

If you grew burley tobacco in the 2015–2020 crop years in Kentucky, West Virginia, Ohio, Indiana, or Missouri, you could get money from a proposed settlement.



A court authorized this notice. This is not a solicitation from a lawyer.

- The Burley Tobacco Growers Cooperative Association (“the Co-op”) is the subject of a lawsuit over duties owed to Co-op members and a claimed lack of any continuing purpose for the Co-op.
- A partial settlement has been reached that would result in dissolving the Co-op and paying between **\$2000 and \$6000 each** (estimated) to certain tobacco growers in Kentucky, West Virginia, Ohio, Indiana, or Missouri that are members of a settlement class certified by the Court.
- The settlement class is made up of those individuals or businesses that were a landowner, operator, landlord, tenant, or sharecropper growing burley tobacco in Kentucky, West Virginia, Ohio, Indiana, or Missouri during at least one of the 2015–2020 crop years.
- To be confirmed as a member of the settlement class and potentially receive a payment — from a pool of Co-op assets that could be as large as **\$28 million** — you must take certain actions detailed in this notice.
- **If the settlement is approved by the Court, your legal rights will be affected whether you take action or do not take action. Read this notice carefully.**

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

Confirm Class Membership and Send in W-9 Tax Form	The only way to get money is to confirm settlement class membership and provide a W-9 form by January 29, 2021 .
Determine Membership	Establish that you are a settlement class member (if you aren’t already identified as one). The deadline for your steps to determine membership is January 29, 2021 .
Object	Write to the Court about why you don’t like the settlement.
Go to a Hearing	Ask to speak in Court about the fairness of the settlement.
Do Nothing	Get no money and be bound by the terms of the settlement.

- These rights and options—**and the deadlines to exercise them**—are explained in this notice.
- The Court in charge of this case still has to decide whether to approve the settlement. Payments will be made if the Court approves the settlement, and after any appeals are resolved. Please be patient.

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BASIC INFORMATION

1. Why did I get this notice package?

You or a business (corporation, partnership, limited liability company, trust, joint venture, etc.) that you are involved with may have grown burley tobacco in at least one of the 2015–2020 crop years in Kentucky, West Virginia, Ohio, Indiana, or Missouri. The Court required that this notice be sent because you have a right to know about the proposed settlement and your options. You have a right to participate in considering the settlement before the Court decides whether to approve it. If the Court approves the settlement, an administrator will assist in making the payments to class members. You will be informed of the progress of the approved settlement.

QUESTIONS? CALL 1-855-965-5569 or VISIT WWW.BTGCASettlement.COM

This notice package explains the lawsuit, the proposed settlement, your legal rights, what benefits are available, who is eligible for them, how to get them, and where to go for more information. This package also includes a W-9 (tax i.d. form) along with a return envelope.

2. What is this lawsuit about?

This lawsuit was brought based on alleged breaches of duties owed to Co-op members and the alleged lack of a continuing purpose for the existence of the Co-op. The lawsuit seeks to dissolve the Co-op and distribute its net assets in accordance with the law. The Co-op denies that it did anything wrong.

The state court in charge of this case is the Fayette Circuit Court, Fourth Division, in Lexington, Kentucky, and the case is known as *Haynes Properties, LLC, et al. v. Burley Tobacco Growers Cooperative Association*, No. 20-CI-332.

3. Why is this a class action?

In a class action, one or more parties sues on behalf of others who have similar claims. Together, those on whose behalf the suit is brought are a “class” or “class members.” One court resolves the issues for everyone in the class and all those named as parties, which in this case includes the Co-op.

The Fayette Circuit Court judge who is presiding over the case is Judge Julie Muth Goodman. The Court has defined the settlement class and appointed representatives for it. The appointed representatives, called “Class Representatives,” are the businesses that brought the suit: Haynes Properties, LLC (Mitch Haynes), S&GF Management, LLC (Penny Greathouse) and Mitch and Scott Haynes d/b/a Alvin Haynes & Sons (Scott Haynes).

