are not limited to:

- extensive pre-complaint research of the Defendants, Defendants' manufacturing facilities, the Pet Food Products, aflatoxin and *Salmonella* contamination and their impacts on pets, quality and control measures in the pet food industry, and the Defendants' recalls, along with research and analysis of FDA regulations regarding toxins, the applicable state consumer protection laws, unjust enrichment laws, negligence and breach of warranty laws in connection with drafting complaints, culminating in the Consolidated Amended Complaint filed on July 26, 2021 (*see* ECF No. 48);
- actively negotiating case management protocols with Defendants;
- assisting class representatives with drafting initial disclosures, and collecting responsive documents requested by Defendants;
- obtaining, analyzing, and producing documents from the Class representatives;
- responding and objecting to discovery requests directed to Class representatives;
- responding to questions propounded by Class representatives and providing updates to Class representatives on discovery matters, case progression and filings, required disclosures, and settlement negotiations;
- researching and consulting with experts, including dog breeding, survey, and damages experts; and
- research and analysis of insurance coverage issues in connection with settlement negotiations and assessment of recoverable damages.

B. Class Counsel Time and Expense Reporting and Total Time and Expenses Incurred

15. Consistent with their Reply filed in Support of their Motion to Appoint Counsel Pursuant to Rule 23(g), Co-Lead Counsel implemented a time and expense protocol designed to ensure that the case was handled as efficiently and economically as possible. *See* ECF No. 33.

16. Among other attributes, the time and expense protocol notified counsel of the requirements for contemporaneous, daily timekeeping and submission each month. It advised regarding what tasks would and would not be compensable, specifically stating that unless work was performed at the direction of Interim Co-Lead Counsel, it would not be compensated. The time and expense protocol further placed limits on the amount and type of expenses that could be incurred and reimbursed.

17. The time and expense protocol required each firm to submit its time and expenses for review by Interim Co-Lead Counsel each month. The reporting format contained a chronological listing of time reported for work performed by attorneys, paralegals, and support staff, in specified task categories, a detailed description of the work performed, the name and title of the person who completed the work, and the hourly rate associated with each person at the time the work was completed (*i.e.*, the professional's "historical" rate). Based on this protocol, Class Counsel have spent more than 3,700 hours on the action to date.

C. Common Fund Costs

18. The expenses and costs incurred by Class Counsel, the PSC, and other Plaintiffs' Counsel during the pendency of this litigation are summarized in Exhibit 1. These include, but are not limited to, costs and expenses for experts, investigators, transcripts, ESI document database hosting fees, travel for the mediation, and mediation fees. It is our understanding that each of these costs are contemporaneously recorded and reflected in the business records maintained by the

firms that prosecuted this action. Co-Lead Counsel has reviewed these costs and expenses and determined that they were reasonable, related to, and necessary for the prosecution of this action. Through July 13, 2023, these incurred costs and expenses for which Class Counsel seek reimbursement total \$71,759.16.

19. These expenses have been necessary to litigate this action in the best interests of the Class and to achieve this favorable settlement.

D. Class Representatives Sacrificed to Contribute to the Prosecution of This Action

20. There are 21 class representatives representing the interests of the Class.

21. As reflected by their individual declarations filed concurrently with Plaintiffs' Motion for Award of Payment of (1) Attorneys' Fees, (2) Reimbursement of Expenses, and (3) Class Representative Service Awards, each Class Representative has been intimately involved in the prosecution of this case since its outset. Each one agreed to undertake the responsibilities of serving as a class representative, and each agreed to act in the best interests of Class Members.

22. Class Counsel believe that it is appropriate to award each of the Class Representatives a Service Award of \$3,500 because without their efforts in this case, this Settlement would not have been possible.

Executed on July 13, 2023, in Chicago, Illinois.

/s/ Kenneth A. Wexler
Kenneth A. Wexler

Executed on July 13, 2023, in Oakland, California.

