

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA**

IN RE: WHOLESAL GROCERY PRODUCTS ANTITRUST LITIGATION	Civil Action No. 09-md-02090 ADM/TNL MDL No. 2090
THIS DOCUMENT RELATES TO: ALL ACTIONS	

**DECLARATION OF W. JOSEPH BRUCKNER
IN SUPPORT OF MIDWEST CLASS PLAINTIFFS' MOTION FOR APPROVAL
OF DISTRIBUTION TO THE CHAMPAIGN NON-ARBITRATION CLASS
AND PARTIAL REIMBURSEMENT OF EXPENSES**

Under 28 U.S. C. § 1746, I, W. Joseph Bruckner, hereby declare as follows:

1. I am a partner with the law firm of Lockridge Grindal Nauen P.L.L.P. I am one of Plaintiffs' Co-Lead and Liaison Counsel and I submit this declaration in support of Midwest Class Plaintiffs' Motion for Approval of Distribution to the Champaign Non-Arbitration Class and Partial Reimbursement of Expenses.

2. Defendant Supervalu produced approximately 267,000 documents during the discovery phase spanning 1.1 million pages, which Plaintiffs' counsel reviewed and analyzed. Throughout the litigation, the parties conducted 24 fact witnesses under Fed. R. Civ. P. 30(b)(1) and 30(b)(6) and nine expert depositions.

3. Plaintiff D&G was deposed and responded to extensive written discovery. The Defendants also served privilege logs. SuperValu's initial log was 860 pages and 7,709 entries. C&S's was 731 pages, 7,358 entries, and a list of over 540 names as an

index to the log. After meeting and conferring over the scope of the logs, Plaintiffs' counsel reviewed revised privilege logs served by the Defendants.

4. At the Court's direction, the parties mediated with Professor Eric Green, a widely respected mediator, in Boston on May 25, 2017.

5. As requested in our motion, and at our direction, in the coming days JND, the Claims Administrator, will send all members of the Champaign non-arbitration class a claim form, together with instructions on how to return the claim form and to object, if they choose, to the plan of distribution. Claim forms will be addressed individually to each class member and, since SuperValu has data showing each affected class member's total purchases from the Champaign DC during the Class Period, each claim form will show each class member what SuperValu has recorded as its total purchases during the Class Period.

6. Attached as Exhibit 1 is a sample claim form.

7. Co-Lead Counsel have reasonably incurred litigation expenses on behalf of the Classes, including the Settlement Class, in the prosecution of the Action to date. These expenses include, among others, expert fees, costs of maintaining a database for the millions of pages of documents produced in discovery, and computerized legal and factual research.

8. At this time, Co-Lead Counsel request that they be reimbursed \$1.5 million in litigation expenses. Partial reimbursement of Co-Lead Counsel's reasonably incurred expenses will be used by Co-Lead Counsel to fund trial expenses as the case progresses

on behalf of all classes, including the Settlement Class, who continue to prosecute their claims against C&S.

9. The expenses for which Co-Lead seek reimbursement at this time are the types of expenses that are necessarily incurred in litigation and routinely billed to clients billed by the hour. Based on billing received from Co-Lead Counsel firms, from December 2008 to August 31, 2017, the following are the totals in the top three categories of expenses:

EXPENSE	AMOUNT
Expert and consultant costs	\$2,931,789.62
Database costs	\$645,026.48
Computer legal research	\$497,763.06
	\$4,074,579.16

These are not the only expenses Co-Lead Counsel have incurred in this Action, but they are the largest categories. These expense items are billed separately by each of Plaintiffs' Counsel, and such charges are not duplicated in the firms' hourly billing rates.

10. I believe that Plaintiff D&G's services in this case will support a future request for a \$10,000 service award. D&G has participated in numerous lengthy interviews by Settlement Class Counsel; assisted in responding to multiple discovery requests and was deposed by Defendants. In addition, D&G has participated in numerous conferences and meetings with its attorneys, has stayed informed of significant developments in the case, and participated in settlement conferences. These actions, in addition to D&G's ongoing commitment to the class and the ongoing litigation, are valuable efforts that have benefited the Settlement Class.

11. Attached as Exhibit 2 is a sample of the postcard notice that was mailed to class members notifying them of the motion for reimbursement of case-related expenses, and a reserve of funds for a future motion of an award for attorneys' fees and award to class representative D&G.

12. Based on our discussions with JND, the Claims Administrator, we estimate that additional claims administration costs will be \$25,000. In addition, based on discussions with the Claims Administrator and with US Bank, the escrow agent for the Settlement Fund, we estimate escrow agent fees to be \$3,000, and potential tax liability owed by the Settlement Fund to be \$13,000.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 29th day of September, 2017, Minneapolis, Minnesota.

s/ W. Joseph Bruckner
W. Joseph Bruckner