

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

IN RE: BLUE BUFFALO COMPANY, LTD.,
MARKETING AND SALES PRACTICES LITIGATION

No. 4:14 MD 2562 RWS

THIS DOCUMENT APPLIES TO:

ALL CASES

**PROPOSED ORDER APPOINTING INTERIM CLASS COUNSEL, LIAISON
COUNSEL AND PLAINTIFFS' EXECUTIVE COMMITTEE**

Upon consideration and review of the Application for Appointment of Interim Class Counsel, Liaison Counsel, and Plaintiffs' Executive Committee, and supporting documents filed by Plaintiffs Alexia Keil, Rachael Stone, Nick Hutchison, Jason Davis, Brian Andacky, Melissa Baggett, and David Delre (the "Majority Plaintiffs Group"), in the above-captioned multi-district litigation (the "MDL") and for good cause shown, the Court hereby orders as follows:

Under Fed. R. Civ. P. 23(g)(3), a court "may designate interim counsel to act on behalf of a putative class before determining whether to certify the action as a class action." Under Rule 23(g)(1) a court considers "(i) the work counsel has done in identifying or investigating potential claims in the action; (ii) counsel's experience in handling class actions, other complex litigation, and the types of claims asserted in the action; (iii) counsel's knowledge of the applicable law; and (iv) the resources that counsel will commit to representing the class." The Court may also consider "any other matter pertinent to counsel's ability to fairly and adequately represent the interests of the class." Fed. R. Civ. P. 23(g)(1)(B).

Upon review and consideration, the Court finds that appointment of Scott A. Kamber of KamberLaw, LLC, ("KamberLaw") as Interim Class Counsel under FRCP 23(g) and Chair of

the Plaintiffs' Executive Committee, John G. Simon of the Simon Law Firm, P.C. as Liaison Counsel, and an Executive Committee comprised of Mr. Kamber, Mr. Simon, Don M. Downing of Gray Ritter & Graham, P.C., David Steelman of Steelman, Gaunt & Horsefield, and Joseph I. Marchese of Bursor & Fisher, P.A., will best serve the interests of the putative class. Each of the above-mentioned attorneys have made a significant investment in investigating and prosecuting this litigation, have sufficient resources to vigorously protect the interests of the class in future litigation, and have backgrounds of success as Class Counsel in national consumer class actions, among other actions. Furthermore, this motion has the broad support of Plaintiffs' counsel. Plaintiffs in this action would be best positioned to leverage the resources, energy and experience of the proposed leadership structure. Accordingly:

1. The Application for Appointment of Interim Class Counsel, Liaison Counsel, and Executive Committee filed by Plaintiffs is GRANTED. Scott A. Kamber of KamberLaw is hereby appointed as Interim Class Counsel ("Class Counsel"). John Simon of the Simon Law Firm is hereby appointed as Liaison Counsel. And an Executive Committee comprised of Mr. Kamber, Mr. Simon, Don M. Downing of Gray Ritter & Graham, P.C., David Steelman of Steelman, Gaunt & Horsefield, and Joseph I. Marchese of Bursor & Fisher, P.A., with Mr. Kamber as its Chair.

2. This Order shall bind counsel in all actions, including actions filed or transferred to this MDL, consolidated or governed by this Order until and unless otherwise ordered by this Court.

3. Except as otherwise requiring consent of the Executive Committee, as set forth below, Class Counsel shall have the authority customary in that role and set forth in The Manual for Complex Litigation (4th Ed.) including:

- a. Determine and present (in briefs, oral argument, or such other fashion as may be appropriate, personally or by a designee) to the Court and opposing parties the position of plaintiffs in the MDL on all matters arising during proceedings;
- b. Coordinate and conduct discovery on behalf of plaintiffs in the MDL consistent with the requirements of the Federal Rules of Civil Procedure including any discovery and scheduling orders that the Court may issue, including the preparation of joint interrogatories and requests for production of documents and the examination of witnesses in depositions;
- c. Coordinate the selection and preparation of expert witnesses for the plaintiffs in the MDL;
- d. Conduct settlement negotiations on behalf of plaintiffs in the MDL;
- e. Enter into stipulations with opposing counsel as necessary for the conduct of the litigation;
- f. Prepare and distribute periodic status reports for the plaintiffs to the Court and/or the parties;
- g. Execute Orders of the Court;
- h. To the extent appropriate for the efficient prosecution of this action, delegate tasks to attorneys at Executive Committee member law firms that have appeared in this matter and monitor the activities of the attorneys working for Class Counsel to ensure that schedules are met and unnecessary expenditures of time and funds are avoided; and
- i. Perform such other duties as may be incidental to proper coordination of Plaintiffs' activities or authorized by further order of the Court.