/s/ Rosemary S. Rivas
Rosemary S. Rivas

Executed on July 13, 2023, in Cincinnati, Ohio.

/s/ Jeffrey S. Goldenberg
Jeffrey S. Goldenberg

EXHIBIT 1

EXPENSES

DESCRIPTION	AMOUNT
Postage/Federal Express/Local Courier, etc.	\$595.61
Phone/Long Distance	\$11.18
In-House Photocopying	\$281.03
Travel	\$7,804.38
Lexis/Westlaw/Bloomberg	\$5,111.53
Court Fees	\$8,457.27
Mediation Fees	\$37,142.67
Witness/Expert Fees	\$9,810.00
Investigation Fees/Service Fees	\$2,231.23
Miscellaneous	\$314.26
TOTAL	1, .1

EXHIBIT 2

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF MARCIA BERGER IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, Marcia Berger, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case, and request that the Court approve my request for a \$3,500 service payment as a Class Representative.

3. I am a resident of Lakeland, Florida. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 25 (twenty-five) hours participating in and helping to oversee this litigation on behalf of the Class.

9. I believe the settlement is fair, adequate and reasonable because it offers substantial financial compensation to those class members impacted by Defendants' contaminated products and because the settlement requires Defendants to implement and maintain improved manufacturing processes and procedures designed to prevent future contamination. I believe that this settlement provides appropriate relief for me and class members relating to pet food purchase claims and pet injury claims, including claims made by breeders. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. I also support Class Counsel's request for attorneys' fees equal to 33.33% of the \$6,375,000 common fund as well as their request for reimbursement for their expenses incurred

during this litigation. But for Class Counsel's willingness to represent me on a fully contingent basis and to cover all costs and expenses, I would not have been able to afford to retain qualified attorneys to represent me in this matter.

11. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

12. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

13. For my time, efforts, and contribution, I respectfully request that the Court award me a \$3,500 service payment. I believe that my involvement in this case helped motivate Defendants to provide substantive value to other affected purchasers of Defendants' pet food products.

14. I also fully support this settlement and request that the Court grant final approval.

* * *

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

Executed on Jul 10, 2023, in Lakeland, FL.


Marcia Berger | Jul 10, 2023 18:01 EDT |
MARCIA BERGER

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF JAMES BUECHLER IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, James Buechler, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Baltimore, Maryland. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately fourteen (14) hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

Executed on Jul 7, 2023, in Maryland.

James T. Buechler

James T. Buechler (Jul 7, 2023 15:34 EDT)

James Buechler

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF TIFFANY CARLSON IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, TIFFANY CARLSON, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Oxford, Michigan. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 18 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

Executed on Jul 6, 2023, in Oxford, Michigan.

Tiffany Carlson
Tiffany Carlson (Jul 6, 2023 19:59 EDT)

TIFFANY CARLSON

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF CRYSTAL FABELA IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, CRYSTAL FABELA, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.
2. I am one of the named Plaintiffs in the above-captioned action and have provided meaningful assistance to my attorneys during the course of this case.
3. I am a resident of Amarillo, Texas. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.
4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021, and I was a named Plaintiff in the initial complaint filed on January 19, 2021 (3:21-cv-00014-RLY-MPB).
5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.
6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the initial complaint filed in January 2021, the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. From January 2021 to the present, I estimate that I have expended approximately 30 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision, especially when my family unexpectedly had our four dogs (Luna, Baxter, Daisy and Sky) become very sick. Some of our dogs required medical attention including overnight hospitalization, and they require lifelong ongoing care because of the damage caused to their internal organs and digestive systems. Even while attending to very sick dogs since January 2021, I have pursued this case to hold Defendants accountable.

* * *

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

Executed on Jul 11, 2023 in Amarillo, Texas.


