

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK

IN RE: DENTAL SUPPLIES ANTITRUST
LITIGATION

No. 1:16-CV-00696-BMC-GRB
CONSOLIDATED

PLAINTIFFS' MOTION FOR DISBURSEMENT OF SETTLEMENT FUNDS

Plaintiffs,¹ through Class Counsel,² move this Court for an Order (i) authorizing distribution of the settlement funds from the class settlement with Defendants,³ net of attorneys' fees, costs, and incentive awards (the "Net Settlement Fund") to settlement class members that filed timely and valid registrations ("Claimants") and (ii) authorizing the payment of claims administration costs incurred, or to be incurred, by Heffler Claims Group LLC ("Heffler").

The calculations in proposed distribution file—accessible at the settlement class website (http://www.dentalsuppliesantitrustclassaction.com/DocumentHandler.ashx?DocPath=/Documents/Dental_Website_Award_Amounts_Read_Only.xlsx)—further assume the Court endorses the following recommendations by Heffler and Class Counsel: (a) honoring 180 late Claimants, (b) rejecting 450 duplicative or ineligible Claimants, (c) authorizing a \$25 minimum payment, and (d) authorizing an additional \$100,000 in claims administration expenses to Heffler to close out the distribution of the Net Settlement Fund. For the reasons set forth more fully in the accompanying memorandum of law, Plaintiffs respectfully request that the motion be granted.

¹ Arnell Prato, D.D.S., P.L.L.C., d/b/a/ Down to Earth Dental; Evolution Dental Sciences, LLC; Howard M. May, DDS, P.C.; Casey Nelson, D.D.S.; Jim Peck, D.D.S.; Keith Schwartz, D.M.D., P.A.; and Bernard W. Kurek, D.M.D. and Larchmont Dental Associates, P.C.

² Berger Montague PC, Cohen Milstein Sellers & Toll, PLLC, Hausfeld LLP, and Susman Godfrey LLP.

³ Henry Schein, Inc., Patterson Companies, Inc., and Benco Dental Supply Co.

Dated: August 14, 2020

Respectfully submitted,

/s/ Gary I. Smith, Jr.

Brent W. Landau
 Gary I. Smith, Jr.
 HAUSFELD LLP
 325 Chestnut St., Suite 900
 Philadelphia, PA 19106
 Tele: (215) 985-3270
 Fax: (215) 985-3271
 Email: blandau@hausfeld.com
 Email: gsmith@hausfeld.com

Co-Lead Class Counsel

<p>John Radice Daniel Rubenstein RADICE LAW FIRM, P.C. 34 Sunset Blvd Long Beach, NJ 08008 Tele: (646) 245-8502 Fax: (609) 385-0745 jradice@radicelawfirm.com drubenstein@radicelawfirm.com</p>	<p>Eric L. Cramer Joshua Ripley BERGER MONTAGUE PC 1818 Market Street, Suite 3600 Philadelphia, PA 19103 Tele: (215) 875-3000 Fax: (215) 875-4604 Email: ecramer@bm.net Email: jripley@bm.net</p>
<p><i>Liaison Class Counsel</i></p> <p>William Christopher Carmody Shawn J. Rabin SUSMAN GODFREY L.L.P 1301 Avenue of the Americas, 32nd Floor New York, NY 10019-6023 Tele: (212) 336-8330 Fax: (212) 336-8340 Email: bcarmody@susmangodfrey.com Email: asubramanian@susmangodfrey.com</p> <p>Jonathan Jeffrey Ross SUSMAN GODFREY LLP 1000 Louisiana, Suite 5100 Houston, TX 77002 Tele: 713-651-9366 Fax: 713-654-6666 Email: jross@susmangodfrey.com</p> <p><i>Co-Lead Class Counsel</i></p>	<p><i>Co-Lead Class Counsel</i></p> <p>Richard A. Koffman Jessica Weiner COHEN MILSTEIN SELLERS & TOLL PLLC 1100 New York Ave., NW, Suite 500 Washington, DC 20005 Tele: (202) 408-4600 Fax: (202) 408-4699 Email: rkoffman@cohenmilstein.com Email: jweiner@cohenmilstein.com</p> <p><i>Co-Lead Class Counsel</i></p>

CERTIFICATE OF SERVICE

I hereby certify that on August 14, 2020, I caused to be electronically filed the foregoing motion, a proposed order granting the foregoing motion, and the memorandum of law in support thereof.

