

**IN THE UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF NEW JERSEY**

**IN RE DUCTILE IRON PIPE
FITTINGS (“DIPF”) DIRECT
PURCHASER ANTITRUST
LITIGATION**

Civ. No. 12-711 (AET)(LHG)
RECEIVED

JAN 28 2016

AT 8:30 _____ M
WILLIAM T. WALSH
CLERK

AT
**[REDACTED] ORDER APPROVING SETTLEMENT AGREEMENT WITH
STAR PIPE PRODUCTS, LTD. AND ENTERING FINAL JUDGMENT**

Direct Purchaser Plaintiffs (“DPPs”) and Defendant Star Pipe Products, Ltd. (“Star”) entered into a Settlement Agreement to fully and finally resolve the claims of the Settlement Class against Star. On July 27, 2015, the Court entered its Order granting preliminary approval of the proposed settlement between DPPs and Star (“Preliminary Approval Order”). On October 1, 2015, this Court entered an Order Authorizing Dissemination of Class Notice and Scheduling Hearing for Final Approval of Proposed Settlements (the “October 1, 2015 Order”). Among other things, the October 1, 2015 Order authorized DPPs to disseminate notice of the settlement, the fairness hearing, and related matters to the Settlement Class. Notice was provided to the Class pursuant to the Preliminary Approval Order and the October 1, 2015 Order, with the change noted and approved herein, and notice also was provided by Star in compliance with the Class Action Fairness Act (“CAFA”), 28 U.S.C. § 1715. The Court held a fairness hearing on January 28, 2016.

Having considered Plaintiffs’ Motion For DPPs’ Motion for Final Approval of

Settlements with Defendants (i) SIGMA Corporation and its owned subsidiary SIGMA Piping Products Corporation, and (ii) Star Pipe Products, Ltd; any objections filed of record; oral argument presented at the fairness hearing; and the complete record and files in this matter,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

1. The Court has jurisdiction over the subject matter of this Action (and all actions and proceedings consolidated in this Action).
2. Terms capitalized in this Order and Final Judgment have the same meanings as those used in the Star Settlement Agreement.
3. The Preliminary Approval Order and October 1, 2015 Order outlined the form and manner by which the DPPs would provide the Settlement Class with notice of the settlement, the fairness hearing, and related matters. Before notice was provided to the Settlement Class, one correction was made to the form of notice approved in the October 1, 2015 Order. In the response to Question No. 12, the time period of the release in the form mistakenly referred to a release through the “execution date” rather than through the “effective date,” which is the correct term of the Settlement Agreements. The notice sent to the Settlement Class correctly stated that the release was through the “effective date.” The Court acknowledges and approves this correction to the form of notice the form approved in the October 1, 2015 Order. The notice program included individual notice to members of the

All persons or entities in the United States that purchased DIPF directly from any Defendant at any time from January 11, 2008, through June 30, 2011.

9. The persons and entities identified in Exhibit A, which is attached hereto and incorporated by reference herein, have timely and validly requested exclusion from the Settlement Class and are hereby excluded from the Settlement Class, are not bound by this Order and Final Judgment, and may not make any claim against or receive any benefit from the Star Settlement, whether monetary or otherwise. Said excluded persons may not pursue any Released Claims on behalf of those who are bound by this Order and Final Judgment. Each member of the Settlement Class not appearing in Exhibit A is bound by this Order and Final Judgment, and will remain forever bound.

10. As to Star and other Releasees, any and all class action lawsuits currently pending before this Court by DPPs and members of the Settlement Class that are directly related to the subject matter of this litigation are dismissed with prejudice and in their entirety, on the merits, and except as provided for in the Settlement Agreement, without costs. This dismissal shall not affect, in any way, DPPs' and class members' right to pursue claims, if any, outside the scope of the Release set out in Paragraphs 27-30 of the Star Settlement Agreement.

11. The Releasors are permanently enjoined and barred from instituting, commencing, or prosecuting any action or other proceeding asserting any Claims

released in Paragraphs 27-30 of the Settlement Agreement against any Releasee, either directly, individually, representatively, derivatively, or in any other capacity, by whatever means, in any local, state, or federal court, or in any agency or other authority or arbitral or other court or forum wherever located.

12. The Releasers remise, release, forever discharge, and covenant not to sue the Releasees from and for Claims as set forth in Paragraphs 27-30 of the Settlement Agreement.