Crystal Fabela / Jul 11, 2023 13:16 CDT
CRYSTAL FABELA

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF SUE FLYNN IN SUPPORT OF PLAINTIFFS' MOTIONS FOR (1)
ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE AWARDS, AND
(2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, SUE FLYNN, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.
2. I am one of the named Plaintiffs in the above-captioned action and have provided meaningful assistance to my attorneys during the course of this case.
3. I am a resident of Ironwood, Michigan. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.
4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.
5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.
6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. From January 2021 to the present, I estimate that I have expended approximately 15 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision, especially when my family unexpectedly had our dog die (Ruby) and we were grieving that loss while pursuing this case to hold Defendants accountable.

* * *

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

Executed on Jul 11, 2023, in Ironwood, Michigan.


Sue Flynn (Jul 11, 2023 14:06 CDT)
SUE FLYNN

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION

In re: Midwestern Pet Foods Marketing, Sales Practices and Product Liability Litigation

Case No. 3:21-cv-00007-MPB

DECLARATION OF CHARLES FOSTER IN SUPPORT OF PLAINTIFFS' MOTIONS FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT

I, Charles Foster, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.
2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.
3. I am a resident of West Monroe, Louisiana. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.
4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.
5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.
6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately twenty-two (22) hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

Executed on Jul 10, 2023, in 071023.

W. Monroe, LA (initials)
Charles Foster
Charles Foster [Jul 10, 2023 08:47 CDT]
Charles Foster

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF HENRY FRANCO IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, Henry Franco, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Big Spring, Texas. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately twenty-seven and a half (27.5) hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

Executed on Jul 8, 2023, in Big Spring Tx.


Henry Franco (Jul 8, 2023 16:17 CDT)

Henry Franco

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF VOLLIE GRIFFIN IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, VOLLIE GRIFFIN, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Cuero, Texas. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 100 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

Executed on 07 / 07 / ..., in Cuero, Texas.

Vollie Griffin

VOLLIE GRIFFIN

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF TAMMY JOHNSON IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, Tammy Johnson, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Eastman, Georgia. I purchased two different types of Midwestern Pet Food Products covered by this litigation over a period of approximately two years.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 10 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

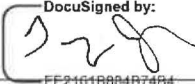
11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

Executed on 7/9/2023, in Eastman, Georgia.

DocuSigned by:

FE2161B884B74B4...

Tammy Johnson

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF JANNETTE KERN IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, Jannette Kern, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case, and request that the Court approve my request for a \$3,500 service payment as a Class Representative.

3. I am a resident of Bluford, Illinois. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 25 (twenty-five) hours participating in and helping to oversee this litigation on behalf of the Class.

9. I believe the settlement is fair, adequate and reasonable because it offers substantial financial compensation to those class members impacted by Defendants' contaminated products and because the settlement requires Defendants to implement and maintain improved manufacturing processes and procedures designed to prevent future contamination. I believe that this settlement provides appropriate relief for me and class members relating to pet food purchase claims and pet injury claims, including claims made by breeders. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. I also support Class Counsel's request for attorneys' fees equal to 33.33% of the \$6,375,000 common fund as well as their request for reimbursement for their expenses incurred

during this litigation. But for Class Counsel's willingness to represent me on a fully contingent basis and to cover all costs and expenses, I would not have been able to afford to retain qualified attorneys to represent me in this matter.

11. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

12. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

13. For my time, efforts, and contribution, I respectfully request that the Court award me a \$3,500 service payment. I believe that my involvement in this case helped motivate Defendants to provide substantive value to other affected purchasers of Defendants' pet food products.

14. I also fully support this settlement and request that the Court grant final approval.

* * *

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

Executed on Jul 10, 2023, in Bluford, IL.