Notice of this filing will be sent by email to all parties by operation of the court's electronic filing systems. Parties may access the filing through the Court's CM/ECF System.

/s/ Gary I. Smith, Jr.
Co-Lead Class Counsel

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK

IN RE: DENTAL SUPPLIES ANTITRUST
LITIGATION

No. 1:16-CV-00696-BMC-GRB
CONSOLIDATED

**MEMORANDUM OF LAW IN SUPPORT OF PLAINTIFFS' MOTION FOR
DISBURSEMENT OF SETTLEMENT FUNDS**

Plaintiffs,¹ through Class Counsel,² move this Court for an Order (i) authorizing distribution of the settlement funds from the class settlement with Defendants,³ net of attorneys' fees, costs, and incentive awards (the "Net Settlement Fund") to settlement class members that filed timely and valid registrations ("Claimants") and (i) authorizing the payment of claims administration costs incurred, or to be incurred, by Heffler Claims Group LLC ("Heffler").

In this action, Plaintiffs allege that the Defendants artificially inflated the prices that dental practices paid for Dental Supplies and Equipment through a series of anticompetitive practices, including an agreement to fix margins, an agreement not to poach one another's sales representatives (thus preventing those sales representatives' clients from moving between Defendants, akin to a market allocation scheme), and agreements to boycott low priced rivals. *See generally* ECF No. 49. Plaintiffs' federal antitrust claims against Defendants were fully resolved in an \$80 million cash settlement, reached on September 28, 2018. ECF No. 310-1.

¹ Arnell Prato, D.D.S., P.L.L.C., d/b/a/ Down to Earth Dental; Evolution Dental Sciences, LLC; Howard M. May, DDS, P.C.; Casey Nelson, D.D.S.; Jim Peck, D.D.S.; Keith Schwartz, D.M.D., P.A.; and Bernard W. Kurek, D.M.D. and Larchmont Dental Associates, P.C.

² Berger Montague PC, Cohen Milstein Sellers & Toll, PLLC, Hausfeld LLP, and Susman Godfrey LLP.

³ Henry Schein, Inc., Patterson Companies, Inc., and Benco Dental Supply Co.

On June 25, 2019, this Court granted final approval of the Settlement. *See generally* ECF No. 341. This including finally approving the Plan of Allocation, *id.* ¶ 5, which the Court had previously preliminarily approved as “a straightforward and equitable method of allocat[ion]” that “fairly accounts for the relative strengths and weaknesses of the claims of different categories of Settlement Class Members,” ECF No. 317 ¶ 17. An appeal of final approval (as to the award of attorneys’ fees only) was resolved, on remand, by motion before this Court in October 2019. *See* ECF Nos. 342, 344-347.

The claim registration deadline for the Settlement was October 15, 2019. Ex. A, Castaneda Decl. ¶ 3. Heffler received 66,252 registrations from Claimants to participate in the Settlement. *Id.* ¶ 4. Registered Claimants received a Purchase History Form (“PHF”), which listed their qualifying dental product purchases, in dollars, as reflected in transactional data produced in discovery. *Id.* ¶ 5. Claimants had two options under the PHF, first, to accept the purchase history reflected in the transactional data, or second, to contest it and submit their own purchase records, which had to be completed during the first quarter of 2020. *Id.* 30,709 PHFs were received, of which 28,743 chose the first option, and 1,966 chose the second option and submitted their own records for Heffler’s review. *Id.* ¶ 6. To ensure maximum participation in the Settlement, particularly in the context of the ongoing pandemic, Heffler (and Class Counsel) recommends that those Claimants who did not return their PHFs be treated as electing the first option (i.e., they accept the purchase amounts reflected in the discovery record) and be included in the proposed distribution of the Net Settlement Fund on that basis. *Id.* ¶ 22.

