

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF KANSAS**

**IN RE: URETHANE ANTITRUST
LITIGATION**

**This Document Relates To:
The Polyether Polyols Cases**

**MDL 1616
Civil No. 04-md-01616-JWL**

**ORDER AUTHORIZING DISSEMINATION OF NOTICE TO THE CLASS OF THE
DOW SETTLEMENT AGREEMENT AND ESTABLISHING PROCEDURES AND A
HEARING ON FINAL SETTLEMENT APPROVAL, THE PROPOSED PLAN OF
ALLOCATION AND CLASS COUNSEL’S FEE PETITION**

The Court, by separate Order having preliminarily approved the Settlement Agreement entered into between Class Plaintiffs and Defendant The Dow Chemical Company (“Dow”), hereby orders:

1. The Settlement Administrator shall be The Garden City Group, Inc.
2. The Court will hold a Fairness Hearing pursuant to Rule 23(e) of the Federal Rules of Civil Procedure on **July 27, 2016 at 10 a.m.** in Courtroom #643, United States Courthouse, 500 State Avenue, Kansas City, Kansas.
3. The Fairness Hearing will be held for the following purposes:
 - (a) to finally determine whether the proposed settlement is fair, reasonable and adequate and should be granted final approval by the Court pursuant to Rule 23(e) of the Federal Rules of Civil Procedure;
 - (b) to determine whether a final judgment should be entered dismissing the claims of the class against Dow with prejudice, as required by the Settlement Agreement;

(c) to consider the proposed Plan of Allocation and Distribution of the Dow Settlement proceeds;

(d) to consider Class Counsel's Petition for Award of Attorneys' Fees, Incentive Awards and Litigation Expenses; and,

(e) to rule upon other such matters as the Court may deem appropriate.

4. No later than **May 18, 2016**, Class Notice shall be sent by the Settlement Administrator via first-class U.S. mail, postage prepaid, to all members of the Class at their last known address as reflected in the records of the Defendants, as updated prior to mailing based on the National Change of Address database or other similar database, and as updated in the course of earlier notice programs and distributions of settlement proceeds. On or before **May 18, 2016**, Plaintiffs' Co-Lead Counsel shall cause a copy of the Notice to be posted on the Internet at the settlement website <http://www.polyetherpolyolsettlement.com>. Class Notice shall be in the form of the proposed notice attached as Exhibit D to Class Plaintiffs' Memorandum of Law in Support of Their Motion for Preliminary Approval of Settlement with The Dow Chemical Company (Doc. # 3238-4), with the following revisions:

a. Appropriate dates shall be inserted to conform to the dates in this Order.

b. On page 2, in the section entitled "Your Legal Rights and Options in This Settlement," the paragraph for the "Go to the Fairness Hearing" option shall be revised to state as follows: "You may attend the Fairness Hearing, which is a public Court hearing. If you have submitted the required written objection, you may ask to speak in Court about your opinion of the Settlement, the Plan of Allocation, or the petition for an award of attorneys' fees, incentive awards and reimbursement of costs and expenses. See Questions 14-16 below."

c. In the answer to Question 12, the figure “\$500,00” shall be replaced with “\$500,000”.

d. In the answer to Question 14, the last sentence of the second paragraph shall be revised to state as follows: “If written objections have been submitted, the Court will consider them at that time.”

5. The Court finds this manner of giving notice fully satisfies the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process, constitutes the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons entitled thereto.

6. Plaintiffs’ Co-Lead Counsel shall file by **July 18, 2016**, proof of mailing of the Notice.

7. Lead Counsel authority to direct the Escrow Agent to pay out of the settlement fund the reasonable expenses incurred in providing notice pursuant to paragraph 4 of this Order.

8. As provided in the Notice, each class member who has not previously opted out of the litigation class certified by the Court (Dkt. Nos. 708, 2879) shall have the right to object to the settlement, the proposed plan of allocation and distribution, and the petition for an award of attorneys fees, incentive awards and litigation expenses, by filing written objections with the Court not later than **July 1, 2016**, copies of which shall be served on all counsel for the parties. Failure to timely file and serve written objections will preclude a class member from objecting at the Fairness Hearing.

9. Plaintiffs’ Co-Lead Counsel shall file all briefs, memoranda, petitions and affidavits in support of (1) final approval of the settlement, (2) the proposed plan of allocation and distribution, and (3) the petition for an award of attorneys’ fees, incentive awards and

litigation expenses, no later than **June 1, 2016**. Any briefs or memoranda in response to objections thereto shall be filed no later than **July 15, 2016**.

10. The Court may, for good cause, adjourn the Fairness Hearing or extend any of the deadlines set forth in this Order without further notice to Class Members.

11. The Court retains exclusive jurisdiction over this action to consider all further matters arising out of or connected with the Dow Settlement Agreement.

IT IS SO ORDERED this 27th day of April, 2016, in Kansas City, Kansas.

s/ John W. Lungstrum
Hon. John W. Lungstrum
United States District Judge