

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF ARKANSAS  
WESTERN DIVISION

---

NATIONAL TRUCKING FINANCIAL )  
RECLAMATION SERVICES, LLC, )  
BRUCE TAYLOR, EDIS TRUCKING, )  
INC., JERRY FLOYD, MIKE CAMPBELL, )  
PAUL OTTO, TOWNES TRUCKING, INC. )  
and R&R TRANSPORTATION, INC., )  
individually, and on behalf of all others )  
similarly situated, )

Case No. 4:13-cv-00250-JMM

Plaintiffs, )

vs. )

PILOT CORPORATION, PILOT TRAVEL )  
CENTERS, LLC d/b/a PILOT FLYING J, FJ )  
MANAGEMENT, INC., CVC CAPITAL )  
PARTNERS, JAMES A. "JIMMY" )  
HASLAM, III, MARK HAZELWOOD, )  
MITCH STEENROD, SCOTT WOMBOLD, )  
JOHN FREEMAN, VINCENT GRECO and )  
BRIAN MOSHER, )

Defendants. )

---

**JOINT MOTION FOR PRELIMINARY APPROVAL OF REVISED CLASS  
SETTLEMENT AND APPROVAL OF REVISED NOTICE TO  
SETTLEMENT CLASS MEMBERS**

Plaintiffs National Trucking Financial Reclamation Services, LLC, Bruce Taylor, Edis Trucking, Jerry Floyd, Mike Campbell, Paul Otto, Townes Trucking, Inc., and R&R Transportation, Inc., on behalf of themselves and the Settlement Class, and Defendants Pilot Corporation (f/k/a Pilot Oil Corporation), Pilot Travel Centers LLC d/b/a Pilot Flying J, FJ Management, Inc., CVC Capital Partners, James A. "Jimmy" Haslam, III, Mark Hazelwood, Mitch Steenrod, Scott Wombold, John Freeman, Vincent Greco, and Brian Mosher (collectively

“the Parties”) hereby jointly move the Court to grant preliminary approval of the revised class Settlement Agreement (“Revised Settlement Agreement”) (attached as Exhibit 1) and to approve their revised proposed Class Action Settlement Notice (“Revised Settlement Notice”) (attached as Exhibit 2). In support of this Motion, the Parties state as follows:

1. On July 16, 2013, the Parties filed the Joint Motion for Preliminary Approval of Class Settlement and Approval of Notice to Settlement Class Members. (Dkt. No. 4.) That same day, this Court entered the Class Settlement Preliminary Approval Order, which (1) provisionally certified, for settlement purposes only, a nationwide class; (2) preliminary approved the parties’ Settlement Agreement as fair, reasonable, and adequate; and (3) approved the form and content of the Parties’ proposed Class Action Settlement Notice (the “Settlement Notice”). (Dkt. No. 10.)

2. Following this Court’s approval, the Parties agreed to revise the Settlement Agreement. Whereas the class definition was initially limited to certain Pilot Flying J customers from January 1, 2008 until July 15, 2013, the Revised Settlement Agreement expands the class period to also include certain customers who purchased diesel fuel from January 1, 2005 to December 31, 2007. Specifically, the following provisions have been revised:

a. In paragraph 3, Settlement Class is now defined to begin on January 1, 2005 instead of January 1, 2008;

b. In paragraph 8, Class Period is now defined to begin on January 1, 2005 instead of January 1, 2008;

c. In paragraph 23, the Parties clarified that the Released Claims mean only those claims arising on or after January 1, 2005; and

d. In paragraph 32, Defendants agree to stipulate to conditional certification of the Settlement Class that begins on January 1, 2005 instead of January 1, 2008.

3. The Parties request that this Court approve the Revised Settlement Agreement, as it provides the same essential terms that this Court already preliminarily approved on July 16, 2013 but expands the class to provide monetary and injunctive relief to certain additional customers of Pilot Flying J. The terms of the Settlement, therefore, remain fair, reasonable, and adequate. Moreover, the revisions were reached after arm's length negotiations between the Parties and with various members of the Settlement Class.

4. The Parties have also revised the Settlement Notice to reflect the expanded class period and class definition. The Revised Settlement Notice also explains to members of the Settlement Class that the Settlement does not include any discount or rebate program offered by Flying J Inc. prior to July 1, 2010 (when Pilot Travel Centers LLC acquired certain assets of Flying J Inc.), in that any claims arising from any such program were discharged in Flying J Inc.'s bankruptcy proceeding commenced in 2008.

5. The Parties request that this Court approve the Revised Settlement Notice, as it states concisely and in plain language (1) the nature of the action; (2) the definition of the certified class; (3) the essential terms of the Settlement Agreement and what those means for Class Members; (4) that a class member may enter an appearance through an attorney if the member so desires; (5) that the Court will exclude from the class any member who requests exclusion; (6) the time and manner for requesting exclusion; (7) that a Class Member may object to the Settlement; (8) the time and manner for objecting to the settlement and appearing at the Fairness Hearing; (9) the binding effect of a class judgment on members under Rule 23(c)(3) and the terms of the releases; and (10) information regarding how to obtain additional information regarding this lawsuit and the Settlement Agreement. The contents of the Revised Settlement

Notice, therefore, comply with the requirements of Federal Rule of Civil Procedure 23(c)(2)(B) and due process.

6. The Parties, therefore, request that this Court grant preliminary approval to the Revised Settlement Agreement and approve the Revised Settlement Notice.

7. A proposed form of order is submitted as Exhibit 3.

Dated: July 23, 2013.

