

**COMMONWEALTH OF KENTUCKY  
FAYETTE CIRCUIT COURT  
FOURTH DIVISION**

Civil Action No. 20-CI-00332

**HAYNES PROPERTIES, LLC,**  
*et al.*

**PLAINTIFFS**

vs.

**Order re Fund Disposition**

**BURLEY TOBACCO  
GROWERS COOPERATIVE  
ASSOCIATION, et al.**

**DEFENDANTS**

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Settlement Class Counsel having re-noticed the Motion for Order(s) re Fund Disposition, proposed provisions for such order having been filed by the deadline by Settlement Class Counsel and on behalf of the Burley Tobacco Growers Cooperative Association (“Co-op) and members of its Dissolution Committee, a hearing having been held as noticed, the parties having had an opportunity to be heard, and the Court being otherwise duly and sufficiently advised, IT IS HEREBY ORDERED:

1. The \$1.325 million amount remaining from the Fund that is the subject of ¶¶ 22-36 and Ordering ¶ 2 of the Amended Opinion and Order Approving Partial Settlement (“7/28/21 Order”), shall be entirely disbursed in accordance with this Order as soon as feasible.

2. The Court’s award on Class Counsel’s Motion re Fees and Costs for past efforts in implementing the postcard process — ruled separately to be \$73,056.26 — shall be paid from the Fund as a whole and disbursed to McBrayer PLLC by the Co-op.

3. The net distributable Fund remaining (\$1,251,943.74) shall then be divided between a Pay-Me Fund (allocated to cover the individual payments to Class members who elected therefor and associated costs and expenses) and a grant to the Burley and Dark Tobacco

Producer Association, Inc. (“BDTPA), in accordance with ¶¶ 32-33 of the 7/28/21 Order and the results of the postcard process reported in ¶¶ 5-7 of the Settlement Class Counsel’s Report relating to Fund Elections, Class Counsel Costs, and Other Matters filed July 27, 2023 (“7/27/23 Report”):

- 72.26% (= 1881/2603) as a Pay-Me Fund, or \$904,654.55; and
  - 27.74% (= 722/2603) as a grant to the BDTPA, or \$347,289.19.
4. The \$347,289.19 grant shall be disbursed by the Co-op to the BDTPA.
  5. From the \$904,654.55 Pay-Me Fund amount, certain disbursements shall be made (subject to refund). The following disbursements shall be made before calculation and disbursement of the individual payments to Class members who elected therefor:
    - a. The Co-op shall disburse to the Settlement Administrator \$9,631.00 for issuing the checks for the individual payments to electing Class members and follow-up thereto. If any refundable amount is left over, it shall be added to the amounts from uncashed checks, etc., and paid in accordance with the provision in ¶ 9 below.
    - b. The Co-op shall disburse to the law firm for Class Counsel, McBrayer PLLC, the amount of \$11,250.00, to cover the Class Counsel team’s hours of work relating to the distribution to the Pay-Me Class Members. The McBrayer firm shall account to the Court for this amount within 30 days after the voiding of checks provided in ¶ 8 below or the exhaustion of the \$11,250.00 amount, whichever occurs first. If the awarded amount is not entirely earned, any refundable amount shall be added to the amounts from uncashed checks, etc. held by the Settlement Administrator, and paid in accordance with the provision in ¶ 9 below.
    - c. The Co-op shall disburse to McBrayer PLLC the amount of \$30,000.00 to be held by the firm in escrow for payment of Class Counsel fees and expenses as earned and accrued in connection with the appeal taken by Objectors Roger Quarles *et al.* (“the Fee Appeal”). The

McBrayer firm shall account to the Court for amounts taken out of escrow for earned and accrued fees and expenses at the conclusion of the Fee Appeal and any remand therefrom or the exhaustion of the \$30,000.00 amount, whichever occurs first. If the escrowed amount is not entirely earned, any refundable amount shall be paid in accordance with the provision in ¶ 9 below at the conclusion of the Fee Appeal and any remand therefrom.

The above amounts total \$50,881.00.

6. The remainder of the Pay-Me Fund — \$853,773.55 — shall be disbursed by the Co-op to the Settlement Administrator for distribution to the Class members so electing. Rounded down to the nearest whole penny, the proportionate amount for each such Class member is \$453.89.

7. To the extent that the Co-op has had or will have any costs (including for the Dissolution Committee or attorney fees) relating to the postcard process, disbursement of Fund amounts, or the Fee Appeal, payment of those costs will be from net dissolution proceeds and not the Fund. No costs for others, including Objector-Appellants Roger Quarles *et al.* or counsel therefor, or the W.H. Graddy and Associates firm or its lawyers, are to be paid from the Fund or the net dissolution proceeds.

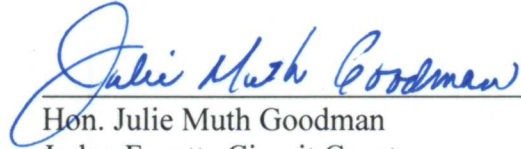
8. In accordance with Ordering ¶¶ 2 and 8 of the 7/28/21 Order, amounts from the Pay-Me Fund distribution unclaimed by payee Class members after 90 days will revert to the fund held by the Settlement Administrator. When 90 days have passed from issuance of the individual checks to Pay-Me Class members, the Settlement Administrator shall cause any checks uncashed at that time to be voided and then report to Class Counsel the payees on such checks and the amount of residual funds therefrom.

9. Residual amounts (i) after distribution, including left-over amounts from uncashed checks or administrative costs being less than proposed or estimated, or (ii) amounts still held in escrow by McBrayer PLLC after the conclusion of the Fee Appeal and any remand therefrom are to be paid by the holder (the Settlement Administrator or McBrayer firm, as applicable) in the following proportions:

- 25% to the Civil Rule 23 Account maintained by the Kentucky IOLTA Fund Board of Trustees pursuant to Supreme Court Rule 3.830(20), in accordance with CR 23.05(6)(b); and
- 25% each to (i) the Hutson School of Agriculture at Murray State University, (ii) the Department of Agriculture and Food Science at Western Kentucky University, and (iii) the Department of Agricultural Sciences at Morehead State University, as per KRS 272.325(3).

10. Providing for the disposition of the entire remaining Fund and there being no just cause for delay, this Order is final and appealable.

Given under my hand this 4<sup>th</sup> day of August, 2023.

  
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Hon. Julie Muth Goodman  
Judge Fayette Circuit Court

PREPARED BY:

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**CLERK'S CERTIFICATE OF SERVICE**

I hereby certify that a true and accurate copy of the foregoing has been served on this \_\_\_\_ day of August 2023, via U.S. Mail, first class, to the following counsel and unrepresented objectors to the proposed settlement:

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Clerk, Fayette Circuit Court