

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

IN RE: READY-MIXED CONCRETE ANTITRUST LITIGATION,)	Master Docket No.
)	1:05-cv-00979-SEB-JMS
)	
)	
THIS DOCUMENT RELATES TO: ALL ACTIONS)	
)	
)	

**PLAINTIFFS’ MOTION FOR APPROVAL OF
PROPOSED PLAN OF DISTRIBUTION OF SETTLEMENT FUNDS,
AWARD OF ATTORNEYS’ FEES AND REIMBURSEMENT OF EXPENSES,
AND AWARD OF CLASS REPRESENTATIVES’ INCENTIVE FEES**

The Plaintiffs, Kort Builders, Inc., Dan Grote, Cherokee Development, Inc., Wininger/Stolberg Group, Inc., Marmax Construction, LLC, Boyle Construction Management, Inc., and T&R Contractor, Inc. (collectively “Plaintiffs”), by Settlement Class Counsel (“Class Counsel”), respectfully move the Court for an Order approving their proposed distribution of the combined American, Shelby and Prairie/Southfield Settlement Funds, including: (1) a *pro rata* allocation of net Settlement Funds among Settlement Class Members according to the respective amount of their purchases of ready-mixed concrete from the Defendants; (2) an award of attorneys’ fees in the unopposed amount of 33.33% of the Settlement Funds; (3) the reimbursement of litigation expenses incurred by Class Counsel; and (4) a class representative incentive award to each of the named Plaintiffs. Plaintiffs and Class Counsel have filed a Memorandum and the Declaration of Irwin B. Levin in support of this Motion.

Date: March 3, 2009

Respectfully submitted,

COHEN & MALAD, LLP

/s/ Irwin B. Levin

Irwin B. Levin

Irwin B. Levin
Richard E. Shevitz
Scott D. Gilchrist
Eric S. Pavlack
Vess A. Miller
One Indiana Square, Suite 1400
Indianapolis, IN 46204
Telephone: (317) 636-6481
Facsimile: (317) 636-2593
ilevin@cohenandmalad.com

Stephen D. Susman
Barry C. Barnett
Jonathan Bridges
Warren T. Burns
SUSMAN GODFREY LLP
901 Main St., Ste. 4100
Dallas, TX 75202
Telephone: (214) 754-1903
Facsimile: (214) 754-1933

PLAINTIFFS' INTERIM CO-LEAD COUNSEL

CERTIFICATE OF SERVICE

I hereby certify that on March 3, 2009, a copy of the foregoing document, was filed electronically. Notice of this filing will be sent to the following parties by operation of the Court's electronic filing system. Parties may access this filing through the Court's system.