Respectfully submitted,

Counsel for Plaintiffs and the Settlement Class:

*s/ Michael Roberts*

---

Michael L. Roberts  
Stephanie Egner Smith  
Jana K. Law  
ROBERTS LAW FIRM, P.A.  
Post Office Box 241790  
Little Rock, AR 72223-1790  
Phone: (501) 821-5575  
Email: mikeroberts@robertslawfirm.us  
ATTORNEY FOR NATIONAL TRUCKING  
FINANCIAL RECLAMATION SERVICES, LLC

Don John W. Barrett  
Sterling Starns  
DON BARRETT, P.A.  
P. O. Box 927  
404 Court Square North  
Lexington, MS 39095  
Phone: (662) 834-2488  
Fax: (662) 834-2628  
Email: dbarrett@barrettlawgroup.com  
ATTORNEY FOR BRUCE TAYLOR

Thomas P. Thrash  
Marcus N. Bozeman  
THRASH LAW FIRM  
1101 Garland Street  
Little Rock, AR 72201

Phone: (501) 374-1058  
Fax: (501) 374-2222  
Email: tomthrash@sbcglobal.net  
ATTORNEY FOR NATIONAL TRUCKING  
FINANCIAL RECLAMATION SERVICES, LLC

Ben Barnow  
Sharon A. Harris  
Erich P. Schork  
Blake A. Strautins  
BARNOW & ASSOCIATES, P.C.  
1 North LaSalle Street, Suite 4600  
Chicago, IL 60602  
Phone: (312) 621-2000  
Email: b.barnow@barnowlaw.com  
ATTORNEY FOR EDIS TRUCKING, INC.

Shpetim Ademi  
John D. Blythin  
ADEMI & O'REILLY, LLP  
3620 E. Layton Avenue  
Cudahy, WI 53110  
Phone: (414) 482-8000  
Email: sademi@ademilaw.com  
ATTORNEY FOR EDIS TRUCKING, INC.

Richard L. Coffman  
THE COFFMAN LAW FIRM  
505 Orleans, Suite 505  
Beaumont, TX 77701  
Phone: 409-833-7700  
Fax: 866-835-8250  
Email: rcoffman@coffmanlawfirm.com  
ATTORNEY FOR EDIS TRUCKING, INC.

G. Robert Blakey  
7002 East San Miguel Ave.  
Paradise Valley, AZ 85253  
ATTORNEY FOR EDIS TRUCKING, INC.

Dewitt M. Lovelace  
LOVELACE LAW FIRM, P.A.  
12870 US HWY 98 W STE 200  
Miramar Beach, FL 32550  
Phone: (850) 837-6020  
Fax: 837-4093  
Email: courtdocs@lovelacelaw.com  
ATTORNEY JERRY FLOYD

Richard R. Barrett  
LAW OFFICE OF RICHARD R. BARRETT, PLLC  
1223 Jackson Ave., Suite 203  
Oxford, MS 38655  
Phone: (662) 307-7000  
Fax: (866) 430-5459  
Email: rrb@rrblawfirm.net  
ATTORNEY FOR MIKE CAMPBELL

William E. Hoese  
KOHNSWIFT, & GRAF, P.C.  
One S. Broad Street, Suite 2100  
Philadelphia, PA 19107-3304  
Phone: (215) 238-1700  
Fax: 215-238-1968  
Email: whoese@kohmswift.com  
ATTORNEY FOR MIKE CAMPBELL

Elizabeth A. Alexander  
Michael W. Sobol  
Kenneth S. Byrd  
LIEFF, CABRASER, HEIMANN & BERNSTEIN,  
LLP  
One Nashville Place  
150 Fourth Avenue, N, Suite 1650  
Nashville, TN 37219-2423  
Phone: (615) 313-9000  
Fax: (615) 313-9965  
Email: ealexander@lchb.com  
ATTORNEY FOR PAUL OTTO

Charles F. Barrett  
BARRETT & ASSOCIATES, P.A.  
6518 Highway 100, Suite 210  
Nashville, TN 37205  
Phone: (615) 515-3393  
Fax: (615) 515-3395  
Email: charles@cfbfirm.com  
ATTORNEY FOR PAUL OTTO

Daniel E. Becnel, Jr.  
BECNEL LAW FIRM, LLC  
106 W. Seventh St., P. O. Drawer H  
Reserve, LA 70084  
Phone: (985) 536-1186  
Email: dbecnel@becnellaw.com  
ATTORNEY FOR TOWNES TRUCKING, INC.

Michael D. Hausfeld  
HAUSFELD, LLP  
1700 K Street, NW Suite 650  
Washington, DC 20006  
Phone: (202) 540-7200  
Fax: (202)540-7201  
Email: mhausfeld@hausfeldllp.com  
ATTORNEY FOR R&R TRANSPORTATION, INC.

Counsel for Defendants Pilot Corporation and Pilot  
Travel Centers LLC:

s/ Aubrey B. Harwell, Jr.  
Aubrey B. Harwell, Jr.  
Neal & Harwell  
150 4th Avenue North, Suite 2000  
Nashville, TN 37219-2498  
Phone: (615) 244-1713  
Email: aharwell@nealharwell.com

**CERTIFICATE OF SERVICE**

I hereby certify that on this 23th day of July, 2013, I electronically filed the JOINT MOTION FOR PRELIMINARY APPROVAL OF REVISED CLASS SETTLEMENT AND APPROVAL OF REVISED NOTICE TO SETTLEMENT CLASS MEMBERS with the Clerk of the Court using the CM/ECF system.

*/s/ Michael Roberts*

---

Michael Roberts  
Counsel for Plaintiffs