4. Why is there a settlement?

The Court has not decided in favor of either side on any of the claims in the lawsuit. Instead, all parties agreed to the settlement. The proposed partial settlement avoids the costs of litigating issues in the lawsuit related to dissolution of the Co-op and distribution of its net assets. Other claims made in the lawsuit may continue in court even if the settlement is approved.

The court-appointed Class Representatives think that the settlement is best for everyone. More information about why the Court is allowing this settlement to proceed as a class matter is in the Court’s orders and opinions, which are available at www.BTGCASettlement.com.

THE PROPOSED SETTLEMENT

5. What are the terms of the proposed settlement?

The proposed settlement provides for the dissolution of the Co-op and sale of its assets, payment of the Co-op’s outstanding debts and for certain settlement purposes, and then payment of the remaining amounts to the settlement class members. What follows is a summary of the settlement. You should review the documents available at www.BTGCASettlement.com to more fully understand your rights, the details of the settlement, and any obligations you may have as a member of the settlement class.

A. Dissolution of the Co-op

If the settlement is approved, the Co-op will be dissolved by Court order, and its assets will be sold and used to satisfy any outstanding debts of the Co-op. The parties’ settlement proposes that a Dissolution Committee — with three people from the Co-op Board of Directors and three people representing Co-op members — will handle the dissolution and have the power to oversee and sell the Co-op’s assets and to settle the Co-op’s debts. The Dissolution Committee will be supervised by the Court.

B. Distribution of Net Assets

It is estimated that the assets remaining after the Co-op’s debts are paid will be worth **as much as \$28 million**. The settlement proposes that the following payments be made from those remaining net assets, before the payments to settlement class members:

- \$1.5 million for the establishment of a tobacco liaison/advocacy nonprofit organization;
- An amount to reimburse certain court costs and all costs relating to the administration and implementation of the settlement;
- An award for their service to each of the three Class Representatives of up to \$5000, at the discretion of the Court; and
- Amounts awarded at the discretion of the Court (up to 25% of the net assets) as attorney’s fees to Class Counsel or other attorneys representing named parties in the case.

The net assets remaining after these payments will then be distributed equally among the eligible settlement class members (who have both been identified or determined to be class members and who have submitted a tax-identification form). Each individual or business that is a class member will be credited with the same share as every other class member.

QUESTIONS? CALL 1-855-965-5569 or VISIT WWW.BTGCASettlement.COM

Payments will likely be made in installments as assets are sold, with a final payment being made after all assets are sold and debts have been paid. In any installment payment, checks that are not cashed within 90 days of issuance or that are undeliverable will be considered unclaimed funds. Before the final payment, these unclaimed funds will be returned to the pool of net assets and distributed among settlement class members in the next round of payments. The proposal in the settlement is that any unclaimed funds following the final distribution be paid out as follows:

- 75% to the tobacco liaison/advocacy nonprofit organization that is to be established; and
- 25% to the Civil Rule 23 Account maintained by the Kentucky IOLTA Fund Board of Trustees.

C. Special Meeting Cancellation

You may have heard that a special meeting was called for the Co-op's members to consider and vote on a plan to dissolve the Co-op. That special meeting has been postponed and, if the settlement is given final approval, will be cancelled.

D. Partial Release of Claims

If the settlement is approved, claims against the Co-op for dissolution and distribution of its assets are fully released, meaning that no member of the settlement class may later sue to dissolve the Co-op or try to have the Co-op's assets distributed differently. Any other claim or suit you may have against the Co-op or its officers or directors or employees would be reserved, not released; however, the amount you could recover in such a suit would be limited to the extent of any insurance providing coverage for the Co-op, its officers, directors, or employees.

6. Why is it considered a “partial” settlement?

The proposed settlement is a partial settlement because it does not resolve all of the claims made in the lawsuit. Some claims in the lawsuit will continue even if this settlement is approved.

7. What should members expect to receive as a result of the settlement?

The proposed settlement provides that the net assets of the Co-op — after sale of the Co-op's assets and the deductions described in the answer to Question 5 — will be distributed to the members of the settlement class in equal shares. A settlement class member that presently owes the Co-op for unpaid Tobacco Administrative Grading Service (“TAGS”) fees will have the amount of the TAGS fees owed deducted from his, her, or its initial distribution share payment. Like other Co-op assets, these TAGS fee amounts will be added to the pool of net assets and paid out to settlement class members in the next payment.