Anthony P. Aaron
ICE MILLER
Anthony.aaron@icemiller.com

Kenneth J. Munson
BINGHAM McHALE LLP
kmunson@binghammchale.com

G. Daniel Kelley, Jr.
ICE MILLER
daniel.kelley@icemiller.com

Lee B. McTurnan
BINGHAM McHALE LLP
lmcturnan@binghammchale.com

Thomas E. Mixdorf
ICE MILLER
thomas.mixdorf@icemiller.com

Steve W. Berman
HAGENS BERMAN SOBOL SHAPIRO
LLP
steve@hbsslaw.com

Edward P. Steegmann
ICE MILLER
ed.steegmann@icemiller.com

Anthony D. Shapiro
HAGENS BERMAN SOBOL SHAPIRO
LLP
tony@hbsslaw.com

Abigail B. Cella
ICE MILLER
abby.cella@icemiller.com

James A.L. Buddenbaum
PARR RICHEY OBREMSKEY &
MORTON
jbuddenbaum@parrlaw.com

Barry C. Barnett
SUSMAN GODFREY LLP
bbarnett@susmangodfrey.com

Lawrence J. Carcare, II
INDIANA STATE ATTORNEY
GENERAL
lcarcare@atg.state.in.us

Jonathan Bridges
SUSMAN GODFREY LLP
jbridges@susmangodfrey.com

Stephen D. Susman
SUSMAN GODFREY LLP
ssusman@susmangodfrey.com

Vincent J. Esades
HEINS MILLS & OLSON
vesades@heinsmills.com

Robert J. Bonsignore
BONSIGNORE & BREWER
rbonsignore@aol.com

Troy J. Hutchinson
HEINS MILLS & OLSON
thutchinson@heinsmills.com

Jason R. Burke
HOPPER & BLACKWELL
jburke@hopperblackwell.com

Thomas J. Grau
DREWRY SIMMONS VORNEHM, LLP
tgrau@drewrysimmons.com

David Bullington
HOPPER & BLACKWELL
dbullington@hopperblackwell.com

Joseph M. Leone
DREWRY SIMMONS VORNEHM, LLP
jleone@drewrysimmons.com

George W. Hopper
HOPPER & BLACKWELL
ghopper@hopperblackwell.com
Jay S. Cohen

SPECTOR ROSEMAN & KODROFF &
WILLIS, PC
jcohen@srk-law.com

Jeffrey J. Corrigan
SPECTOR ROSEMAN & KODROFF &
WILLIS, PC
jcorrigan@srk-law.com

Jeffrey L. Kodroff
SPECTOR ROSEMAN & KODROFF &
WILLIS, PC
jkodroff@srk-law.com

Eugene A. Spector
SPECTOR ROSEMAN & KODROFF &
WILLIS, PC
espector@srk-law.com

Michael L. Coppes
EMSWILLER WILLIAMS NOLAND &
CLARKE PC
mcoppes@ewnc-law.com

Lisa J. Frisella
THE MOGIN LAW FIRM
lisa@moginlaw.com

Chad M. McManamy
THE MOGIN LAW FIRM
chad@moginlaw.com

Daniel J. Mogin
THE MOGIN LAW FIRM
dmogin@moginlaw.com

Michael D. Gottsch
CHIMICLES & TIKELLIS LLP
michaeltgottsch@chimicles.com

Mark K. Gray
GRAY & WHITE
mkgrayatty@aol.com

David B. Vornehm
DREWRY SIMMONS PITTS &
VORNEHM
dvornehm@drewrysimmons.com

Betsy K. Greene
GREENE & SCHULTZ
bkgreene@kiva.net

Frederick W. Schultz
GREENE & SCHULTZ
fschultz@kiva.net

Theresa Lee Groh
MURDOCK GOLDENBERG
SCHNEIDER & GROH LPA
tgroh@mgsglaw.com

John C. Murdock
MURDOCK GOLDENBERG
SCHNEIDER & GROH LPA
jmurdock@mgsglaw.com

Gregory P. Hansel
PRETI FLAHERTY BELIVEAU
PACHIOS & HALEY LLP
ghansel@preti.com

Randall B. Weill
PRETI FLAHERTY BELIVEAU
PACHIOS & HALEY LLP
rweill@preti.com

William E. Hoese
KOHNSWIFT & GRAF PC
whose@kohnsswift.com

Joseph C. Kohn
KOHNSWIFT & GRAF PC
jkohn@kohnsswift.com

Daniel R. Karon
GOLDMAN SCARLATO & KARON PC
karon@gsk-law.com

Offer Korin
KATZ & KORIN
okorin@katzkorin.com

Matthew L. White
GRAY & WHITE
mattwhiteatty@aol.com

Geoffrey Mitchell Grodner
MALLOR CLENDENING GRODNER &
BOHRER
gmgrodne@mcgb.com

Patrick B. Omilian
MALLOR CLENDENING GRODNER &
BOHRER LLP
pomilian@mcgb.com

James H. Ham, III
BAKER & DANIELS
jhham@bakerd.com

Kathy L. Osborn
BAKER & DANIELS
klosborn@bakerd.com

Robert K. Stanley
BAKER & DANIELS
rkstanley@bakerd.com

Matthew Lamkin
BAKER & DANIELS
matthew.lamkin@bakerd.com

Ryan M. Hurley
BAKER & DANIELS
ryan.hurley@bakerd.com

Michael B. Hyman
MUCH SHELIST
mbhyman@muchshelist.com

Robert J. Wozniak, Jr.
MUCH SHELIST
rwozniak@muchshelist.com

Deborah J. Caruso
U.S. Bankruptcy Trustee
DALE & EKE, P.C.
dcaruso@daleeke.com

Gene R. Leeuw
LEEUEW OBERLIES & CAMPBELL PC
grleeuw@indylegal.net

Cathleen L. Nevin
KATZ & KORIN
cnevin@katzkorin.com

Bernard Persky
GOODKIND LABATON RUDOFF &
SUCHAROW LLP
bpersky@labaton.com

Kellie C. Safar
GOODKIND LABATON RUDOFF &
SUCHAROW LLP
ksafar@labaton.com

Hollis L. Salzman
GOODKIND LABATON RUDOFF &
SUCHAROW LLP
hsalzman@labaton.com

John R. Price
JOHN R. PRICE & ASSOCIATES
john@johnpricelaw.com

Robert J. Schuckit
SCHUCKIT & ASSOCIATES PC
rschuckit@schuckitlaw.com

Lawrence Walner
LAWRENCE WALNER &
ASSOCIATES
walner@walnerclassaction.com

Judy Woods
BOSE McKINNEY & EVANS LLP
jwoods@boselaw.com

Bryan Babb
BOSE McKINNEY & EVANS LLP
bbabb@boselaw.com

Curtis Jones
BOSE McKINNEY & EVANS LLP
cjones@boselaw.com

Melinda Shapiro
BOSE McKINNEY & EVANS LLP
mshapiro@boselaw.com

C. Joseph Russell
BOSE McKINNEY & EVANS LLP
crussell@boselaw.com

John M. Mead
LEEUEW OBERLIES & CAMPBELL PC
jmead@indylegal.net

J. Lee McNeely
McNEELY STEPHENSON THOPY &
HARROLD
jlmcneely@msth.com

Brady J. Rife
McNEELY STEPHENSON THOPY &
HARROLD
bjrife@msth.com

Henry J. Price
PRICE WAICUKAUSKI RILEY &
DEBROTA
hprice@price-law.com

Ronald J. Waicukauski
PRICE WAICUKAUSKI RILEY &
DEBROTA
rwaicukauski@price-law.com

