

COMMONWEALTH OF KENTUCKY
FAYETTE CIRCUIT COURT
FOURTH DIVISION

Civil Action No. 20-CI-00332

filed electronically

HAYNES PROPERTIES, LLC, *et al.*

PLAINTIFFS

v.

BURLEY TOBACCO GROWERS
COOPERATIVE ASSOCIATION, *et al.*

DEFENDANTS

Settlement Class Counsel's Report re
Determinations with respect to Final Dissolution Distribution

Settlement Class Counsel, Katherine K. Yunker and Jason R. Hollon, hereby provide the following report of the determinations required by ¶ 9 of the Agreed Order re Final Disposition of Net Dissolution Proceeds, entered January 24, 2024 (“the 1/24/24 Final Order”). Pursuant to ¶ 10 of the 1/24/24 Final Order, **please take notice** that any objection to one or more of these determinations must be filed with the Court in the case and served on Class Counsel and all attorneys and persons on the Service List at the end of this Report on or before Monday, **March 11, 2024**, and noticed to be heard at the Court’s regular motion hour, beginning at 10 a.m., on Friday, **March 15, 2024**.

Having considered the data provided by the Settlement Administrator and after consultation with others as needed or prudent, Class Counsel have determined as follows:

1. The amount from dissolution proceeds held by the Settlement Administrator in its qualifying settlement fund related to this case (hereinafter, “the Dissolution QSF”) to be paid to the Settlement Administrator for past work and expenses is \$4,615.88.

2. The amount of \$9,725.00 is to be reserved from the Dissolution QSF for use in paying the Settlement Administrator, as approved by the Court in the future, (a) for any past work and expenses outstanding after the payment pursuant to ¶1 above and (b) for work and expenses relating to the final dissolution distribution or otherwise completing its settlement administration tasks. Class Counsel notes that there has been a pre-payment to the Settlement Administrator for work and expenses relating to a third, and final, dissolution distribution.

3. The final payment to be made to McBrayer PLLC on the 7.5% fee award ordered in the Order Awarding Service Fees, Attorneys' Fees, and Nontaxable Costs, entered June 11, 2021 ("6/11/21 Order Awarding"), is \$125,547.23. With this payment, the total sum paid to McBrayer PLLC on the award is somewhat less than the 7.5% of the "net distribution proceeds" as defined in ordering ¶ 3 & n.81 of the 6/11/21 Order Awarding.

4. The residual amount of the Dissolution QSF available for the final distribution to qualified and eligible Class members is \$1,420,694.91. This amount is to be distributed among those 2603 Class members, with calculations rounded down to the nearest penny.

5. The amount to be paid to Class members as a third, and final, share in the net dissolution proceeds is \$546.00 per Class member check issued by the Settlement Administrator. This amount is calculated as follows:

a. The residual Dissolution QSF amount (\$1,420,694.91) is divided by the 2603 Class members for a distribution share of \$545.79 for each. This includes a credit for \$545.79 against remaining TAGS fee debt owed by the Class member identified as "Grower X" in Settlement Class Counsel's Report re Collection of TAGS Fee Debt through Offsets to Distributions, filed December 8, 2023.

b. In accordance with ¶¶ 4.1.c.xii and 4.1.j of the Stipulation and Agreement of Partial Settlement (approved without modification in the Amended Opinion and Order Approving Partial Settlement, entered July 28, 2021), the \$545.79 distributed/credited to Grower X is then added to the net dissolution proceeds to be paid out to the other 2602 Class members. This adds \$0.21 to each payment share.

c. The resulting \$546.00 share to be paid to 2602 Class members is the same as if the residual Dissolution QSF amount (\$1,420,694.91) had simply been divided by 2602.

6. As of the filing and service of this Report, Class Counsel have received no notice of any timely appeal from the 1/24/24 Final Order. If there were to be such an appeal, ¶ 11 of the 1/24/24 Final Order directs that \$30,000.00 be disbursed from the Dissolution QSF and held in escrow by McBrayer PLLC for payment of Class Counsel fees and expenses as earned and accrued (and accounted to the Court) in connection with the appeal taken. If that reservation is made, the dollar amounts reported in ¶¶ 3-5 above would be reduced as follows:

a. The final payment to be made to McBrayer PLLC on the 7.5% fee award (¶ 3) would be reduced to \$123, 297,23.

b. The residual amount of the Dissolution QSF available (¶ 4) would be reduced to \$1,392,944.91.

c. The payment share to 2602 Class members (¶ 5) would be reduced to \$535.33.

Respectfully submitted,

/s/ Jason R. Hollon

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