Heffler then conducted an audit of the claims process during the second quarter of 2020, including of the 1,941 Claimants that provided their own purchase history information. Castaneda Decl. *Id.* ¶¶ 7-11. This resulted in some Claimants’ categorization being adjusted

under the Plan of Allocation from Private to Corporate (with Corporate purchases being weighted lower under the Plan of Allocation, because they received more competitive pricing). *Id.* ¶ 10. Further, there were 134 Claimants rejected as submitting duplicative claims and 316 rejected as being ineligible to participate in the Settlement because they were a federal or state entity. *Id.* ¶ 13.

180 Claimants registered or returned necessary paperwork late, but still in sufficient time to process the claims for payment without delaying distribution of the Net Settlement Fund; Heffler (and Class Counsel) recommends these claims be treated as timely. Castaneda Decl. ¶ 12.⁴ After accounting for these 450 rejected claims and consolidating or “rolling up” separate, but non-duplicative registrations (for example, Claimants that separately registered their different locations rather than registering those non-duplicative purchases in one registration), there are 49,910 Claimants that will, if approved by the Court, participate in the Settlement. *Id.* ¶ 15. Of these 49,910 Claimants, 46,460 fall into Group One under the Plan of Allocation (they purchased Dental Supplies), while 3,450 fall into Group Two (they purchased Dental Equipment only). *Id.*

In the Court’s Order preliminarily approving the settlement, the Court awarded \$400,000 “for notice and claims administration costs,” with Plaintiffs to seek further Court approval “[i]f the actual costs . . . exceed \$400,000.” ECF No. ¶ 18. At the Fairness Hearing, Class Counsel sought, and was awarded, an additional \$200,000 to “help pay for administration,” given the overwhelming response of the nearly 50,000 members of the settlement class that registered to participate in the Settlement. June 24, 2019 H’r Tr. 19:4-9, 29:17-19. Heffler’s anticipated and

⁴ *In re Gilat Satellite Networks, Ltd.*, No. CV-02-1510 CPS/SMG, 2009 WL 803382, at *6 (E.D.N.Y. Mar. 25, 2009) (“there is an implicit recognition that late claims should ordinarily be considered in the administration of a settlement” unless untimely claims “cause[] significant delay to the distribution of the net settlement fund or otherwise prejudiced any claimant”) (internal citations and quotation marks omitted).

actual billings for claims administration and distribution will total \$700,000, \$100,000 more than previously allowed by this Court. Castaneda Decl. ¶ 18. Importantly, the \$700,000 total reflects a substantial discount on Heffler's actual billings, as Heffler had to field calls and emails from thousands of Claimants during claims' administration. *Id.* Heffler and Class Counsel request this modest additional sum of \$100,000 in claims administration costs be allowed by the Court. *Id.*

To assure that most Claimants cash their checks, Heffler (and Class Counsel) recommend that a \$25 minimum payment be implemented, unless the Claimants' purchases were less than \$25, in which case their payment would be capped at their purchase amounts (i.e., a claimant with a qualifying purchase amount of \$10 would receive no more than \$10). Castaneda Decl. ¶¶ 20-21. Uncashed checks can cause meaningful administrative expense to be incurred by the Net Settlement Fund particularly in a case with nearly 50,000 Claimants, and it is paramount that we encourage that all checks be cashed. *Id.* ¶ 20. If the Court adopts all the proposals outlined herein (all of which are reflected in the accompanying Proposed Order), the average payment to the 46,460 Group One Claimants will be \$1,034.38 (with a high of \$84,921), and the average payment to the 3,450 Group Two Claimants will be \$105.20 (with a high of \$4,783). *Id.* ¶ 22. In total, 11,449 Claimants will receive the proposed minimum payment; 6,710 will receive between \$25 and \$100; 11,080 will receive between \$100 and \$500; 6,106 will receive between \$500 and \$1,000; 13,020 will receive between \$1,000 and 5,000; 1,333 Claimants will receive between \$5,000 and \$10,000, and 212 Claimants will receive over \$10,000. Castaneda Decl. ¶ 22.

