

**If you bought butter or cheese directly from  
a National Milk Producers Federation Cooperatives  
Working Together Program Member between December  
6, 2008, and July 31, 2013, you could receive a  
payment from a \$220 million settlement.**

*A court authorized this notice. This is not a solicitation.*

- A \$220 million settlement has been reached in a class action lawsuit brought against National Milk Producers Federation, Agri-Mark, Inc., Dairy Farmers of America, Inc., and Land O'Lakes, Inc. (collectively "Defendants"). The lawsuit claimed that an effort known as Cooperatives Working Together (CWT) operated a Herd Retirement Program that was a conspiracy to reduce milk output that violated the law. The Defendants deny doing anything wrong. The Court has not decided who is right.
- On September 29, 2017, the Court decided that the "Class" was comprised of businesses and individual consumers in the United States that purchased butter and/or cheese directly from one or more of the CWT members including the Defendants, during the period from December 6, 2008 to July 31, 2013. A notice was subsequently issued, as ordered by the Court, in which affected businesses and individual purchasers were required to submit a request for exclusion by July 30, 2018 if they did not want to stay in the Class. You cannot request exclusion from the Class at this time.
- To be a Class Member who could be eligible for a payment, you must have purchased butter or cheese made by a CWT Member. If you are a consumer, you must have purchased butter or cheese made by a CWT Member at one of the dairy co-op stores. A list of the CWT Members along with their store names and locations is provided on pages 2 and 3.
- If you are a Class Member and do not like the settlement or any part of it including the proposed attorneys' fees, you may do nothing or you may write to the Court and/or request to speak at a hearing by **April 13, 2020**.
- If the Court approves the settlement and after any resulting appeals are resolved, the Court will approve a Claim Form and set a deadline for Class Members to submit claims. In order to receive a payment, you must submit a Claim Form.
- If you received this notice in the mail, a Claim Form will be sent to you automatically and you do not need to do anything at this time to be eligible to receive a payment from the settlement.
- If you *did not* receive this Notice in the mail, and you think you are a potential Class Member, please identify yourself or your company to the Settlement Administrator as a potential Class Member by letter to the following address: Butter and Cheese Class Action, PO Box 4290, Portland, OR 97208-4290, email to: [info@butterandcheeseaction.com](mailto:info@butterandcheeseaction.com), or register on the website, so you can obtain a Claim Form, once it is available by going to [www.ButterandCheeseClassAction.com](http://www.ButterandCheeseClassAction.com) to register to be mailed a Claim Form. You will then be mailed a Claim Form after the Court approves the Claim Form and sets a deadline for Class Members to submit claims. At that time, the Claim Form will also be posted on the website.
- Your rights and options are explained in this notice.

YOUR RIGHTS AND OPTIONS	
<b>DO NOTHING</b>	If you received this Notice in the mail, you do not need to do anything at this time to be eligible to receive a payment. Once the Court has approved the Claim Form and set a deadline for Class Members to submit claims, you will be mailed a Claim Form automatically.
<b>REGISTER FOR A CLAIM FORM</b>	If you <i>did not</i> receive this Notice in the mail, and you think you are a potential Class Member, please identify yourself or your company to the Settlement Administrator as a potential Class Member by letter to the following address: Butter and Cheese Class Action PO Box 4290, Portland, OR 97208-4290, email to: <a href="mailto:info@butterandcheeseaction.com">info@butterandcheeseaction.com</a> , or register on the website, so you can obtain a Claim Form once it is available. After the Court approves the Claim Form, a Claim Form will be mailed to you.
<b>OBJECT</b>	Write to the Court about why you do not like the Settlement or any part of it, including the proposed attorneys' fees, by <b>March 17, 2020</b> .
<b>GO TO A HEARING</b>	By <b>April 13, 2020</b> , write to the Court to ask to speak at the Final Fairness Hearing about the Settlement.

