

APPENDIX

factor in determining whether to approve the settlement. Payments will only be made if the Court approves the settlement and after any appeals are resolved.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM FORM	The only way to receive a cash payment. IF YOU SUBMITTED A CLAIM IN 2014, AND WISH TO RECEIVE PAYMENT NOW, YOU DO NOT NEED TO SUBMIT ANOTHER CLAIM.
EXCLUDE YOURSELF (OPT OUT)	Get no payment from the settlement. This is the only option that allows you to start (or remain part of) any other lawsuit against DFA or DMS about the legal claims in this case.
SUPPORT OR OBJECT	Write to the Court about your opinion of the settlement. The Court will consider the reaction of the Subclass members in deciding whether to approve the settlement.
GO TO A HEARING	Ask to speak in Court about the fairness of the settlement.
IF YOU SUBMITTED A CLAIM IN 2014, DO NOTHING NOW	If the settlement is approved, you will receive a cash payment and give up your rights to sue DFA and DMS about the legal claims in this case.
IF YOU DID NOT SUBMIT A CLAIM IN 2014, DO NOTHING NOW	Get no payment from the settlement. Give up your rights to sue DFA and DMS about the legal claims in the case.
OPT-IN TO THE SETTLEMENT	If you previously asked to be excluded from the Subclass, you may now ask ^{to be} the Court to reinstate you as a member of the Subclass for purposes of the settlement with DFA/DMS. To receive payment from the settlement, you must also submit a claim after you are reinstated.

APPENDIX

WHO IS IN THE SETTLEMENT CLASS

7. How do I know if I'm part of the settlement?

If you are a member of either of the two Subclasses certified by the Court – and have not excluded yourself – then you are a part of the settlement. The Court has certified two groups or Subclasses:

DFA/DMS Member Subclass

- All dairy farmers (individuals or entities) who produced and pooled raw Grade A milk in Order 1 during any time from January 1, 2002 to the present, who are members of DFA or otherwise sell milk through DMS.

Non-DFA/DMS Member Subclass

- All dairy farmers (individuals or entities), who produced and pooled raw Grade A milk in Order 1 during any time from January 1, 2002 to the present, and who are not members of DFA and do not sell milk through DMS.

If there are multiple owners of your dairy farm, please forward this Notice to all of the owners. If this Notice reached you at an address other than the one on the mailing label, or if your address changes, please send your correct address to the Notice Administrator at the address in Question 34.

8. Are there any exceptions to being included?

You are **not** part of the settlement if you excluded yourself from the Class in this litigation.

The following persons and entities are also excluded from the Settlement: the current and former officers and directors of DFA, DMS, Dean Foods, HP Hood LLC, National Dairy Holdings, Farmland Dairies LLC, Kraft, DairyLea Cooperative, Inc., St. Albans Cooperative Creamery, Inc., Agri-Mark, Inc., Land O'Lakes, Inc., and Maryland and Virginia Milk Producers Cooperative Association, Inc. If you sold milk to or were a member of one or more of these entities, you are still eligible to participate in the lawsuit unless you were an officer or director of the entity. If you hold some other position with any of these entities, but are not an officer or director, you are still eligible to participate in this lawsuit.

9. If I previously asked to be excluded from a Subclass, can I change my mind now?

If you previously asked to be excluded from a Subclass in response to the Court's notice of class certification dated November 19, 2012, you may ask ~~the Court to~~ *be* reinstated ~~you~~ as part of a Subclass for purposes of the settlement with the Settling Defendants. You must deliver an application to Northeast Dairy Farmer Class

APPENDIX

Reinstatements, c/o Rust Consulting, Inc., PO Box 2958, Faribault, MN 55021-2958 ~~explaining your reasons for seeking reinstatement for purposes of the settlement with the Settling Defendants~~, so that it is **postmarked** no later than DATE. *Your application must be entitled "Opt-In Letter." It must include your name, address, and telephone number; the name of the case; a clear statement that you are opting back in;* If you are reinstated, you may be eligible for a payment from the settlement with Settling Defendants, provided you file a claim form as described below in Question 16. *In and your signature and the date.* In evaluating whether to pursue any individual claim, you should consult your own attorney.

