

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS

IN RE TURKEY ANTITRUST LITIGATION

Civil Action No. 19-cv-08318

This Document Relates To:

Honorable Sunil R. Harjani
Honorable Keri L. Holleb Hotaling

*Direct Purchaser Plaintiffs and Direct Action
Plaintiffs*

**DECLARATION OF CHRISTOPHER C. GOODNOW IN SUPPORT OF DIRECT
ACTION PLAINTIFFS CARINA VENTURES LLC AND AMORY INVESTMENT
LLC'S OPPOSITION TO DIRECT PURCHASER PLAINTIFFS' MOTION FOR
A COMMON BENEFIT SET-ASIDE ORDER**

I, **Christopher C. Goodnow**, declare as follows:

1. I am a partner of the firm Kellogg, Hansen, Todd, Figel & Frederick, P.L.L.C., and one of the attorneys representing Plaintiffs Carina Ventures LLC and Amory Investment LLC in the above-captioned action. I submit this declaration in support of Carina and Amory's Opposition to Direct Purchaser Plaintiffs' Motion for a Common Benefit Set-Aside Order.

2. Attached as **Exhibit 1** is a true and correct copy of an email from Brian D. Clark with recipients including Christopher C. Goodnow et al., regarding *In Re Turkey Antitrust Litigation*, dated February 10, 2025.

3. Attached as **Exhibit 2** is a true and correct copy of an email from Brian D. Clark to Christopher C. Goodnow et al., regarding *In Re Turkey Antitrust Litigation*, dated January 29, 2025, with the attachment entitled "Turkey – Draft Proposed Order re DAP Set Aside Stipulation.pdf."

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

Executed on this 18th day of March, 2025.

/s/ Christopher C. Goodnow

Exhibit 1

From: [Clark, Brian D.](#)
To: [Hickey, Kathleen W.](#); [Shana E. Scarlett](#); [Abby Wolf](#); [Morbey, Simeon A.](#); [Bruckner, W. Joseph](#); [Rio Pierce](#)
Cc: [Ho, Derek T.](#); [Goodnow, Christopher C.](#); [Liebman, Jonathan I.](#)
Subject: [EXTERNAL] RE: In Re Turkey Antitrust Litigation
Date: Monday, February 10, 2025 1:00:35 PM

Counsel,

Thank you for the letter. We appreciate the proposal on page one of your letter proposing a 7.5% set-aside with a cap at \$15.18 million. However, we also note that you reserve the right to object to DPPs' request for common benefit related to such a set-aside fund, which does not help to narrow the dispute in our view. DPPs' are interested in narrowing the dispute to present to the Court. We believe there is a path forward on these conversations if Carina and Amory (and all their counsel) will agree to (1) a 7.5% set-aside with a cap of \$45 million (a multiplier more consistent with valuation averaging the multiplier on class sales for the Tyson and Cargill settlements), and (2) that neither Carina, Amory, nor their counsel will object to a request by DPPs for the full amount of that set-aside. If not, then we think this dispute is best presented to the Court. Please let us know by COB today what your position is.

With respect to page two through four of your February 7th letter, we do not agree with anything you have written there. In particular, we cannot agree that a relatively small opt out like Carina would be given equal status on briefing or depositions to the two Classes in this matter.

Please let us know if you agree to the above counter-proposal no later than 12:00 p.m. Central tomorrow.

Thanks,

Brian

Brian D. Clark | Partner | He/Him
Lockridge Grindal Nauen PLLP
100 Washington Avenue S | Suite 2200 | Minneapolis MN 55401
P: 612-596-4089 | F: 612-339-0981 | www.locklaw.com

From: Hickey, Kathleen W. <khickey@kelloggghansen.com>
Sent: Friday, February 7, 2025 2:35 PM
To: Clark, Brian D. <bdclark@locklaw.com>; Shana E. Scarlett <shanas@hbsslw.com>; Abby Wolf <AbbyW@hbsslw.com>; Morbey, Simeon A. <samorbey@locklaw.com>; Bruckner, W. Joseph <wjbruckner@locklaw.com>; Rio Pierce <riop@hbsslw.com>
Cc: Ho, Derek T. <dho@kelloggghansen.com>; Goodnow, Christopher C. <cgoodnow@kelloggghansen.com>; Liebman, Jonathan I. <jliebman@kelloggghansen.com>
Subject: RE: In Re Turkey Antitrust Litigation

Counsel,

Please see the attached correspondence.