The distribution payment that a particular member of the settlement class will receive depends on the total number of settlement class members eligible for payments, the net assets of the Co-op, the pre-distribution payments to be made from net assets, and whether the member owes TAGS fees to the Co-op. Until the settlement is approved, the Co-op's assets are sold, and all prior obligations and awards are paid, the total and per-class-member amounts to be distributed to the settlement class are unknown. A rough estimate is that the per-member share of the money will total more than \$2000 but be less than \$6000.

8. What am I giving up as a result of the settlement?

If the settlement is approved, the members of the settlement class will be bound by the release contained in the settlement. This means that members of the settlement class will be unable to sue, continue to sue, or be part of another lawsuit against the Co-op seeking to dissolve it and distribute its assets. Any other claim against the Co-op or its officers or directors or employees is reserved and not released, except that all such claims are limited to recovery from any insurance coverage for the Co-op or its officers, directors, or employees.

WHO IS IN THE SETTLEMENT

To see if you are eligible to receive a payment, you must first determine if you are a class member.

9. Who is a member of the settlement class?

The Court has defined the settlement class to include everyone who fits the following description:

A person who was a landowner, operator, landlord, tenant, or sharecropper growing burley tobacco in Indiana, Kentucky, Missouri, Ohio, or West Virginia during one or more of the 2015-2020 annual burley tobacco growing seasons.

“Person” means an individual, partnership, limited liability company, corporation, trust, joint venture, or other recognized business entity. A growing season, or crop year, starts on or about March 1 with the tobacco cut, harvested, and hung in barns to close the season around September 30 of the same year, such that each growing season falls within a fiscal year of the Co-op.

You are a settlement class member if you meet the definition.

10. How do I know if I will be paid from the settlement?

The Co-op has created a database of individuals and businesses from its membership rolls that it thinks are members of the settlement class. If you received this notice in the mail (without requesting that it be sent to you), you are listed in the Co-op's database and may already be identified as a settlement class member.

Any persons or businesses that think they may meet the definition to be a member of the settlement class must promptly check whether they have been identified as a member of the settlement class by calling 1-855-965-5569 or visiting www.BTGCASettlement.com. If you (or a business you are involved with) is already identified as a settlement class member, you do not have to do anything else to verify or establish your class membership. However, every class member must also submit a federal Form W-9 (a tax identification document) in order to receive a distribution payment from this settlement. Please submit your W-9 as soon as possible. Information and instructions for the Form W-9 are available from the IRS website, www.irs.gov/FormW9.

You may submit the Form W-9 by any of the following methods:

- Upload to the Settlement Administrator's website at www.BTGCASettlement.com;
- Email to info@BTGCASettlement.com;
- Fax to (215) 689-2926 or

Mail to 1650 Arch Street, Suite 2210, Philadelphia, PA 19103 (using the enclosed return envelope).

11. What if I am not identified as a member in the Co-op's database?

Individuals or businesses that are not identified as a member of the settlement class, but think they should be, may show that they are members by submitting any of the following documents for burley tobacco grown in Kentucky, West Virginia, Ohio, Indiana, or Missouri for any crop year 2015–2020:

- 1) Farm Service Agency (FSA) Form 578;
- 2) signed contract, bill of sale, check stub, or bank deposit from a receiving station; or
- 3) evidence of federal crop insurance.

Documents should be submitted along with your (or the business's) signed W-9 form as soon as possible to make sure that you establish your class membership **before January 29, 2021**. You may submit the document(s) by any of the methods listed in the answer to Question 10 above.

If you do not have any of the three types of documents listed above, contact Class Counsel — by calling 1-866-965-9005 (toll-free) or 1-859-551-3622 or sending an email to ClassCounsel@mcbayerfirm.com. — about alternatives for establishing your class membership.