An excel file containing the proposed distribution amounts to individual Claimants, identifying Claimants by their claimant identification numbers rather than by their names (to protect their identities), has been posted on the settlement website and is accessible here:

<http://www.dentalsuppliesantitrustclassaction.com/DocumentHandler.ashx?DocPath=/Document>

[s/Dental_Website_Award_Amounts_Read_Only_xlsx](#).⁵ The distribution calculations in that excel file assume the Court endorses (a) honoring the 180 late Claimants, (b) rejecting the 450 duplicative or ineligible Claimants, (c) authorizing the \$25 minimum payment to Claimants whose purchases amounts were above \$25, and (d) authorizing an additional \$100,000 in claims administration expenses to Heffler to close out the distribution of the Net Settlement Fund. If the Court orders or authorizes any changes to those four proposals, Class Counsel and Heffler can easily adjust the proposed distribution to account for such changes.

Plaintiffs respectfully request that the Court authorize the distribution of the Net Settlement Fund in the manner set forth herein.

Dated: August 14, 2020

Respectfully submitted,

/s/ Gary I. Smith, Jr.

Brent W. Landau
Gary I. Smith, Jr.
HAUSFELD LLP
325 Chestnut St., Suite 900
Philadelphia, PA 19106
Tele: (215) 985-3270
Fax: (215) 985-3271
Email: blandau@hausfeld.com
Email: gsmith@hausfeld.com

Co-Lead Class Counsel

<p>John Radice Daniel Rubenstein RADICE LAW FIRM, P.C. 34 Sunset Blvd Long Beach, NJ 08008 Tele: (646) 245-8502</p>	<p>Eric L. Cramer Joshua Ripley BERGER MONTAGUE PC 1818 Market Street, Suite 3600 Philadelphia, PA 19103 Tele: (215) 875-3000</p>
---	---

⁵ Because there are nearly 50,000 class members, a .pdf submission of the proposed distribution would span nearly 850 pages. As a result, and for the convenience of the Court, Plaintiffs have made available an excel file that is searchable and sortable (although not editable, to maintain accuracy of the proposed distribution), rather than a massive and unsortable .pdf file.

<p>Fax: (609) 385-0745 jradice@radicelawfirm.com drubenstein@radicelawfirm.com</p> <p><i>Liaison Class Counsel</i></p>	<p>Fax: (215) 875-4604 Email: ecramer@bm.net Email: jripley@bm.net</p> <p><i>Co-Lead Class Counsel</i></p>
<p>William Christopher Carmody Shawn J. Rabin SUSMAN GODFREY L.L.P 1301 Avenue of the Americas, 32nd Floor New York, NY 10019-6023 Tele: (212) 336-8330 Fax: (212) 336-8340 Email: bcarmody@susmangodfrey.com Email: asubramanian@susmangodfrey.com</p> <p>Jonathan Jeffrey Ross SUSMAN GODFREY LLP 1000 Louisiana Suite 5100 Houston, TX 77002 Tele: 713-651-9366 Fax: 713-654-6666 Email: jross@susmangodfrey.com</p> <p><i>Co-Lead Class Counsel</i></p>	<p>Richard A. Koffman Jessica Weiner COHEN MILSTEIN SELLERS & TOLL PLLC 1100 New York Ave., NW, Suite 500 Washington, DC 20005 Tele: (202) 408-4600 Fax: (202) 408-4699 Email: rkoffman@cohenmilstein.com Email: jweiner@cohenmilstein.com</p> <p><i>Co-Lead Class Counsel</i></p>