## CWT Members

Agri-Mark, Inc.  
 Arkansas Dairy Cooperative Association  
 Associated Milk Producers Inc.  
 Bongards Creameries  
 Burke Milk Producers Cooperative, Inc.  
 California Dairies Inc.  
 Cass-Clay Creamery Inc.  
 Champlain Milk Producers Cooperative  
 Conesus Milk Producers Cooperative  
 Association, Inc.  
 Continental Dairy Products, Inc.  
 Cooperative Milk Producers Association, Inc.  
 Cortland Bulk Milk Producers Cooperative  
 Dairy Farmers of America  
 Dairylea Cooperative Inc.  
 Dairymen's Marketing Cooperative Inc.  
 Ellsworth Cooperative Creamery  
 Empire Keystone Cooperative  
 Farmers Cooperative Creamery  
 First District Cooperative Association  
 Foremost Farms USA  
 Humboldt Creamery Association  
 Jefferson Bulk Milk Cooperative, Inc.  
 Just Jersey Cooperative, Inc.  
 Land O'Lakes, Inc.  
 Lone Star Milk Producers  
 Lowville Producers Dairy Cooperative  
 Magic Valley Quality Milk Producers, Inc.  
 Manitowoc Milk Producers Cooperative

Maryland & Virginia Milk Producers Cooperative  
 Association  
 Massachusetts Coop. Milk Producers Fed. Inc.  
 Michigan Milk Producers Association  
 Mid-West Dairymen's Co.  
 Mount Joy Farmers Cooperative Association  
 National Farmers Organization  
 North Lawrence Producers Cooperative, Inc.  
 Northwest Dairy Association (Darigold)  
 Oneida-Madison Milk Producers Cooperative  
 Prairie Farms Dairy  
 Preble Cooperative, River Valley Milk Producers Inc.  
 Schoharie County Cooperative Dairies  
 Seaway Bulk Milk Producers Cooperative, Inc.  
 Security Milk Producers Association  
 Select Milk Producers, Inc.  
 Snake River Dairymen's Association  
 South New Berlin Milk Cooperative, Inc.  
 Southeast Milk, Inc.  
 St. Albans Cooperative Creamery, Inc.  
 Swiss Valley Farms, Co.  
 Tillamook County Creamery Association  
 United Dairy Cooperative Services, Inc.  
 United Dairymen of Arizona  
 Upstate Niagara Cooperative, Inc.  
 Utah Dairy Farmers Cooperative  
 Western Tier Milk Producers Cooperative  
 Zia Milk Producers Inc.

## CWT MEMBER STORES

<b>Store Name</b>	<b>City, State</b>
Foremost Farms USA Cheese Stores	Appleton, WI
Foremost Farms USA Cheese Stores	Chilton, WI
Foremost Farms USA Cheese Stores	Clayton, WI
Foremost Farms USA Cheese Stores	Lancaster, WI
Foremost Farms USA Cheese Stores	Marshfield, WI
Foremost Farms USA Cheese Stores	Preston, MN
Foremost Farms USA Cheese Stores	Reedsburg, WI
Foremost Farms USA Cheese Stores	Richland Center, WI
Bongards Retail Store	Bongards, MN
Perham Retail Store	Perham, MN
Cortland Bulk Milk Producers Cooperative - CBM Cheese Shop, LLC, "The Cheese Shop"	Cortland, NY
Ellsworth Cooperative Creamery	Comstock, WI
Ellsworth Cooperative Creamery	Ellsworth, WI
Jefferson Bulk Milk Cooperative - Jeff Bulk Cheese Store, Inc. "The Cheese Store"	Watertown, NY
Lowville Producers Dairy CO-OP, Inc. - Lowville Producers Cheese Store	Lowville, NY
Oneida-Madison Milk Producers Cooperative	Sherrill, NY
St. Albans Cooperative Creamery, Inc. - St. Albans Coop Store	St. Albans City, VT
Cabot Farmers' Store	Waterbury Center, VT
Cabot Quechee Store	Quechee, VT
The Cheese Cave	Faribault, MN
Shullsburg Creamery	Shullsburg, WI
Milk 'n More Store	Tempe, AZ
Tillamook County Creamery Association	Tillamook, OR
Associated Milk Producers Inc.	Arlington, IA
Associated Milk Producers Inc.	Blair, WI
Associated Milk Producers Inc.	Freeman, SD
Associated Milk Producers Inc.	Hoven, SD
Associated Milk Producers Inc.	Jim Falls, WI
Associated Milk Producers Inc.	New Ulm, MN
Associated Milk Producers Inc.	Paynesville, MN
Associated Milk Producers Inc.	Portage, WI
Associated Milk Producers Inc.	Rochester, MN
Associated Milk Producers Inc.	Sanborn, IA
Dairy Farmers of America Store	Springfield, MO
Dairy Farmers of America Store	Beaver, UT
California Dairies Inc.	Los Banos, CA