12. What if I disagree with a determination about settlement class membership?

If you are found not to be a class member and you disagree, you may object and ask the Court to make a ruling on your class membership. Similarly, if the W-9 form you submitted isn't accepted for receiving a payment from the settlement, you may object and ask the Court to make a ruling on whether you are eligible to receive a settlement payment.

If you have asked the Court to rule that you are a class member, you will be treated as a class member for all purposes unless and until the Court decides that you are not a class member. So if you have an objection to all or part of the proposed settlement or want to ask permission to speak at the Court's hearing to consider whether it will approve the proposed settlement, go ahead and meet the January 29, 2021, deadline, and follow the other instructions in the answers to Question 17 or 22 for making an objection or asking for permission to speak.

Follow the guidelines below in the answer to Question 17 to make an objection to a settlement class membership or eligibility determination. Mail the objection to the Court at the address listed in the answer to Question 17, and be sure that your objection is **postmarked no later than January 29, 2021**.

13. I am still not sure if I am included.

If you are still not sure whether you are included, you can ask for help (at no charge to you) in determining your membership. You can call 1-855-965-5569 or visit www.BTGCASettlement.com for more information. Or you may contact Class Counsel by calling 1-866-965-9005 (toll-free) or 1-859-551-3622 or sending an email to ClassCounsel@mcbayerfirm.com.

QUESTIONS? CALL 1-855-965-5569 or VISIT WWW.BTGCASettlement.COM

YOUR RIGHTS AND OPTIONS

14. What must I do to make sure I receive a distribution payment?

If you think that you or a business that you are involved with may meet the definition of a settlement class member, promptly verify whether you have been identified as a member of the settlement class in the Co-op's database by calling 1-855-965-5569 or visiting www.BTGCASettlement.com.

If you or a business that you are involved with is not included in the Co-op's database, you may establish that you are a settlement class member by submitting documentation as described in the answer to Question 11.

Either way, you must also submit a W-9 tax form (for you or the business, as applicable) in order to receive a payment. The W-9 should be sent in as soon as possible, but **no later than January 29, 2021**. The W-9 tax form may be mailed to 1650 Arch Street, Suite 2210, Philadelphia, PA 19103 (using the enclosed envelope) or submitted by any of the other methods listed in the answer to Question 10 above.

All members must verify or establish membership and submit their W-9 form to receive a payment.

15. What happens if I do nothing at all?

You will not receive any money. In addition, if you (or a business you are involved with) meets the definition of a settlement class member, you will be bound by the terms of the settlement.

16. If I am a member of the class, may I opt out of the class or settlement?

No. You may not opt out of the settlement class or the settlement. If the Court approves the settlement, the Co-op will be dissolved as to everything and everybody and its net assets will be distributed to all the verified/established settlement class members that submit a W-9 on time.

17. Do I have a right to object to the settlement?

Yes. If you are a member of the settlement class or you have asked the Court to rule that you are a member, you can object to the settlement if you do not like any part of it, explaining the reasons why you think the Court should not approve it. The Court will consider your objection. To object, you must send a letter saying that you object to the settlement in *Haynes Properties, LLC, et al. v. Burley Tobacco Growers Cooperative Association*, No. 20-CI-332. Be sure to include your name, address, telephone number, your signature, and the reason(s) that you object to the settlement. Please do not call the Court.

You must mail your objection, **postmarked no later than January 29, 2021**, and addressed to the Court:

Judge Julie Muth Goodman
Fayette Circuit Court, Fourth Division
120 N. Limestone Street; Third Floor
Lexington, KY 40507

THE LAWYERS REPRESENTING YOU

18. Do I have a lawyer in this case?

The Court has appointed Katherine K. Yunker and Jason R. Hollon, from the law firm of McBrayer PLLC, to represent members of the settlement class. These lawyers are called Class Counsel. You will not be charged for these lawyers. You may contact Class Counsel by calling 1-866-965-9005 (toll-free) or 1-859-551-3622 or sending an email to ClassCounsel@mcbrayerfirm.com.

There are also lawyers — from the law firms of McBrayer PLLC and Billings Law Firm, PLLC — who represent individual members of the settlement class and have an agreement with those individual members about the representation. These lawyers are already participating in the lawsuit on behalf of one or more of their individual clients.

