

to request an award for attorneys' fees and expenses not to exceed one third of the Settlement Fund, reimbursement of costs and expenses not to exceed \$2,000,000, and incentive awards for the Class representatives in a total amount not to exceed \$175,000.00. *See* Affidavit of Eric J. Miller [D.I. 512], Ex. 1 ¶¶ 18, 20.

This Motion should be granted for the reasons stated in the accompanying: (i) Brief in Support of Indirect Purchaser Class Plaintiffs' Motion for Award of Attorneys' Fees, Reimbursement of Expenses, and Incentive Awards for the Class Representatives, and (ii) Joint Declaration of Class Counsel in Support of Plaintiffs' Motions for Final Approval of Proposed Settlement, Approval of Plan of Allocation and Award of Attorneys' Fees, Reimbursement of Expenses and Incentive Award for the Class Representatives. Counsel avers that the meet and confer requirements of Local Rule 7.1.1 have been satisfied with respect to this Motion because Counsel have provided a near-final draft of this submission to defense counsel and Defendants have agreed to take no position with respect it.

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