13. DPPs and their directors, officers, employees, and counsel are hereby released from any claim by Star and the Releasees relating to the institution or prosecution of the Action.

14. Plaintiff Public Works Supply Co., Inc., its directors, officers, employees and agents are hereby released from any liability based upon Star's counterclaims against Public Works Supply Co., Inc. as set forth in Star's "First Amended Answer to Direct Purchaser Plaintiffs' Second Consolidated Amended Complaint and Original Counterclaims against Plaintiff Public Works Supply Co.," filed in the Action on August 27, 2014.

15. Star's counterclaims against Public Works Supply Co., Inc. are hereby dismissed with prejudice and without costs.

16. This Order and Final Judgment does not settle or compromise any claims by Class Representatives or the Settlement Class against other persons or entities other

than the Releasees, and all rights against any other non-Star Defendant or other non-released person or entity are specifically reserved. The sales of DIPF and Domestic DIPF to members of the Settlement Class by Star shall remain in these cases against the non-settling Defendant(s) as a basis for damage claims and shall be part of any joint and several liability claims against any non-settling Defendant or other person or entity other than the Releasees.

17. Neither the Star Settlement Agreement, nor this Order and Final Judgment, nor any other papers relating to the Star Settlement Agreement, nor any negotiations, discussions or proceedings in connection herewith shall be:

(a) offered or received against any Releasee as evidence of or construed as or deemed to be evidence of any presumption, concession, or admission by any Releasee of the truth of any fact alleged by DPPs or the validity of any claim that has been or could have been asserted in the Action or in any other proceeding, or the deficiency of any defense that has been or could have been asserted in the Action or in any proceeding, or of any alleged liability, negligence, fault, or wrongdoing of the Releasee; or

(b) offered or received against any Releasee as evidence of a presumption, concession, or admission of any fault, misrepresentation or omission with respect to any statement or written document approved or made by any Releasee.

18. Without affecting the finality of this Order and Final Judgment, the Court

retains exclusive jurisdiction over the Actions and the Star Settlement Agreement, including the administration, interpretation, consummation, and enforcement of the Settlement Agreement.

19. The escrow account established by the parties is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder.

20. Pursuant to Fed. R. Civ. P. 54(b), the Court finds that there is no just reason for delay and hereby directs the entry of final judgment of dismissal forthwith as to the Releasees.

IT IS SO ORDERED.

Dated: Jan. 28, 2016

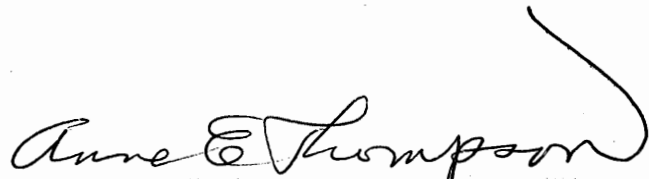

HON. ANNE E. THOMPSON
UNITED STATES DISTRICT JUDGE

Exhibit A

Atlas Utility Supply Company, 2301 Carson Street, Fort Worth, Texas 76117

Atlantic Supply and Equipment Company, Inc., 505 West Georgia Road,
Simpsonville, South Carolina 29680

Atlantic Supply and Equipment Company, Inc., 1628 Barton Chapel Road,
Augusta, Georgia 30909

Dana Kepner Co., Inc., 700 Alcott, Denver, CO 80204, and all of its sister or
subsidiary companies, divisions, and locations, as specified in the attached
correspondence from Deron W. Johnson, President.

Everett J. Prescott, Inc., 32 Prescott Street, Gardiner, Maine 04345, and all of its
sister companies, divisions, and locations, as specified in the attached
correspondence from Peter E. Prescott, CEO.