Jannette Kern | Jul 10, 2023 17:24 CDT

JANNETTE KERN

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF BRITTANY LEE, ON BEHALF OF ROBERT LEE, DECEASED,
IN SUPPORT OF PLAINTIFFS' MOTIONS FOR (1) ATTORNEYS' FEES, EXPENSE
REIMBURSEMENT, AND SERVICE AWARDS, AND (2) FINAL APPROVAL OF
CLASS ACTION SETTLEMENT**

I, BRITTANY LEE, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. My father, Robert Lee, is one of the named Plaintiffs in the above-captioned action. My father, Robert Lee, passed away on August 25, 2021. Consistent with the documents previously filed with this Court, I have been appointed by the Hale County Alabama Probate Court to serve as the Personal Representative of my deceased father. As my father's Personal Representative, I submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. Based upon my knowledge of this litigation, communications with Class Counsel, and my interactions with my father prior to his passing, I believe my father and I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Greensboro, Alabama, as was my father. It is my understanding that my father purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. My father was a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. It is my understanding that my father joined this lawsuit because he was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only his pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, it is my understanding that my father hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Prior to his death, my father had been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with his lawyers concerning the consolidated complaint, discovery, mediation, and settlement. It is my understanding that my father invested substantial time and energy into this lawsuit. Over the course of the litigation, he investigated the contamination and what legal options were available by searching for legal counsel. Once he retained counsel, it my understanding that he had many conversations with his attorneys regarding the impact of the contaminated food on his pets; he searched for and provided documents and information to his attorneys to assist with the litigation; and, he reviewed the initial compliant as well as the consolidated amended complaint. On his behalf, I spoke to his attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. On behalf of my father, I am confident that he would be glad that he had the opportunity to represent the Class in this lawsuit and that he was able to recover, through Class Counsel's efforts, a valuable a settlement for the benefit of the entire Class.

9. By filing this lawsuit and participating as a named plaintiff, it is my understanding that my father's name would be affiliated with the publicly-filed lawsuit, and that anyone might find his name associated with a lawsuit through a simple internet search. Despite the risk of

publicity surrounding the lawsuit, I believe my father felt it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I am confident that he wanted to do something to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

10. On behalf of my father, I am confident that he would fully support this settlement. I fully support this settlement too, and on my father's behalf and as his court-appointed Personal Representative, request that this Court grant final approval.

* * *

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

Executed on Jul 12, 2023, in Greensboro, Alabama.


Brittany Lee (Jul 12, 2023 10:37 CDT)
BRITTANY LEE ON BEHALF OF ROBERT
LEE, AS HIS COURT-APPOINTED PERSONAL
REPRESENTATIVE

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF ASHLEY LILL IN SUPPORT OF PLAINTIFFS' MOTIONS FOR
(1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE AWARDS,
AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, ASHLEY LILL, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.
2. I am one of the named Plaintiffs in the above-captioned action and have provided meaningful assistance to my attorneys during the course of this case.
3. I am a resident of Wichita, Kansas. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.
4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021, and I was a named Plaintiff in the initial complaint filed on January 19, 2021 (3:21-cv-00014-RLY-MPB).
5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.
6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the initial complaint filed in January 2021, the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. From January 2021 to the present, I estimate that I have expended approximately 15-20 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered


by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision, especially when my family unexpectedly had our dog die (Lulu) and we were grieving that loss while pursuing this case to hold Defendants accountable.

* * *

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

Executed on Jul 11, 2023 in Wichita, Kansas.



Ashley Lill (Jul 11, 2023 20:00 CD)
ASHLEY LILL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION

In re: *Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-ABR

DECLARATION OF SHANDA MARSHALL IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEY'S FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT

I, Shanda Marshall, declare as follows:

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if asked to do so.