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

IN RE: DENTAL SUPPLIES ANTITRUST
LITIGATION

No. 1:16-CV-00696-BMC-GRB
CONSOLIDATED

**DECLARATION OF LORI L. CASTANEDA REGARDING CLAIMS
ADMINISTRATION FOR DENTAL SUPPLIES SETTLEMENTS**

1. I am a Senior Director for Heffler Claims Group LLC (“Heffler” or “HCG”). The following statements are based on my personal knowledge and information provided by other experienced HCG employees working under my supervision. If called on to do so, I could and would testify competently thereto.

2. HCG is serving in this matter as the Claims Administrator assisting with various tasks, including: administering the Notice Program; receiving and processing claims and requests for exclusion; responding to Class Member inquiries; establishing and maintaining the Settlement Website; and performing such other duties as may be directed by the Court or the Parties, including distribution of Settlement Funds. This Declaration discusses the administrative work that HCG has performed and the determinations made with respect to the processing of registrations and claims filed in connection with the class action settlement between Plaintiffs and Defendants Henry Schein, Inc. (“Schein”), Patterson Companies, Inc. (“Patterson”), and Benco Dental Supply Company (“Benco”).

CLAIMS ADMINISTRATION

3. Claims Received. HCG received and processed all registrations and claims for this matter. The postmark deadline for Class Members to register their claim against the Settlement Fund was October 15, 2019. To register a claim, Class Members were required to register either by return postcard, email, or online through the Settlement Website. If a Class Member registered their Claim, they were to receive a Purchase History Form (“PHF”) where they could agree to the purchase information contained in Defendants’ data or submit proof of purchase to substantiate a different amount if they believed Defendants’ data to be incorrect.

4. Heffler received a total of 66,252 registrations. Based on the information provided in these registrations which often listed additional addresses and aliases for doing business under a different name (“DBAs”) for an entity, Heffler researched Defendants’ data to compile each account associated with an entity and provide complete purchase history information.

5. Each registered claimant was subsequently sent a PHF that listed the dollar amounts of Dental Supplies and Equipment purchased by them as reflected in the data supplied by Defendants and provided a blank Substitute Form W-9 to supply the claimant’s tax identification number and pertinent tax information. Additionally, the PHF provided the opportunity to agree to the listed purchase amounts in Defendant data (“Option One”) or to dispute those amounts by providing documentation to prove different amounts of Dental Supplies and Equipment purchases during the Class Period (“Option Two”). The postmark deadline to submit a PHF was January 31, 2020.

6. A total of 30,709 completed PHFs were received, of which 28,743 chose Option One and 1,966 chose Option Two. Claimants could have submitted their completed PHF via U.S. and international mail, or email.

PHF REVIEW AND DEFICIENCY PROCESS

7. The PHF advised each claimant that if they agree with Defendants' data, they were asked to sign, complete the W-9 section, and submit the PHF and would not need to provide further information. If they did not agree with Defendants' data, they were required to complete the W-9 section and submit their PHF with totals and documentation to support their claimed purchases of Dental Products directly from Schein, Patterson, Benco, Burkhardt, or any combination thereof, during the period beginning August 31, 2008 through and including March 31, 2016. Among other information, the Claimant had to verify the accuracy of the information provided on and with the PHF by signing under penalty of perjury.

8. HCG reviewed all PHFs for completeness and recorded the information provided, including any supporting documentation submitted, in HCG's proprietary database. Through the review process, HCG identified claims that were deficient due to a failure to provide required information. Deficiencies included: (i) failure to provide purchase amounts or totals, or the purchase amounts or totals were illegible; (ii) failure to select Option One or Option Two; and (iii) selected both Option One and Option Two.