H.R. Prescott & Sons, Inc., 165 Hartwell Street, West Boylston, Massachusetts
01583

H.R. Prescott & Sons, 55 High Street, Suite #1, North Billerica, Massachusetts
01862

Minnesota Pipe & Equipment, 5145 211th Street W, Farmington, Minnesota 55024

Minnesota Pipe & Equipment, 2913 CR 16 SW, Rochester, Minnesota 55902

Minnesota Pipe & Equipment, 935 5th Avenue SE, Minneapolis, Minnesota 55414

Putnam Pipe Corporation, 86 Elm Street, Hopkinton, Massachusetts 01748

~~Star Mechanical Supply & Star Wholesale Supply, 122 W Randall Wobbe Lane,
Springdale Arkansas 72765~~ AT

~~Star Mechanical Supply & Star Wholesale Supply, 535 N Fremont, Springfield,
Missouri 65802~~ AT

Texas Water Products Inc., 5825 East Berry Street, Fort Worth, Texas 76119



**ATLANTIC SUPPLY
& EQUIPMENT CO., INC.**

605 West Georgia Road
Simpsonville, South Carolina 29680

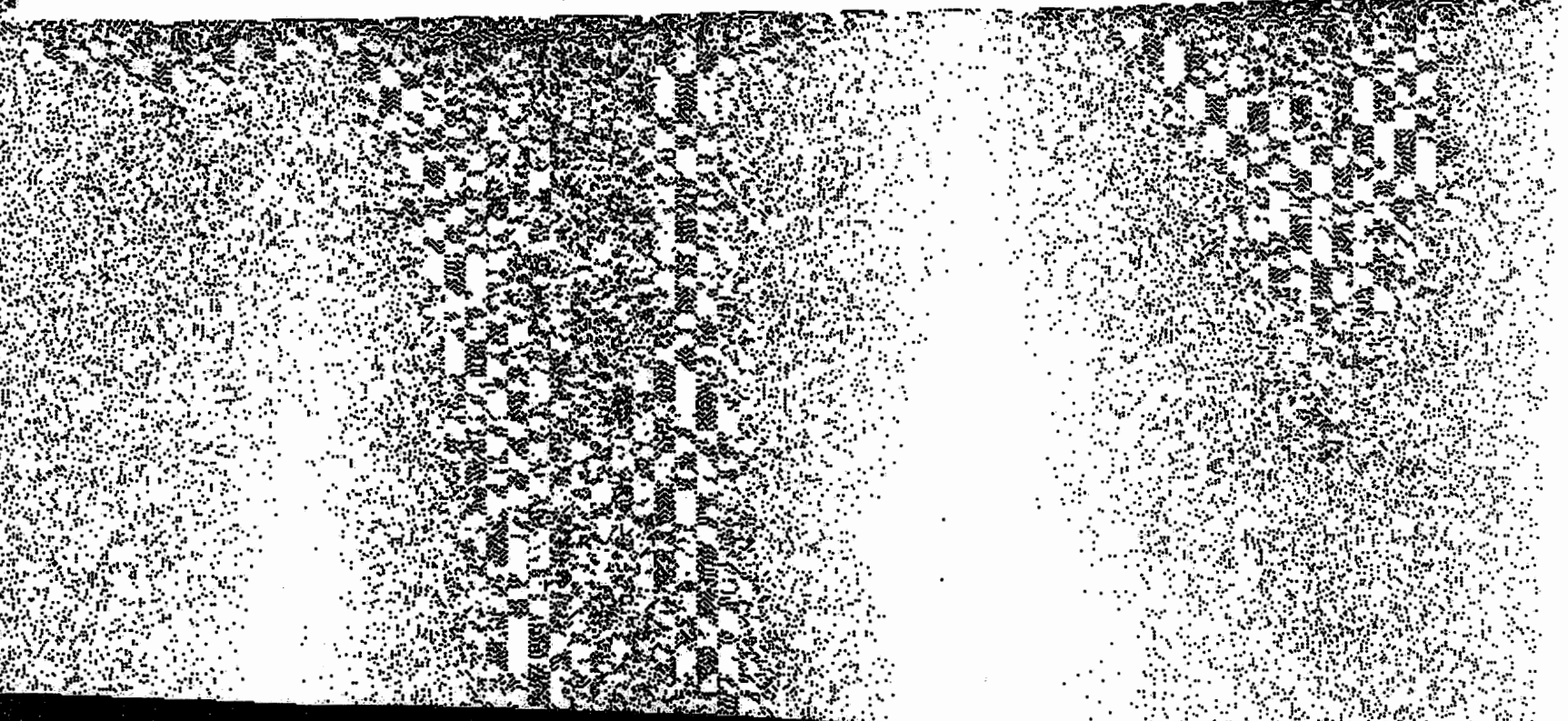
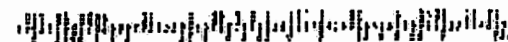
GREENWIRE SC 2014

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DIPF Direct Purchaser
Antitrust Litigation
C/O GCG
P.O. Box 1000
Dublin, OH 43017-5720

43017572020



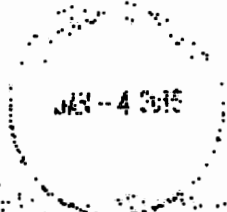


Atlantic Supply & Equipment Company, Inc.