Best,
Katie

From: Clark, Brian D. <bdclark@locklaw.com>
Sent: Friday, January 31, 2025 8:32 AM
To: Goodnow, Christopher C. <cgoodnow@kellogghansen.com>; Ho, Derek T. <dho@kellogghansen.com>; Hickey, Kathleen W. <khickey@kellogghansen.com>
Cc: Shana E. Scarlett <shanas@hbsslaw.com>; Abby Wolf <AbbyW@hbsslaw.com>; Morbey, Simeon A. <samorbey@locklaw.com>; Bruckner, W. Joseph <wjbruckner@locklaw.com>; Rio Pierce <riop@hbsslaw.com>
Subject: [EXTERNAL] RE: In Re Turkey Antitrust Litigation

Great, sending an invite for 10:30 Eastern shortly. We will be prepared to discuss case schedules.

Brian D. Clark | Partner | He/Him
Lockridge Grindal Nauen PLLP
100 Washington Avenue S | Suite 2200 | Minneapolis MN 55401
P: 612-596-4089 | F: 612-339-0981 | www.locklaw.com

From: Goodnow, Christopher C. <cgoodnow@kellogghansen.com>
Sent: Thursday, January 30, 2025 5:21 PM
To: Clark, Brian D. <bdclark@locklaw.com>; Ho, Derek T. <dho@kellogghansen.com>; Hickey, Kathleen W. <khickey@kellogghansen.com>
Cc: Shana E. Scarlett <shanas@hbsslaw.com>; Abby Wolf <AbbyW@hbsslaw.com>; Morbey, Simeon A. <samorbey@locklaw.com>; Bruckner, W. Joseph <wjbruckner@locklaw.com>; Rio Pierce <riop@hbsslaw.com>
Subject: RE: In Re Turkey Antitrust Litigation

Brian:

We're free Monday (2/3) between 9-12 ET. Please send us a calendar invite for a time when you are available.

Please also come prepared to discuss the scheduling proposal you just sent to Defendants. As you know, Carina's fact discovery period closes July 1. We do not know whether DPPs and CIIPPs' proposed schedule is intended to cover Carina, Amory, or other DAPs. If it is, we would like to discuss the basis for class plaintiffs' position. If it is not, we would like to discuss whether class plaintiffs take any position on an alternative schedule for Carina and Amory. We anticipate proposing to the Court that opening expert reports be due on or around October 1.

Regards,
Chris

From: Clark, Brian D. <bdclark@locklaw.com>
Sent: Thursday, January 30, 2025 6:02 PM
To: Ho, Derek T. <dho@kelloggghansen.com>; Goodnow, Christopher C. <cgoodnow@kelloggghansen.com>; Hickey, Kathleen W. <khickey@kelloggghansen.com>
Cc: Shana E. Scarlett <shanas@hbsslaw.com>; Abby Wolf <AbbyW@hbsslaw.com>; Morbey, Simeon A. <samorbey@locklaw.com>; Bruckner, W. Joseph <wjbruckner@locklaw.com>; Rio Pierce <riop@hbsslaw.com>
Subject: [EXTERNAL] RE: In Re Turkey Antitrust Litigation

Counsel,

We have not received a response. Please let us know a time no later than COB you are available to meet and confer on this issue.