**QUESTIONS? CALL 1-855-804-8574 OR VISIT [WWW.BUTTERANDCHEESECLASSACTION.COM](http://WWW.BUTTERANDCHEESECLASSACTION.COM)**

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## **BASIC INFORMATION**

### **1. WHY WAS THIS NOTICE ISSUED?**

A Court has established, or “certified,” this case as a class action lawsuit. This Notice is to inform you that a \$220 million settlement has been reached. If you are a Class Member, you have legal rights and options before the Court decides whether to give final approval to the settlement. This Notice explains all of these things.

Judge Nancy J. Rosenstengel, of the United States District Court for the Southern District of Illinois (the “Court”), is currently overseeing this case. The case is known as *First Impressions Salon, Inc., et al. v. National Milk Producers Federation, et al.*, Case No. 3:13-CV-00454-NJR-GCS. The people who sued are called the Plaintiffs. The companies they sued, Agri-Mark, Inc., Dairy Farmers of America, Inc., Land O’Lakes, Inc., and National Milk Producers Federation are called the Defendants.

### **2. WHAT IS A CLASS ACTION?**

In a class action, one or more people called “Named Plaintiffs” (in this case, First Impressions Salon, Inc., Roy Mattson, Piggly Wiggly Midwest, LLC, and KPH Healthcare Services d/b/a Kinney Drugs, Inc.) sue on behalf of people who have similar claims. All these people are a “Class” or “Class Members.” One court resolves the issues for all Class Members, except for those who previously excluded themselves from the Class.

### **3. WHAT IS THIS LAWSUIT ABOUT?**

In the *Third Amended Consolidated Class Action Complaint* (the “*Complaint*”) (available at the website), Plaintiffs claim that from December 6, 2008 through July 31, 2013, Defendants violated the Sherman Act, 15 U.S.C. §1, and conspired and combined to limit the production of raw farm milk through premature “herd retirements” that required dairy farmers who participated in a herd retirement to remove all of the milking cows in their herds and, beginning on April 1, 2009, forego a 10% incentive payment if they wished to reenter the dairy farming business within one year. The *Complaint* alleges that the principal purpose and effect of this contract, combination and conspiracy has been to eliminate competition, significantly reduce the number of dairy farmers competing in the market and produce both short-term and long-term increases in the prices of butter and cheese. Defendants deny these claims.

### **4. WHY IS THERE A SETTLEMENT?**

The Court has not decided in favor of the Plaintiffs or Defendants. Instead, both sides have agreed to the Settlement. By agreeing to a settlement, the parties avoid the costs and uncertainty of a trial, and if the settlement is approved by the Court, Class Members will be eligible to receive a payment from this settlement. The settlement does not mean that any law was broken or that the Defendants did anything wrong. The Defendants deny all legal claims in this case. Plaintiffs and their lawyers think the settlement is best for everyone who is affected.

## **WHO IS INCLUDED IN THE SETTLEMENT**

### **5. HOW DO I KNOW IF I AM PART OF THIS?**

On September 29, 2017, the Court decided that everyone who fits the following description is a Class Member:

(1) All persons and entities in the United States that purchased butter directly from one or more Members of Defendant, Cooperatives Working Together and/or their subsidiaries, during the period from December 6, 2008 to July 31, 2013 who did not timely opt-out of the Class pursuant to the Class Notice approved by the Court in its order dated May 8, 2018 and transmitted to the Class on May 31, 2018 (hereinafter referred to as “Butter Sub-Class”); and

(2) All persons and entities in the United States that purchased cheese directly from one or more Members of Defendant, Cooperatives Working Together and/or their subsidiaries, during the period from December 6, 2008 to July 31, 2013 who did not timely opt-out of the Class pursuant to the Class Notice approved by the Court in its order dated May 8, 2018 and transmitted to the Class on May 31, 2018 (hereinafter referred to as “Cheese Sub-Class”).