505 West Georgia Road • Simpsonville, SC 29680
864-967-3033 • FAX 864-963-7314 • TF 800-922-7838

1628 Barton Chapel Road • Augusta, GA 30909
706-737-3705 • FAX 706-733-3136 • TF 888-389-4437

December 29, 2015



DIPF direct Purchaser Antitrust Litigation
C/O GCG
P.O. Box 10220
Dublin, OH 43007-5720

Re: Case Name → In re Ductile Iron Pipe Fittings (DIPF)
Direct Purchaser Antitrust Litigation, Civ. No. 12-711 (D.N.J.)

To Whom It May Concern:

Please use this letter as an authorization/request for Atlantic Supply and Equipment Company, Inc. to be excluded from the SIGMA Settlement, STAR Settlement, and/or both Settlements.

Atlantic Supply and Equipment orders and does business out of the following two locations:

505 West Georgia Road
Simpsonville, SC 29680
(864) 967-3033

1628 Barton Chapel Road
Augusta, GA 30909
(706) 737-3705

Feel free to contact me at any time.

Thank you for the option to Exclude both our offices from these Settlements...

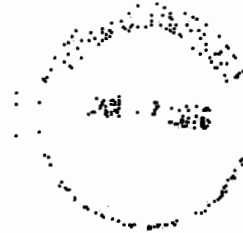
Sincerely,

Todd Fusco
President



DANA KEPNER COMPANY INC • 700 ALCOTT • DENVER COLORADO • 80204 • PHONE (303) 823 6166

December 29, 2015



DIPF Direct Purchaser Antitrust Litigation
c/o GCG
PO Box 10220
Dublin, OH 43017-5720

In re Ductile Iron Pipe Fittings ("DIPF") Direct Purchaser Antitrust Litigation, Civ. No. 12-711 (D.N.J.).

To Whom It May Concern:

Dana Kepner Co., Inc. and Western Industrial Supply LLC (a wholly owned subsidiary of Dana Kepner Co., Inc.) wishes to be excluded from the Sigma and Star settlements. The following locations would be included:

Dana Kepner Co.
700 Alcott
Denver, CO 80204

Dana Kepner Co.
1820 N South Loop Ave
Casper, WY 82601

Dana Kepner Co.
640 Aviation Way
Colorado Springs, CO 80916

Dana Kepner Co.
2484 Overland Ave
Billings, MT 59102

Dana Kepner Co.
3701 Canal Dr.
Fort Collins, CO 80524

Dana Kepner Co.
2401 S. 19th Ave
Phoenix, AZ 85009



Dana Kepner Co.
1185 W. Glenn St
Tucson, AZ 85705

Dana Kepner Co.
6723 Corsair Ave
Prescott, AZ 86301

Dana Kepner Co.
1555 Countryspire Ave
Lake Havasu City, AZ 86403

Dana Kepner Co.
1500 E. Thornton Rd
Show Low, AZ 85901

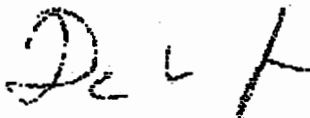
Dana Kepner Co.
180 Cassia Way, Suite 500
Henderson, NV 89014

Western Industrial Supply LLC
1220 SW 5th St
Amarillo, TX 79101

Western Industrial Supply
2406 Erskine
Lubbock, TX 79415

Western Industrial Supply
2103 W. 42nd St.
Odessa, TX 79764

Western Industrial Supply
2408 Holliday Rd.
Wichita Falls, TX 76301



Deron W. Johnson
President

Dana Kepner Co., Inc.
700 Alcott
Denver, CO 80204
(303) 623-6161



KEPNER

DANA KEPNER COMPANY, INC. • 700 ALCOTT • DENVER, COLORADO • 80204-4192

NP



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c/o GCG
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Dublin, OH 43017-5720

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