Brian D. Clark | Partner | He/Him
Lockridge Grindal Nauen PLLP
100 Washington Avenue S | Suite 2200 | Minneapolis MN 55401
P: 612-596-4089 | F: 612-339-0981 | www.locklaw.com

From: Clark, Brian D. <bdclark@locklaw.com>
Sent: Wednesday, January 29, 2025 4:48 PM
To: dho@kelloggghansen.com; Goodnow, Christopher C. <cgoodnow@kelloggghansen.com>; Kathleen W. Hickey <khickey@kelloggghansen.com>
Cc: Shana E. Scarlett <shanas@hbsslaw.com>; Abby Wolf <AbbyW@hbsslaw.com>; Morbey, Simeon A. <samorbey@locklaw.com>; Bruckner, W. Joseph <wjbruckner@locklaw.com>; Rio Pierce <riop@hbsslaw.com>
Subject: In Re Turkey Antitrust Litigation

Counsel,

We are disappointed you never responded to the letter we sent in September (reattached again here). DPPs intend to file a motion for set-aside of a portion of any settlements obtained by Carina and Amory in this matter early next week. Please let us know when you are available tomorrow, Friday, or Monday for a meet and confer.

Thank you,
Brian

Brian D. Clark | Partner | He/Him
Lockridge Grindal Nauen PLLP
100 Washington Avenue S | Suite 2200 | Minneapolis MN 55401
P: 612-596-4089 | F: 612-339-0981 | www.locklaw.com

From: Schindler, Elizabeth A. <eschindler@locklaw.com>
Sent: Monday, September 30, 2024 5:21 PM
To: dho@kellogghansen.com; Goodnow, Christopher C. <cgoodnow@kellogghansen.com>; Kathleen W. Hickey <khickey@kellogghansen.com>
Cc: Clark, Brian D. <bdclark@locklaw.com>; Shana E. Scarlett <shanas@hbsslaw.com>
Subject: In Re Turkey Antitrust Litigation

Counsel,

Please see the attached correspondence.

Thank you,

Elizabeth Schindler | Paralegal

Lockridge Grindal Nauen PLLP
1165 N Clark Street | Suite 700 | Chicago IL 60610
P: 612-596-4030 | www.locklaw.com

Exhibit 2

From: [Clark, Brian D.](#)
To: [Ho, Derek T.](#); [Goodnow, Christopher C.](#); [Hickey, Kathleen W.](#)
Cc: [Shana E. Scarlett](#); [Abby Wolf](#); [Morbey, Simeon A.](#); [Bruckner, W. Joseph](#); [Rio Pierce](#)
Subject: [EXTERNAL] In Re Turkey Antitrust Litigation
Date: Wednesday, January 29, 2025 5:48:39 PM
Attachments: [Turkey - Draft Proposed Order re DAP Set Aside Stipulation.pdf](#)
[Turkey - Draft Proposed Order re DAP Set Aside Stipulation.docx](#)
[Turkey - Agreed Motion and Joint Stipulation re DAP Set Aside.pdf](#)
[Turkey - Agreed Motion and Joint Stipulation re DAP Set Aside.docx](#)
[2024-09-30 Turkey - Ltr to Kellogg Hansen.pdf](#)

Counsel,

We are disappointed you never responded to the letter we sent in September (reattached again here). DPPs intend to file a motion for set-aside of a portion of any settlements obtained by Carina and Amory in this matter early next week. Please let us know when you are available tomorrow, Friday, or Monday for a meet and confer.

Thank you,
Brian

Brian D. Clark | Partner | He/Him
Lockridge Grindal Nauen PLLP
100 Washington Avenue S | Suite 2200 | Minneapolis MN 55401
P: 612-596-4089 | F: 612-339-0981 | www.locklaw.com

From: Schindler, Elizabeth A. <easchindler@locklaw.com>
Sent: Monday, September 30, 2024 5:21 PM
To: dho@kellogghansen.com; Goodnow, Christopher C. <cgoodnow@kellogghansen.com>; Kathleen W. Hickey <khickey@kellogghansen.com>
Cc: Clark, Brian D. <bdclark@locklaw.com>; Shana E. Scarlett <shanas@hbsslw.com>
Subject: In Re Turkey Antitrust Litigation

Counsel,

Please see the attached correspondence.