A notice was subsequently issued as ordered by the Court in which affected businesses and individual purchasers were required to submit a request for exclusion by July 30, 2018 if they did not want to stay in the Class.

### **6. CAN I REQUEST TO BE EXCLUDED FROM THE CLASS?**

The Court decided that the deadline to request exclusion from the Class was July 30, 2018. Since that deadline has now passed, you cannot request exclusion from the Class at this time.

### **7. WHO ARE THE “MEMBERS” OF COOPERATIVES WORKING TOGETHER (CWT)?**

The “Members” are the CWT producers listed on page 2.

### **8. HOW CAN I BE SURE I BOUGHT BUTTER OR CHEESE FROM A CWT MEMBER?**

In order to be a Class Member, you must have bought butter and/or cheese directly from one of the CWT members listed on page 2.

### **9. IF I BOUGHT BUTTER OR CHEESE JUST FOR MYSELF COULD I BE A CLASS MEMBER?**

Yes. Though most Class Members are larger entities, some butter and cheese products were sold at CWT co-op stores directly to individual consumers. A list of CWT Member stores and their locations is provided on page 3.

### **10. I’M STILL NOT SURE IF I AM INCLUDED IN THE CLASS.**

If you are still not sure whether you are included in the Class, you can visit the website [www.ButterandCheeseClassAction.com](http://www.ButterandCheeseClassAction.com), call toll free 1-855-804-8574, or write to Butter and Cheese Class Action Administrator, P.O. Box 4290, Portland, OR 97208-4290, for more information.

## **THE SETTLEMENT BENEFITS**

### **11. WHAT DOES THE SETTLEMENT PROVIDE?**

As part of the settlement, the National Milk Producers Federation will deposit \$220 million into a Settlement Fund. These monies will be deposited in installments over approximately the next four years as described in detail in the Settlement Agreement, which is posted on the website.

The settlement provides that payments to Class Members will be allocated as follows:

- 37% to the Butter Sub-Class, and
- 63% to the Cheese Sub-Class.

Payments to Class Members will be comprised of the \$220 million plus applicable accrued interest, minus the following: attorneys' fees and expenses, payments to the Named Plaintiffs, notice costs, administration costs, and taxes. For more information on attorneys' fees and payments to the Named Plaintiffs, *see* "The Lawyers Representing the Class," below.

### **12. HOW CAN I GET A PAYMENT FROM THE SETTLEMENT?**

If the Court approves the settlement (*see* "The Court's Fairness Hearing" below) and any resulting appeals are resolved, the Court will approve a Plan of Distribution including a Claim Form and a deadline for Class Members to submit claims. In order to get a payment from the settlement, you must submit a Claim Form.

To be a Class Member who could be eligible for a payment, you must have purchased butter or cheese made by a CWT Member. If you are a consumer, you must have purchased butter or cheese made by a CWT Member at one of the dairy co-op stores. The list of CWT Members along with their store names and locations is provided on pages 2 and 3.

If you received this notice in the mail, a Claim Form will be sent to you automatically and you do not need to do anything at this time to be eligible to receive a payment from the settlement in the future.

If you did not receive this notice in the mail, and you think you are a potential Class Member, please identify yourself or your company to the Settlement Administrator as a potential Class Member by letter to the following address: Butter and Cheese Class Action, PO Box 4290, Portland, OR 97208-4290, email to: [info@butterandcheeseaction.com](mailto:info@butterandcheeseaction.com), or register on the website, so you can obtain a Claim Form once it is available. You will then be mailed a Claim Form once the Court has approved the Plan of Distribution. The Claim Form will also be posted on the website at that time.

## **THE LAWYERS REPRESENTING THE CLASS**

### **13. DO I HAVE A LAWYER IN THIS CASE?**

The Court appointed as Co-Lead Class Counsel: Don Barrett of Barrett Law Group, Lexington, Mississippi, Dianne M. Nast of NastLaw LLC, Philadelphia, Pennsylvania, and Michael L. Roberts of Roberts Law Firm, P.A., Dallas, Texas to represent you. You do not have to pay Class Counsel out of your own pocket. If you want to be represented by another lawyer, you may hire one to appear in Court for you at your own expense.