2. I am one of the named plaintiffs in the above-captioned action and submit this declaration in support of Plaintiff's Motion for (1) Attorney's Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Portageville, New York. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets also consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, motions, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pet. I searched for and provided documents and information to my attorney's in answer with the litigation. I reviewed the initial complaint, as well as the consolidated amended complaint, and I spoke to my attorney's about the proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 30 hours participating in and helping to govern the litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected members of the Midwestern Pet Food Products covered by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

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

Executed on 7-11-23 in Portageville, New York

Shanda Marshall

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing,
Sales Practices and Product Liability
Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF CHANLER POTTS IN SUPPORT OF PLAINTIFFS' MOTIONS FOR (1)
ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE AWARDS, AND (2)
FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, Chanler Potts, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.
2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.
3. I am a resident of Santa Fe, Tennessee. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.
4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.
5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the

health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 50 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

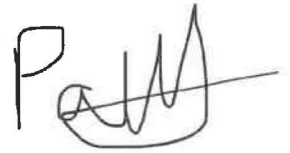
* * *

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

Executed on 07/11/2023, in Santa Fe, Tennessee.



Chanler Potts



**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF SHANNON PROULX IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, SHANNON PROULX, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Artesia, New Mexico. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 80 to 100 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

07 / 11 / 2023

Executed on _____, in Artesia, New Mexico.

Shannon Proulx

SHANNON PROULX

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF KELLEEN REAGAN IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, KELLEEN REAGAN, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.
2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.
3. I am a resident of San Jacinto, California. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.
4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.
5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.
6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 100 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

Executed on 07 / 06 / ..., in San Jacinto, California.

Kelleen Reagan

KELLEEN REAGAN

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF STEPHANIE ROMERO IN SUPPORT OF PLAINTIFFS'
MOTIONS FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND
SERVICE AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, STEPHANIE ROMERO, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and have provided meaningful assistance to my attorneys during the course of this case.

3. I am a resident of Las Vegas, New Mexico. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021, and I was a named Plaintiff in the initial complaint filed on January 19, 2021 (3:21-cv-00014-RLY-MPB).

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the initial complaint filed in January 2021, the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. From January 2021 to the present, I estimate that I have expended approximately 20 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision, especially when my family unexpectedly had two of our dogs die (Olive and Scotty) and we were grieving that loss while pursuing this case to hold Defendants accountable.

* * *

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

Executed on Jul 11, 2023 in Las Vegas, New Mexico.

Stephanie Romero

Stephanie Romero (Jul 11, 2023 12:13 MDT)

STEPHANIE ROMERO

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF CONNOR LEHMKUHL (FORMERLY CONNOR STAPONKSI) IN
SUPPORT OF PLAINTIFFS' MOTIONS FOR (1) ATTORNEYS' FEES, EXPENSE
REIMBURSEMENT, AND SERVICE AWARDS, AND (2) FINAL APPROVAL OF
CLASS ACTION SETTLEMENT**

I, CONNOR LEHMKUHL (FORMERLY CONNOR STAPONKSI), declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and have provided meaningful assistance to my attorneys during the course of this case.

3. I am a resident of Lee's Summit, Missouri. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021. After filing the complaint, I married and changed my last name from Staponki to Lehmkuhl.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the initial complaint filed in January 2021, the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. From January 2021 to the present, I estimate that I have expended approximately 10-15 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision, especially when my dog (Dolly) unexpectedly died and I was grieving that loss while pursuing this case to hold Defendants accountable.

* * *

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

Executed on Jul 12, 2023 in Lee's Summit, Missouri.

Connor Lehmkuhl

Connor Lehmkuhl (Jul 12, 2023 13:02 CDT)

CONNOR LEHMKUHL

(FORMERLY CONNOR STAPONKSI)

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF DAVID STARNES IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, DAVID STARNES, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and have provided meaningful assistance to my attorneys during the course of this case.

3. I am a resident of Marlow, Oklahoma. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021, and I was a named Plaintiff in the initial complaint filed on January 19, 2021 (3:21-cv-00014-RLY-MPB).

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the initial complaint filed in January 2021, the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. From January 2021 to the present, I estimate that I have expended more than 10 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision, especially when my family unexpectedly had three of our dogs die (Avery, Hazel, Chloe) and we were grieving that loss while pursuing this case to hold Defendants accountable.