10. If I previously did not ask to be excluded from the Subclass, can I change my mind now?

Yes. See Questions 24-26 regarding how to exclude yourself and how exclusion affects your rights.

11. I'm still not sure if I'm included.

If you are still not sure whether you are included in the settlement class, you can ask for free help.

For more information, visit www.NortheastDairyClass.com, or call 1-855-460-1533, or write to Northeast Dairy Farmer Settlement, c/o Rust Consulting, Inc., PO Box 2958, Faribault, MN 55021-2958.

SETTLEMENT BENEFITS

12. What does the Settlement provide?

DFA and DMS have agreed to pay \$50,000,000 into a Settlement Fund. After deducting attorneys' fees, plus costs, expenses, and incentive fees for the dairy farmers who brought the lawsuit (see Questions 22 and 23), the net Settlement Fund will be distributed to members of the Subclasses who file valid claims.

In addition to the \$50 million Settlement Fund, DFA and DMS have agreed to change their business practices in the following ways:

- **Farmer Ombudsperson.** ^{For the next five years,} a Farmer Ombudsperson will be created to advocate for farmers and promote fairness within DFA and DMS.
 - The Farmer Ombudsperson will listen to and investigate farmers' complaints and concerns.
 - The Farmer Ombudsperson will mediate disputes between farmers and DFA and DMS.
 - The Farmer Ombudsperson will have access to relevant records within DFA and DMS, will meet with a representative from the DFA and DMS

APPENDIX

- management team, and will be allowed to attend and participate in DFA Northeast Area Council Meetings.
- The Farmer Ombudsperson will report on their activities to Subclass Members every six months.
 - DFA/DMS is required to pay the Farmer Ombudsperson an hourly fee, not to exceed a pre-determined amount identified in the settlement.
 - **Advisory Council Member:** ^{For the next four years,} an Advisory Council Member position will be created to advocate for farmers within DFA and DMS and promote better pay prices, net income and enhanced equity for them.
 - The Advisory Council Member can request a third-party review of DFA's and DMS's financial statements to be paid for by DFA and DMS, and hire experts. He or she shall have access to all DFA Northeast Area Council and DMS books and financial records
 - The Advisory Council Member will be a non-voting member of DFA's Northeast Area Council, and shall be allowed to attend and participate in DFA Northeast Area Council and other key DFA meetings.
 - The Advisory Council Member will report on their activities to Subclass Members every six months.
 - DFA/DMS is required to pay the Advisory Council Member an hourly fee, not to exceed a pre-determined amount identified in the settlement.
 - **Milk Testing:** DFA and DMS will adopt safeguards to increase fairness and transparency in milk testing.
 - For the next ten years, DFA and DMS will not acquire a controlling interest in the milk testing company its farmers use, DairyOne, nor will DFA members hold a majority of seats on its board.
 - For the next five years, any farmer in Order 1 whose milk is tested by DairyOne and who disputes the accuracy of the test result may require a split sample procedure three times a year at no cost to the farmer and in which the dairy farmer observes the collection and sealing of a sample to be tested at two independent, certified labs selected by the farmer in addition to DairyOne. If the split sample fails to confirm the original test result within a reasonable level of error, the appropriate adjustments to the farmer's milk check will be made and information regarding the labs' differing results submitted to the Market Administrator.
 - Additional farmer concerns regarding milk testing accuracy may be raised with the Farmer Ombudsperson who shall attempt to mediate any disputes.
 - DFA/DMS shall provide the Farmer Ombudsperson with an annual report identifying any discrepancies found between milk test results at DairyOne and those from other certified laboratories.

APPENDIX

25. If I do not exclude myself, can I sue later?

No. Unless you exclude yourself, you give up the right to sue DFA or DMS for all of the claims that this proposed settlement resolves and others that could have been asserted based on the conduct in the Complaint in this case. You must exclude yourself from the Subclass to start your own lawsuit, continue with a lawsuit, or be part of any other lawsuit against DFA or DMS relating to the "Released Claims" described in Section 1.16 of the Settlement Agreement.

26. How do I get out of the settlement?

To exclude yourself from the proposed settlement, you must send a letter by mail clearly stating the following:

- The title "Opt-Out Letter."
- Your name, address, and telephone number,
- The name of the case (Allen v. Dairy Farmers of America, Inc., No. 5:09-CV-230-CR),
- A clear statement that you would like to be excluded, and
- Your signature, and the date.