4. No pleadings or other papers shall be filed or tasks performed by plaintiffs' counsel without the advance approval of Class Counsel. No discovery shall be conducted by the plaintiffs without the advance approval of Class Counsel. This is intended to prevent duplication of pleadings, discovery or tasks by plaintiffs' counsel. Unless filing an application for relief from this Order, all pleadings or other papers filed with the Court on behalf of any plaintiff shall be filed through Class Counsel or Liaison Counsel.

5. Kamber will serve as Chair of the Executive Committee, and will have such powers as are customary in that role, including scheduling meetings, providing agenda items, assigning work, following up on work assignments to make sure the work is conducted in a timely fashion and other similar powers. All such powers shall be exercised cooperatively with other members, and reasonable efforts shall be made to reach a consensus of all members on each issue that arises. To the extent delegated by lead counsel, members of the Executive Committee shall execute the Orders of the Court concerning the conduct of the litigation. This may include participation in drafting pleadings, motions, oral argument, written discovery, depositions, or pre-trial preparation and settlement. Class Counsel may organize and delegate to other members of the Executive Committee other matters to the extent appropriate for the efficient prosecution of the case. In working with Class Counsel to prosecute the case, members of the Executive Committee will assist in assuring that the case is handled efficiently and cost effectively.

6. All major decisions that may be made by Class Counsel shall be subject to approval by the Executive Committee. Reasonable efforts shall be made to reach consensus, but if consensus is not reached, the vote of the majority of the Executive Committee members controls. All major decisions in the litigation shall be presented to the Executive Committee for approval including, without limitation, when to file a consolidated class action complaint and any amendments thereto, the allegations of the complaint, the identity of the class representatives, the claims, the definition of the classes and all other aspects of the complaint or amended complaint, the identity of all deponents plaintiffs plan to depose, who will take all depositions, who will defend the class representative depositions, who should be hired as consulting and trial expert witnesses, the manner in which documents produced by Defendant

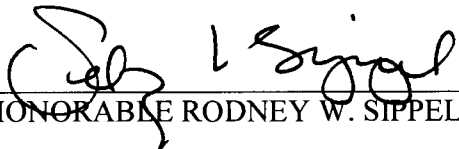
shall be reviewed and who should conduct the review, who will be on the trial team, who will draft trial court and appellate briefs and argue any motions and appeals, the timing and substance of any motion for class certification, who should have a role in drafting class certification papers, and all other major decisions that may arise from time to time in the litigation.

7. All plaintiffs' counsel in the MDL shall submit to Class Counsel and the Executive Committee a record of time expended and expenses incurred in the manner, form, and frequency directed by Class Counsel. In the event of a resolution of this matter for which attorneys fees and costs are appropriate, Class Counsel shall have the responsibility of submitting the attorney fee application for all authorized work that may be submitted in this matter and allocating such fee consistent with the benefit to the class that may have been conferred by participating counsel. Class Counsel shall seek approval of the Executive Committee regarding the timing and substance of any application for attorney's fees and costs. All reasonable efforts should be made to achieve consensus on any fee related matters amongst the Executive Committee. If, after reasonable efforts, a consensus cannot be reached, the vote of the majority of members is final and binding on all members.

8. Service of pleadings and other papers by Defendants shall be made upon Class Counsel and Liaison Counsel, who are authorized and directed to accept service on behalf of all counsel in the MDL.

IT IS HEREBY ORDERED.

SIGNED this 23rd day of December, 2014



HONORABLE RODNEY W. SIPPEL