

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

*In re U.S. Foodservice, Inc.
Pricing Litigation*

Case No. 3:07-md-1894 (AWT)

This Document Relates To: All Matters

**CLASS COUNSEL’S MOTION FOR AWARD OF FEES AND EXPENSES FROM THE
COMMON FUND AND AN INCENTIVE AWARD FOR LEAD PLAINTIFFS**

Pursuant to Federal Rule of Civil Procedure 23(h), Class Counsel hereby respectfully moves for an award attorney’s fees equaling one-third of the common fund, reimbursement of its \$7,933,858.41 in expenses, and incentive awards of \$40,000 for each of the lead plaintiffs and \$20,000 for class member Lizard’s Thicket of South Carolina. The Court preliminarily approved the settlement between Plaintiffs and USF on July 14, 2014 and will conduct a final fairness hearing on the settlement, including class counsel’s request for attorney’s fee, expenses, and incentive payments on December 9, 2014. [Dkt. 508].

Class Counsel has diligently represented the interests of the class since the inception of this case nearly eight years ago and respectfully requests that the Court award it fees that fairly compensate it for the considerable time and expense it has advanced on behalf of the Plaintiff Class. In support of its motion, Class Counsel submits the accompanying Memorandum of Law, expert declarations of Professors Charles Silver, Geoffrey Miller and Alexandra Lahav, a Joint Declaration of Richard L. Wyatt, Jr, James E. Hartley, R. Lawrence Macon, and Joe R. Whatley, and a compendium of declarations on behalf of the law firms that served as class counsel, Hunton & Williams LLP, Drubner, Hartley & Hellman LLC, Whatley Kallas LLP, Akin Gump Strauss Hauer & Feld LLP, Gray & White, The Strom Law Firm LLC, McNair Law Firm, P.A., and Foote, Mielke, Chavez & O’Neil, LLC.

Dated: August 29, 2014

Respectfully,

By: /s/ Richard L. Wyatt, Jr.

HUNTON & WILLIAMS LLP

Richard L. Wyatt, Jr.
Todd M. Stenerson
Torsten M. Kracht
Ryan P. Phair
2200 Pennsylvania Ave. NW
Washington, D.C. 20037
(202) 955-1500

WHATLEY KALLAS, LLP

Edith M. Kallas
Joe R. Whatley, Jr.
Ilze C. Thielmann
1180 Avenue of the Americas, 20th Floor
New York, NY 10036
(212) 447-7070

DRUBNER & HARTLEY, LLC

James E. Hartley, Jr.
Federal Bar No. ct 08275
500 Chase Parkway
Waterbury, CT 06708
(203) 753-9291

**AKIN GUMP STRAUSS HAUER &
FELD LLP**

R. Laurence Macon
Karen Kroesche Gulde
300 Convent Street, Suite 1600
San Antonio, Texas 78205
(210) 281-7000

MCNAIR LAW FIRM, P.A.

Celeste T. Jones
1221 Main Street, Suite 1800
Columbia, SC 29201
(803) 799-9800

GRAY & WHITE

Mark Gray
713 East Market Street, Second Floor
Louisville, KY 40202
(502) 805-1800

**FOOTE, MIELKE, CHAVEZ &
O'NEIL, LLC**

Robert M. Foote
10 West State Street, Suite 200
Geneva, IL 60134
(630) 232-7450

STROM LAW FIRM, LLC

J. Preston Strom
2110 N. Beltline Boulevard, Suite A
Columbia, SC 29204
(803) 252-4800

CERTIFICATE OF SERVICE

I hereby certify that on this 29th day of August, 2014, I caused a copy of the Motion for Award of Fees and Expenses from the Common Fund and an Incentive Award for Lead Plaintiffs, to be filed electronically on the Court's CM/ECF System. Notice of this filing will be sent by email to all parties by operation of the Court's electronic filing system. Parties may access this filing through the Court's CM/ECF database.

By: /s/ Ryan P. Phair
Ryan P. Phair