Class Counsel represent the interests of the class as a whole, rather than the particular interests of individual class members. If you want to be individually represented by a lawyer you select, you may hire one at your own expense.

19. How will the lawyers be paid?

In addition to any arrangement made with individual clients, Class Counsel or the lawyers for individual settlement class members may ask the Court to award one or more of them a fee and reimbursement of expenses. The proposed settlement allows for an award of up to 25% of the net assets of the Co-op as a fee award to the attorneys. The Court may award less than the amounts requested for a fee award or reimbursement of expenses.

QUESTIONS? CALL 1-855-965-5569 or VISIT WWW.BTGCASettlement.COM

Any filing that requests an award for fees or expenses will be added to the documents posted for review at www.BTGCASettlement.com, and such request(s) will be heard by the Court as part of the “fairness hearing” to be held on **February 24, 2021**. If you are a class member, you may object to any or all of the requests made for attorneys’ fees or reimbursement of expenses. To object to a request for award of attorney’s fees or expenses, follow the instructions for objecting to the settlement that are set out in the answer to Question 17 above.

THE COURT’S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the settlement. You may attend and you may ask to speak, but you do not have to.

20. When and where will the Court decide to approve the settlement?

The Court will hold a hearing, called a fairness hearing, beginning at **9:00 A.M. on Wednesday, February 24, 2021**, at the Robert F. Stephens Courthouse, 120 N. Limestone, Lexington, Kentucky 40507. At this hearing, the Court will consider whether the settlement is fair, reasonable, and adequate. The Court will consider all objections made to all or part of the proposed settlement. The Court will listen to people who have been granted permission to speak at the hearing. The Court may also decide how much to award to attorneys, including Class Counsel, for their fees.

After the hearing, the Court will decide whether to approve the settlement. We do not know how long that decision will take. Any distribution to settlement class members must wait for the Court’s decision approving the settlement and for that decision to become completely final. Please be patient.

21. Do I have to come to the fairness hearing?

No. Class Counsel will answer questions the Court may have. You are, however, welcome to attend at your own expense. If you send in a written objection, you don’t have to come to Court to talk about it. As long as you mailed your objection on time, the Court will consider it. You may also pay your own lawyer to attend, but that’s not necessary either.

22. May I speak at the fairness hearing?

You may ask the Court for permission to speak at the fairness hearing. To do so, you must send a letter saying that it is your intention to be at the fairness hearing in *Haynes Properties, LLC, et al. v. Burley Tobacco Growers Cooperative Association*, No. 20-CI-332, and asking to speak at the hearing. Be sure to include your name, address, telephone number, your signature, and any objection(s) you have to the settlement. In order to be considered by the Court, your letter must be **postmarked no later than January 29, 2021**, and sent to the Court at the address listed in the answer to Question 17 above.

GETTING MORE INFORMATION

23. Are there more details about the settlement?

This notice summarizes the proposed settlement. More details are available by calling 1-855- 965-5569 or visiting www.BTGCASettlement.com. The partial settlement agreement, the most recent complaint, court orders, and other filings in the case are available on the website.

24. How do I get more information?

You can call 1-855-965-5569 or visit www.BTGCASettlement.com for more information regarding the lawsuit and the settlement, including information to help determine whether you are in the settlement class and to ensure that you are eligible for a payment. You may also contact Class Counsel for more information by calling 1-866-965-9005 (toll-free) or 1-859-551-3622 or sending an email to ClassCounsel@mcbrayerfirm.com.

DATE: December 1, 2020

PLEASE KEEP THIS NOTICE

If you would like to submit your W-9 or confirm membership in the class through the settlement website, please use the Notice ID and PIN provided on Page 8, in the address block to access that feature on the website. If you would like to submit your W-9 by mail, please use the W-9 and return envelope provided with this Notice. You are also welcome to call the Settlement Administrator at 1-855-965-5569 to confirm class membership or get assistance in filling out the W-9.

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Notice ID: «Notice ID»
Pin: «Pin»
«First Name» «Last Name»
«Address1»
«Address2»
«City», «St» «Zip»