9. HCG was able to discern from the PHF itself or from documents provided typographical errors and make corrections, or in other more complex situations emailed, called or otherwise communicated with claimants about these identified deficiencies and provided an opportunity to cure said deficiencies. Additionally, during the Audit Process (described below), review of PHFs found some claimants had indicated that they purchased Dental Products during the Class Period as a Private Practice, while review of their information and Defendants' data among other sources indicated they were a Corporate Practice (with Private Practices and Corporate Practices to receive different weighting under the Court-approved Plan of Allocation). HCG sent letters to these claimants advising them that for purposes of applying the Plan of

Allocation to their purchases, they would be treated as Corporate Practices unless they responded to supply further information otherwise. At this time, there are no deficiencies described above remaining unresolved and HCG updated the claim data accordingly.

AUDIT PROCESS

10. By their nature (agreement with purchase amounts in Defendants' data) an Option One claim had no need to go through the Audit Process as it did not contest the information supplied. The Audit Process was utilized to determine actual purchases for Option Two claims.

11. Option Two claimants were required to submit amounts and supporting documentation for their claimed purchases of Dental Products during the Class Period. HCG broke out the Audit Process into two steps. In Step One, HCG reviewed all Option Two claims to determine if the accurate amounts of purchases should be: (a) the amounts listed in Defendants' data; (b) the amounts claimed by the claimant; or (c) other amounts as determined by review of (a) and (b). HCG used information provided on the PHF and within documents supplied to research Defendants' data for all records related to the claimant, its DBAs, and its address locations and to consider the cumulative total of the "rolled-up" purchase amounts when new or multiple records were found. Where HCG found additional purchase data for an Option Two claimant, we compared the rolled-up amount to the disputed amount listed by the claimant. HCG then accepted the rolled-up amounts as valid if these amounts equaled or exceeded the disputed amounts of the claimant. In Step Two, if the rolled-up amount was less than the disputed amounts of the claimant, HCG then reviewed the documents supplied by the claimant. If HCG found that the documents supported the amounts claimed by the claimant either equaling or exceeding the disputed amount of the claimant, the disputed amounts were accepted, and the claim deemed eligible for those amounts. If the claimed amounts were not supported, then HCG reverted the claim to what was supported either by the documentation or the Defendants' data, whichever was greater as noted on the claim

form.

12. Late Claims. There are 180 PHFs received that were submitted after the deadline. None of these claims were received so late as to interfere with the claim's administration process. However, it was determined that some of these were not valid claims due to the reasons described in ¶ 13, below. As such, HCG recommends acceptance of the late claims that have been determined to be otherwise eligible claims. HCG has included these claims in the calculations for award amounts in anticipation of the Court approving their acceptance. I understand Class Counsel supports this recommendation.

13. Rejected or Duplicative Claims. During the claims' administration process, some claims were identified to be duplicative. In total, 134 claims were identified as such, notified by letter, and were removed from further review and processing. Additionally, 314 claims were identified as federal or state government entities or agencies (which are excluded from the Settlement), and two (2) claims did not supply documents to prove they were members of the Class and could not be located in Defendants' data. These 316 were notified by letter and were removed from further review and processing.

14. Eligible Claims. After all efforts noted above and the de-duplication or roll-up of records occurred, the total number of Claims and Registrations eligible for payment is 49,910. Of these, 3,450 will be paid as purchasers of Equipment only based on their total Equipment purchased, and 46,460 will be paid as purchasers of both Supplies based on their total Supplies purchased as detailed further in the Plan of Allocation.

15. Pursuant to Class Counsel's request, Heffler has placed a list of all approved claims referenced by claim number only to provide anonymity to individual's identity. As individual's have their own claim numbers, they will be able to review their claim award amounts. The list includes the total amount that will be paid and the values that were used to make this determination.

Class Counsel will also provide this list to the Court's email for its reference.