You must mail your request for exclusion postmarked by **DATE** to:

Northeast Dairy Farmer Settlement with DFA/DMS
c/o Rust Consulting, Inc.
PO Box 2958
Faribault, MN 55021-2958

You cannot ask to be excluded on the phone, by email, or at the website.

SUPPORTING OR OBJECTING TO THE SETTLEMENT

You may express support for or objection to the settlement, and the Court will take into account the views of Subclass Members in deciding whether to approve the settlement.

27. How do I tell the Court that I like or support the settlement?

If you are a Subclass Member, you can send a letter to the Court expressing your support of the settlement. Your letter must also include the following:

- The title "Letter of Support."
- Your name, address, and telephone number,
- The name of the case (Allen v. Dairy Farmers of America, Inc., No. 5:09-CV-230-CR),
- ~~A brief statement regarding your milk sales and any cooperative status or affiliation.~~
- The specific reasons you support to the settlement, and
- Your signature, and the date.

APPENDIX

Your letter of support, along with any supporting material you wish to submit, must be mailed and postmarked no later than DATE, to the following four addresses:

Court	Subclass Counsel	Defense Counsel
United States District Court for the District of Vermont 11 Elmwood Avenue, Burlington, VT 05401,	Brent W. Johnson Cohen Milstein Sellers & Toll PLLC 1100 New York Avenue, NW Suite 500 Washington, DC 20005 Robert G. Abrams, Esq. Baker Hostetler LLP Washington Square, Suite 1100 1050 Connecticut Avenue, NW Washington, DC 20036-5304	Steven R. Kunej, Esq. Williams & Connolly LLP 725 Twelfth Street, N.W. Washington, DC 20005

28. How do I tell the Court that I don't like or object to the settlement?

If you are a Subclass Member, you can object to the settlement or to Subclass Counsel's requests for fees, expenses, and incentive fees for the Subclass Representatives. To object, you must send a letter saying that you object. Your letter must also include the following:

- The title "Letter of Objection."
- Your name, address, and telephone number,
- The name of the case (Allen v. Dairy Farmers of America, Inc., No. 5:09-CV-230-CR),
- ~~A brief statement regarding your milk sales and any cooperative status or affiliation,~~
- The specific reasons you object to the settlement, and
- Your signature_x and the date.

Your letter of objection, along with any supporting material you wish to submit, must be mailed and postmarked no later than DATE, to the four addresses in Question 27.

29. Can I receive a payment even if I object?

Yes. You can submit a claim and receive your share of the settlement even if you object to the settlement. If you want to receive your share of the settlement (and you have not already submitted a claim for the 2014 settlement), you must submit a claim by DATE.

APPENDIX

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the settlement and any requests for attorneys' fees, expenses, and incentive payments for the Subclass Representatives. You may attend and you may ask to speak, but you don't have to.

30. When and where will the Court decide whether to approve the settlement?

The Court will hold a hearing beginning at TIME on DATE, at the United States District Court for the District of Vermont, 11 Elmwood Avenue, Burlington, VT 05401, in Courtroom 542. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check www.NortheastDairyClass.com. At this hearing, the Court will consider whether the proposed Settlement is fair, reasonable, and adequate. The Court will consider both support for and objections to the Settlement. The Court may listen to people who asked to speak at the hearing.

After the hearing, the Court will decide whether to approve the Settlement, and if so, how much to pay the attorneys for the Subclasses and whether to provide incentive payments for the Subclass Representatives. We do not know how long these decisions will take.

31. Do I have to come to the hearing?

No. Subclass Counsel will answer any questions Judge Reiss may have. But you are welcome to attend the hearing at your own expense. If you send a written letter or support or objection, you do not have to come to the Court to discuss it. As long as you mailed your letter on time, following the instructions in this Notice, the Court will consider it. You may also pay your own lawyer to attend, if you wish, but it's not necessary.