* * *

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

Executed on Jul 12, 2023, in Marlow, Oklahoma.


David Starnes [Jul 12, 2023 12:04 CDT]

DAVID STARNES

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF HARVEY WILLIAMS IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, HARVEY WILLIAMS, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Baxley, Georgia. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 80 to 100 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

07 / 12 / 2023

Executed on _____, in Baxley, Georgia.

Harvey E Williams

HARVEY WILLIAMS

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
EVANSVILLE DIVISION**

*In re: Midwestern Pet Foods Marketing, Sales
Practices and Product Liability Litigation*

Case No. 3:21-cv-00007-MPB

**DECLARATION OF OWEN WOODALL IN SUPPORT OF PLAINTIFFS' MOTIONS
FOR (1) ATTORNEYS' FEES, EXPENSE REIMBURSEMENT, AND SERVICE
AWARDS, AND (2) FINAL APPROVAL OF CLASS ACTION SETTLEMENT**

I, OWEN WOODALL, declare as follows,

1. I have personal knowledge of the facts set forth in this declaration and could and would competently testify to them under oath if called as a witness.

2. I am one of the named Plaintiffs in the above-captioned action and submit this declaration in support of Plaintiffs' Motions for (1) Attorneys' Fees, Expense Reimbursement, and Service Awards, and (2) Final Approval of Class Action Settlement. I believe that I have provided meaningful assistance to Class Counsel during the course of this case.

3. I am a resident of Dallas, North Carolina. I purchased one or more of the Midwestern Pet Food Products covered by this litigation.

4. I am a named Plaintiff in the consolidated class action complaint, filed on July 26, 2021.

5. I joined this lawsuit because I was concerned about the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by these products for not only my pets but also for all the other pets who consumed Defendants' dog and cat food products nationwide.

6. In filing the lawsuit, I hoped that Defendants would accept responsibility for the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products,

and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in their dog and cat food products.

7. Since becoming involved in this litigation, I have been kept fully informed of case developments and procedural matters over the course of the case, including regular correspondence with my lawyers concerning the consolidated complaint, discovery, mediation, and settlement. I have invested substantial time and energy into this lawsuit. Over the course of the litigation, I investigated the contamination and what legal options were available by searching for legal counsel. Once I retained counsel, I had many conversations with my attorneys regarding the impact of the contaminated food on my pets; I searched for and provided documents and information to my attorneys to assist with the litigation; I reviewed the initial complaint as well as the consolidated amended complaint; and I spoke to my attorneys about this proposed settlement and the mediation process to ensure that I understood the terms of the settlement and the benefits offered to the class members.

8. Altogether, I estimate that I have expended approximately 4 to 5 hours participating in and helping to oversee this litigation on behalf of the Class.

9. I am glad that I had the opportunity to represent the Class in this lawsuit and that I was able to recover, through Class Counsel's efforts, a valuable settlement for the benefit of the entire Class.

10. When I decided to file a class action, I understood that I had a responsibility to the Class. I was also aware that my name would be affiliated with the publicly-filed lawsuit, and that anyone might find my name associated with a lawsuit through a simple internet search. Despite the risk of publicity surrounding the lawsuit, I felt that it was important to bring the case because of the serious nature of the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' dog and cat food products, and the health and safety risks created by the dangerous and toxic levels of Aflatoxin or Salmonella in Defendants' products. I felt that something had to be done to provide relief and compensation to all affected purchasers of the Midwestern Pet Food Products covered

by this litigation who unknowingly purchased Defendants' pet food products containing dangerous and toxic levels of Aflatoxin or Salmonella.

11. Bringing this lawsuit and standing up for others affected by Defendants' conduct was not an easy decision.

12. I also fully support this settlement and request that the Court grant final approval.

* * *

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

07 / 11 / 2023

Executed on _____, in Dallas, North Carolina.

Owen Woodall

OWEN WOODALL