SETTLEMENT FUNDS

16. Based on the escrow statements HCG has received and the maturity of investments, as of July 30, 2020, a total of \$48,880,430.87 in Settlement funds is available. This balance includes earned interest and payments out of the account through June 30, 2020 and reflects reductions for the payment of attorneys' fees and expenses and Class Representative Incentive Awards approved by the Court, as well as some Settlement administration invoices. Interest earned through June 30, 2020 was \$864,394 and it is estimated conservatively that there will be another \$12,000 earned in interest before distribution.

17. Taxes and Tax Expenses. The Settlement Fund is responsible for payment of its own taxes and tax-related expenses. For 2019, the Settlement Fund has incurred taxes on interest earned of \$90,232.00 and the Settlement will need a future return for 2020. Therefore, HCG recommends \$90,232.00 for 2019 taxes and \$20,000.00 for 2020 taxes be kept for the quarterly handling and tax reporting for the account through 2020.

18. Administrative Fees and Expenses. The invoiced administrative fees and expenses including publication of notice, direct mail of notice, claimant communications, the audit and deficiency process, and final claims administration to date is \$597,428, of which approximately \$234,267 is for hard costs for notice, such as publishing, printing and mailing costs. Invoices totaling \$338,299 have already been paid to HCG, leaving a balance of \$259,129 in unpaid invoices through February 29, 2020. Yet to be invoiced work from March 1, 2020 to date amounts to \$192,790 and HCG estimates fees and costs through distribution will run an additional \$55,000, for a total of \$845,218. That being said, HCG has agreed to cap its fees and expenses through the first distribution at \$700,000. This amount is \$100,000 more than Heffler's estimate and due solely to the higher than anticipated claimant communications, claims rate, and document review

required based on the high response from claimants. This also includes, the higher than anticipated number of checks and postage that will need to be mailed due to the excellent response. The balance due HCG based on the \$700,000 cap is \$361,701. Therefore, HCG respectfully requests \$361,701 be kept for its fees and expenses through one distribution.

19. Net Settlement Fund. Considering the fees paid and adjustments or reserves to the Settlement Fund described above, the total amount estimated to be available for distribution to Claimants (“Net Settlement Fund” or “NSF”) is \$48,420,498, including estimated interest. Pursuant to the Plan of Allocation, 0.75% or \$363,154 of the NSF was used to calculate the Equipment Only group’s awards, and 99.25% or \$48,057,344 of the NSF was used for the Supply and Equipment group’s awards.

20. While the NSF has been allocated in accordance with the Plan of Allocation approved by the Court, in consultation with Class Counsel, HCG has prepared a calculation whereby all eligible claimants receive a minimum payment of \$25 unless their gross purchases were less and then they were capped at receiving their gross purchase amount (e.g., a claimant with \$5 in purchases would be capped at \$5 in recovery). Therefore, if a claimant would have received an amount less than \$25 in the *pro rata* calculation, after any appropriate weighting, their distribution was increased to the minimum. Once the minimum was established for claims initially set to receive less than \$25, the remaining NSF was distributed *pro rata* to all other eligible claims considering the appropriate weighting for practice types. The use of a minimum payment encourages as many claimants as possible to cash their checks, as secondary distributions to address a meaningful number of unclaimed checks can impose substantial additional costs on the Parties and the Court. Moreover, the minimum payments did not materially impact the awards to be received by claimants that received payments over and above the minimum payment.

21. Additionally, upon consultation with Class Counsel, HCG has included all

registered claims in addition to those claims that returned a PHF. Registered claims have been included with the purchase amounts from Defendants' data and as if they were an Option One Claim. This ensures that as many eligible claimants will be paid as possible.