Thank you,

Elizabeth Schindler | Paralegal

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P: 612-596-4030 | www.locklaw.com

**IN THE UNITED STATES DISTRICT COURT
NORTHERN THE DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE TURKEY ANTITRUST LITIGATION

This Document Relates To:

Direct Purchaser Plaintiff and Direct Action
Plaintiff Actions

No. 0:19-CV-08318

Hon. Sunil R. Harjani

Hon. Keri L. Holleb Hotaling

**[PROPOSED] ORDER GRANTING THE AGREED MOTION AND JOINT
STIPULATION BETWEEN DIRECT PURCHASER PLAINTIFFS AND DIRECT-
ACTION PLAINTIFFS AMORY LLC AND CARINA VENTURES LLC REGARDING
COMMON BENEFIT WORK COMPENSATION**

This matter comes before the Court on the agreed motion and joint stipulation by Direct Purchaser Plaintiffs' and Direct-Action Plaintiffs' (collectively, "Parties") regarding compensation for common benefit work done by the Direct Purchaser Plaintiff ("DPP") Class, due notice having been given and the Court being fully advised in the premises,

IT IS HEREBY ORDERED THAT:

1. The Parties' agreed motion and joint stipulation is **GRANTED**.
2. In the event Amory LLC or Carina Ventures LLC obtains a settlement or judgment in an action filed in this Court or transferred to this court related to claims arising from Defendants' alleged conspiracy and combination to fix, raise, maintain, and stabilize the price of Turkey, Defendants shall establish and thereafter maintain an insured escrow account entitled, "In re Turkey Antitrust Litigation Direct Purchaser Plaintiff Class Fee and Expense Account."
3. For any settlement or judgment obtained by Amory LLC or Carina Ventures LLC, Defendant(s) shall set aside and place into the "In re Turkey Antitrust Litigation Direct Purchaser

Plaintiff Class Fee and Expense Account” 5% of the total monetary value of such settlement or judgment.

4. No amounts shall be paid from the In re Turkey Antitrust Litigation Direct Purchaser Plaintiff Class Fee and Expense Account unless and until approved by the Court.

5. The set-aside funds shall be available, at the Court’s discretion, to pay attorneys’ fees and expenses incurred by DPP Counsel for their common benefit work, subject to a showing of entitlement to such payments.

6. DPP Counsel and counsel for Amory LLC or Carina Ventures LLC shall meet and confer and attempt in good faith to agree on an appropriate allocation of the set-aside funds. If counsel reach agreement, they shall report to the Court and seek Court approval of the agreed-upon allocation. If no agreement is reached, DPP Counsel shall file with the Court within 14 days of reaching impasse an application for compensation supported by a showing of relevant common benefit work performed and expenses incurred. Any opposition(s) may be filed within 14 days of the filing of the initial application, with any replies (if permitted by the Court) due no more than 7 days later.

7. Any set-aside funds not paid to DPP Counsel for common benefit work shall be remitted pro rata to Amory LLC or Carina Ventures LLC from whose settlements or judgments the set-aside funds were withheld.

8. The scope of this Order is without prejudice to DPP’s right to seek a sequestration order against settlements or judgments in untransferred federal cases or state cases if warranted by the facts.

9. Nothing in this Order shall prevent DPP Counsel from applying for and receiving an award of attorneys’ fees and expenses for any recovery obtained on behalf of the DPP Class.

DPP Counsel are directed to make a copy of this Order available on the website established in connection with their efforts to notify the DPP Class of the settlement between the DPPs and the Tyson Defendants.

IT IS SO ORDERED.

Dated: _____, 2024

The Honorable Sunil R. Harjani
United States District Court Judge