32. May I speak at the hearing?

Yes. You may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter saying that it is your "Notice of Intention to Appear at the Fairness Hearing." Be sure to include the following information:

- The title "Notice of Intent to Appear at the Fairness Hearing."
- Your name, address, and telephone number,
- The name of the case (Allen v. Dairy Farmers of America, Inc., No. 5:09-CV-230-CR),
- ~~A brief statement regarding your milk sales and any cooperative status or affiliation.~~ ^{topics}
- The specific ~~reasons~~ ^{discuss} you wish to speak regarding the settlement; and
- Your signature ^x and the date

You must mail your Notice of Intention to Appear ^{at the Fairness Hearing}, postmarked no later than DATE, to the four addresses in Question 27.

APPENDIX

Legal Notice

If Your Farm Produced and Pooled Grade A Milk In Federal Milk Marketing Order 1 Between 2002 and 2014

You Could Get Money from a Class Action Settlement

A \$50 million Settlement with Dairy Farmers of America, Inc. ("DFA") and Dairy Marketing Services, LLC ("DMS") (the "Defendants") has been reached in a class action involving the price of raw Grade A milk that was produced and sold in the Northeast. If approved by the Court, the Settlement will provide payments to dairy farmers who submit valid claim forms and you may be eligible. The Settlement will also result in certain changes to the way DFA and DMS operate their businesses.

What is the case about?

The lawsuit claims that Defendants unlawfully agreed and conspired with themselves and others to restrict competition in, and monopolize the market for, the marketing, sale, and purchase of raw Grade A milk in Federal Milk Market Order 1 ("Northeast"). The lawsuit seeks to recover money damages from DFA and DMS for allegedly suppressing the price of raw Grade A milk received by farmers, and to stop Defendants from engaging in any conduct the Court determines has unlawfully prevented competition for the sale and purchase of raw Grade A milk. Defendants deny that they did anything wrong.

Are you included?

In general, all dairy farmers, whether individuals or entities, who produced and pooled raw Grade A milk in Order 1 at any time from January 1, 2002 to the present are included in the class action. The Court has certified two subclasses of Plaintiffs in this case: a subclass of farmers who sell their milk through DFA or DMS, and a subclass of farmers who do not sell through DFA/DMS. This Settlement provides money to both Subclasses. See the detailed notice at the website for any exceptions to Subclass Membership.

What Does the Settlement Provide?

Defendants have agreed to pay \$50 million into a Settlement Fund. After deducting attorneys' fees, costs, incentive fees for the dairy farmers who brought the lawsuit, and other fees, the net Settlement Fund will be distributed to Class Members who file valid claims. The Settlement will also result in certain changes to Defendants' business practices. If the Court approves this settlement, you will not be able to sue DFA and DMS, as well certain related entities, for the claims in this suit or related claims, *unless you opt out.*

How to Get a Payment?

If you previously submitted a Claim in the previous 2014 DFA/DMS Settlement, and wish to receive payment here, you do NOT need to submit another Claim. If you did not submit a Claim, but wish to receive payment here, you must submit a Claim. You can get a Claim Form at www.NortheastDairyClass.com or by calling 1-855-460-1533. The deadline to submit a Claim Form is DATE. The amount of money you may receive will depend on the amount of raw Grade A milk you produced in and pooled on Order 1 from January 1, 2002 to December 12, 2014 as well as the number of valid claims that are received, and the fees, costs and expenses the Court approves. We don't know how many people will file claims; if 8,000 dairy farmers file a valid claim, the average payment per farmer is estimated to be approximately \$4,000. Your payment could be more or less.

Your Other Rights

If you do nothing, you will not be able to sue DFA or DMS for any claim relating to the lawsuit. If you want to be able to sue DFA or DMS for any claim relating to this suit, you must exclude yourself from this Settlement. You may support or object to the Settlement by DATE. The Court will hold a hearing on DATE, to consider whether to approve the Settlement and a request by the Class lawyers for one-third of the settlement amount (\$16.66 million) in attorneys' fees, plus costs, expenses, and incentive fees of up to \$20,000 for each of the dairy farms that brought the lawsuit. You do not need to attend the hearing. If you wish, you or your own lawyer may ask to appear and speak at the hearing at your own cost. You can get more information at www.NortheastDairyClass.com; by calling 1-855-460-1533; or by writing to: Northeast Dairy Farmer Class, c/o Rust Consulting, Inc., PO Box 2958, Faribault, MN 55021-2958.