22. Upon approval of the above calculation and Court authorization for distribution, with the minimum award of \$25, the average award for the Equipment Only group will be about \$105 with the highest award being approximately \$4,783. For those who had Supply purchases, the average award will be about \$1,034 with the largest award being approximately \$84,921. In both instances, no one received more than their gross purchase amount. In total, there are 11,449 who will receive the minimum payment; there are 6,710 who will receive between \$25 - \$100; 11,080 claimants will receive between \$100 - \$500; 6,106 will receive between \$500 - \$1,000; 13,020 will receive between \$1,000 - 5,000; 1,333 claimants will receive between \$5,000 - \$10,000, and 212 claimants will receive over \$10,000.

DISTRIBUTION

23. In preparation for printing and mailing the distribution checks, the names and addresses of the eligible claimants will be processed, standardized and updated utilizing the National Change of Address database ("NCOA") maintained by the U.S. Postal Service ("USPS"). The NCOA contains change of address notifications filed with the USPS and if an individual or business had filed a change of address notification with the USPS, the address listed with NCOA will be updated in our records and used in connection with the mailing of the checks.

24. The distribution checks will be void ninety (90) days after issuance. Wording to this effect will be prominently printed on the face of the check and will be prominently mentioned in the check stub.

25. The checks will contain release language on the back of the check where it is endorsed so that registrants who did not submit and sign a PHF will be directed to the Release they

are agreeing to in Paragraphs 25 and 26 of Section II of the Settlement Agreement and sign their acknowledgement and agreement to the release.

26. HCG will promptly re-issue checks to all whose check is returned by the USPS as undeliverable but contain a forwarding address. All checks re-issued through this process, or by claimant request, will be void thirty (30) days after re-issuance. Wording to this effect will be prominently printed on the face of the re-issued check and will be prominently mentioned in the check stub. Any check for which an updated address cannot be obtained through these means (or is returned a second time by the USPS as undeliverable after re-issue following research) will be deemed “unlocatable” and no further processing will be performed.

27. One year after the distribution of the NSF to eligible claimants, HCG respectfully requests authorization to destroy all registration postcards, PHFs and related documents and related correspondence. However, HCG shall retain all administrative records, including its digital copy of the Defendants’ and claimants’ databases and programs used to administer the case, for a period of three (3) years after the distribution of the NSF.

I declare under penalty of perjury pursuant to the laws of the United States of America that the foregoing is true and correct. Executed on this 13th day of August 2020 at Seattle, Washington.



LORI L. CASTANEDA

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

IN RE: DENTAL SUPPLIES ANTITRUST
LITIGATION

No. 1:16-CV-00696-BMC-GRB
CONSOLIDATED

**[PROPOSED] ORDER GRANTING PLAINTIFFS' MOTION FOR DISBURSEMENT
OF SETTLEMENT FUNDS**

WHEREAS, the Court finally approved a settlement between Plaintiffs and Defendants on June 25, 2019 (the "Settlement"). ECF No. 341.

WHEREAS, the claims' deadline of October 15, 2019 has passed and the Heffler Claims Group LLC ("Heffler") has completed its work in administering the Settlement.

WHEREAS, Plaintiffs have moved for distribution of the net settlement fund ("NSF");

WHEREAS, the Court, having reviewed Plaintiffs' submissions and the materials and matters of record referenced therein, and good cause appearing, it is hereby ORDERED:

1. The \$25 minimum payment recommended by Heffler and Class Counsel is approved.
2. The 180 late claimants' claims are deemed valid and honored.
3. The 450 duplicative or ineligible claimants' claims are deemed invalid and rejected.
4. Heffler is awarded an additional \$100,000 to close out the distribution process, for a total of \$700,000.
5. Distribution of the NSF as proposed in the excel file provided to the Court (accessible at: http://www.dentalsuppliesantitrustclassaction.com/DocumentHandler.ashx?DocPath=/Documents/Dental_Website_Award_Amounts_Read_Only_.xlsx) is approved.

IT IS SO ORDERED

Dated: _____

Brian M. Cogan
United States District Judge