#### 14. HOW WILL THE LAWYERS BE PAID?

The Court will be asked to approve attorneys' fees of up to 33.33% of the \$220 million Settlement Fund plus interest and reimbursement of the attorneys' expenses. The Court will also be asked to approve payments to the Named Plaintiffs for their service on behalf of the entire Class. These payments to Class Counsel and the Named Plaintiffs will be made from the Settlement Fund.

### OBJECTING TO THE SETTLEMENT

#### 15. HOW DO I OBJECT TO THE SETTLEMENT?

If you are a Class Member, you can object to any part of the Settlement, including the request for attorneys' fees and expenses and payments to the Named Plaintiffs.

To object to the Settlement, you must send a letter with the following information:

- Your name and address and the name and address of your attorney, if you have hired one.
- Case name and number:  
*First Impressions Salon, Inc., et al. v. National Milk Producers Federation, et al.*  
Case No. 3:13-CV-00454-NJR-GCS
- The specific reasons why you object to the settlement or any part of it.
- All documents or writings that you want the Court to consider.

You must mail your objection to the following addresses **postmarked by March 17, 2020**:

CLERK OF THE COURT	CO-LEAD CLASS COUNSEL	NATIONAL MILK'S COUNSEL
Clerk, U.S. District Court Southern District of Illinois 750 Missouri Avenue East St. Louis, IL 62201	Michael L. Roberts Roberts Law Firm 1920 McKinney Ave., 7th Floor Dallas, TX 75201	Jonathan B. Sallet Attorney At Law 1101 Connecticut Ave NW Suite 450 Washington, DC 20036  John Kavanagh Steptoe & Johnson, LLP 1330 Connecticut Ave NW Washington, DC 20036

### THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Settlement and any requests for fees and expenses ("Fairness Hearing").

#### 16. WHEN WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT?

The Court has scheduled a Fairness Hearing on **April 27, 2020, at 1:30 p.m.**, at the United States District Court Southern District of Illinois, Courtroom 3, 750 Missouri Avenue East, St. Louis, IL

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62201. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check [www.ButterandCheeseClassAction.com](http://www.ButterandCheeseClassAction.com), for updates.

At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. The Court may also consider the requests by Class Counsel for attorneys' fees and expenses and for payments to the Named Plaintiffs. If there are objections, the Court will consider them at that time. After the hearing, the Court will decide whether to approve the Settlement. It is unknown how long these decisions will take.

Any judgment issued by the Court will be binding on the Class. The Settlement, if approved by the Court and once any appeals are resolved, will release all claims in the class action. The specific release of claims is provided in the Settlement Agreement, which can be found on the website.

#### **17. DO I HAVE TO ATTEND THE HEARING?**

No. Class Counsel will answer any questions the Court may have. However, you are welcome to attend the hearing at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you submitted your written objection on time, to the proper addresses, and it complies with the other requirements provided above, the Court will consider it. You also may pay your own lawyer to attend the hearing, but this is not necessary.

#### **18. MAY I SPEAK AT THE HEARING?**

If you have properly submitted an objection (*see* "Objecting to the Settlement, above), you may ask the Court for permission to speak at the Final Approval Hearing about the reasons you do not like the Settlement, or any part of it.

Any Class Member who wishes to appear at the Final Approval Hearing must file with the Clerk of the Court a "Notice of Intention to Appear," which must be received by **April 13, 2020**, with copies sent to the counsel addresses listed in Question 15 above.

### **GETTING MORE INFORMATION**

#### **19. HOW DO I GET MORE INFORMATION?**

Visit the website at [www.ButterandCheeseClassAction.com](http://www.ButterandCheeseClassAction.com), where you will find the Settlement Agreement, Preliminary Approval Order, Memorandum and Order certifying the Class, the *Complaint*, and the Defendant's Joint Answer to Plaintiffs' Third Amended Consolidated Class Action Complaint. You may also call toll-free at 1-855-804-8574 or write to Butter and Cheese Class Action Administrator, P.O. Box 4290, Portland, OR 97208-4290 or send an email to [info@ButterandCheeseClassAction.com](mailto:info@ButterandCheeseClassAction.com).