William N. Riley
PRICE WAICUKAUSKI RILEY &
DEBROTA
wriley@price-law.com

Jamie Kendall
PRICE WAICUKAUSKI RILEY &
DEBROTA
jkendall@price-law.com

Christopher A. Moeller
PRICE WAICUKAUSKI RILEY &
DEBROTA
cmoeller@price-law.com

Matthew R. Laydon
PRICE WAICUKAUSKI RILEY &
DEBROTA
mlaydon@price-law.com

Joseph N. Williams
PRICE WAICUKAUSKI RILEY &
DEBROTA
jwilliams@price-law.com

Steven M. Badger
BOSE McKINNEY & EVANS LLP
sbadger@boselaw.com

Allyson M. Maltas
LATHAM & WATKINS LLP
allyson.maltas@lw.com

Joshua P. Dehnke
LATHAM & WATKINS LLP
joshua.dehnke@lw.com

Chris Gair
JENNER BLOCK
cgair@jenner.com

Joseph R. Whatley, Jr.
WHATLEY DRAKE LLC
jwhatley@whatleydrake.com

Edward W. Harris, III
TAFT STETTINIUS & HOLLISTER LLP
eharris@taftlaw.com

Gayle A. Reindl
TAFT STETTINIUS & HOLLISTER LLP
greindl@taftlaw.com

Jonathan G. Polak
TAFT STETTINIUS & HOLLISTER LLP
jpolak@taftlaw.com

Abram B. Gregory
TAFT STETTINIUS & HOLLISTER LLP
agregory@taftlaw.com

Patricia Polis McCrory
LOCKE REYNOLDS LLP
pmccrory@locke.com

John E. Scribner
WEIL GOTSHAL & MANGES
johnscribner@weil.com

Marie L. Mathews
WEIL GOTSHAL & MANGES
marie.mathews@weil.com

Gary P. Price
LEWIS & KAPPES
gprice@lewis-kappes.com

Mindee J. Reuben
WEINSTEIN KITCHENOFF & ASHER LLC
reuben@wka-law.com

Samuel Charnoff
ARENT FOX LLP
charnoff.samuel@arentfox.com

Robert S. Schachter
ZWERLING SCHACHTER & ZWERLING
LLP
rschachter@zsz.com

Wareewan Tina Charoenpong
MUNGER TOLLES & OLSON
tina.charoenpong@mto.com

Justin M. Tarshis
ZWERLING SCHACHTER & ZWERLING
LLP
jtashis@zsz.com

Rohit Kumar Singla
MUNGER TOLLES & OLSON
rohit.singla@mto.com

I hereby certify that on March 4, 2009, a copy of the foregoing document was mailed, by first-class U.S. Mail, postage prepaid and properly addressed to the following:

Steven A. Asher
WEINSTEIN KITCHENOFF
& ASHER, LLC
1845 Walnut St., Ste. 1100
Philadelphia, PA 19103

W. Joseph Bruckner
Yvonne M. Flaherty
Richard A. Lockridge
LOCKRIDGE GRINDAL NAUEN PLLPL
100 Washington Avenue South, Suite 2200
Minneapolis, MN 55401

Kathleen C. Chavez
CHAVEZ LAW FIRM
416 S. Second St.
Geneva, IL 60134

Krishna B. Narine
LAW OFFICE OF KRISHNA B. NARINE
7839 Montgomery Avenue
Elkins Park, PA 19027

Isaac L. Diel
LAW OFFICES OF ISAAC L. DIEL
135 Oak St.
Bonner Springs, KS 66012

Robert Foote
FOOTE MEYERS MIELKE &
FLOWERS, LLC
416 S. Second St.
Geneva, IL 60134

Samuel D. Heins
Vincent J. Esades
HEINS MILLS & OLSON PLC
310 Clifton Avenue
Minneapolis, MN 55403

James R. Malone
CHIMICLES & TIKELLIS, LLP
361 W. Lancaster Ave.
Haverford, PA 19041

L. Kendall Satterfield
Richard M. Volin
FINKELSTEIN, THOMPSON &
LOUGHRAN
1050 30th St., N.W.
Washington, D.C. 20007

Stewart M. Weltman
COHEN MILSTEIN HAUSFELD
& TOLL PLLC
39 S. LaSalle St., Ste. 1100
Chicago, IL 60603

Mr. Scott D. Hughey
4462 Abbey Drive
Carmel, IN 4033-2456

/s/ Irwin B. Levin

Irwin B. Levin

COHEN & MALAD, LLP

One Indiana Square, Suite 1400

Indianapolis, IN 46204

Telephone: (317) 636-6481