UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE DIAL CORPORATION,
HENKEL CONSUMER GOODS INC.
H. J. HEINZ COMPANY,
H. J. HEINZ COMPANY, L.P.,
FOSTER POULTRY FARMS,
SMITHFIELD FOODS, INC.,
HP HOOD LLC,
BEF FOODS, INC.,
SPECTRUM BRANDS, INC.

Individually and On Behalf of Similarly Situated Companies
Plaintiffs,
v.

NEWS CORPORATION,
NEWS AMERICA INC.,
NEWS AMERICA MARKETING FSI LLC,
NEWS AMERICA MARKETING IN-STORE SERVICES, LLC
Defendants.

Civ. Action No. 13-CV-06802 (WHP)

PLAINTIFFS' MOTION FOR CLASS CERTIFICATION

Pursuant to Rule 23 of the Federal Rules of Civil Procedure, Plaintiffs hereby move for entry of an order certifying this case as a class action for damages and other relief pursuant to Rule 23(b)(3) on behalf of the following class, as defined below:

> Persons residing in the United States who have directly purchased in-store promotions from News at any time on or after April 5, 2008, and have not purchased these services under News contracts with mandatory arbitration clauses.

Plaintiffs further move for entry of an order certifying this case as a class action for damages and other relief pursuant to Rule 23(b)(2) on behalf of the following class, as defined below:

> Persons residing in the United States who have directly purchased in-store promotions from News at any time on or after April 5, 2008, and have not purchased these services under News contracts with mandatory arbitration clauses.

Plaintiffs further move for the appointment of Berry Law PLLC, Kellogg, Huber, Hansen, Todd, Evans, & Figel, PLLC, McKool Smith, PC, Paul Hastings LLP, and Susman Godfrey as class counsel. In support thereof, Plaintiffs state as follows:

1. Plaintiffs' antitrust claims are brought under Sections 1 and 2 of the Sherman Act (15 U.S.C. §§ 1, 2) and Section 3 of the Clayton Act (15 U.S.C. § 14). This action also seeks to enjoin Defendants and their agents and employees from continuing their unlawful actions to prevent further threatened harm and damage to Plaintiffs and the putative class.

2. This action satisfies the prerequisites for maintenance of a class action under Rule 23(a). The class consists of at least a thousand geographically diverse members, and is therefore so numerous that joinder of all members of the class is impracticable; there are numerous questions of law and fact arising from the pattern of Defendants' anticompetitive conduct which are common to the members of the class; the claims of the class representatives are typical of the claims of the members of the class and fairly encompass the claims of the members of the class; and the class representatives and their counsel will fairly and adequately protect the interests of the members of the class.

3. This action also meets the requirements of Rule 23(b)(3). Common questions of law and fact to the members of the class predominate over any question affecting only its individual members and a class action is superior to other methods for the fair and efficient resolution of the controversy.

4. This action also meets the requirements of Rule 23(b)(2). News has acted, or refused to act, on grounds generally applicable to the class, thereby making appropriate final injunctive relief, or corresponding declaratory relief, for the class as a whole.

5. Plaintiffs' counsel does not have any conflicts of interest with class members and they and their counsel have investigated and prosecuted the action vigorously for over five years. Plaintiffs' counsel is qualified to conduct the litigation and have had extensive experience in antitrust, class, and other complex litigation.

6. Plaintiffs expressly incorporate the Memorandum of Law in Support of Plaintiffs' Motion for Class Certification and the Declaration of John C. Briody in Support of Plaintiffs' Motion for Class Certification and the exhibits attached thereto, filed contemporaneously with this motion. These submissions provide further detail concerning the appropriateness of class treatment of this action and the appointment of class counsel.

WHEREFORE, Plaintiffs respectfully request that this Court enter an Order certifying the above class, and appointing Berry Law PLLC, Kellogg, Huber, Hansen, Todd, Evans, & Figel, PLLC, McKool Smith, PC, Paul Hastings LLP, and Susman Godfrey as class counsel

Dated: August 11, 2014

Respectfully submitted,

By: /s/ *John C. Briody*

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Certificate of Service

I, John C. Briody, hereby certify that a copy of the foregoing has been served via this Court's ECF upon counsel for Defendants on August 11, 2014.

s/ John C. Briody
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