

Defendant Star Pipe Products, Ltd. ("**Star**"), in response to Indirect Purchaser Plaintiffs' Opposition to Defendants McWane Inc., Sigma Corporation, and Star Pipe Product Ltd.'s Motions to Dismiss Plaintiffs' Amended Class Action Complaint ("**Opposition**"), files this Reply. Also on this day, McWane and Sigma ("**Other Defendants**") have filed a Reply Memorandum of Defendants McWane, Inc. and Sigma Corporation in Further Support of Their Motion to Dismiss the Amended Class Action Complaint ("**Other Defendants' Reply**").

Star's Motion to Dismiss joined in the grounds for dismissal asserted by McWane and Sigma ("**Other Defendants**") as to the claims asserted against Star (Counts 3, 4, 5, 6, and 10) ("**Other Defendants' Motion to Dismiss**"). In this Reply, Star again joins in the arguments for dismissal asserted by Other Defendants as to Counts 3, 4, 5, 6, and 10, and specifically the arguments in the Other Defendants' Reply as to those counts:

- Plaintiffs have failed to set forth viable claims based on antitrust and consumer protection violations, for the reasons set forth in Star's Motion to Dismiss the Direct Purchaser Complaint and accompanying memorandum of law, and Star's reply in support thereof filed in the direct purchaser action (12-711) contemporaneously with this Reply;
- Plaintiffs have failed to plead sufficient facts supporting their various claims based on overcharges for ductile iron pipe fittings ("**DIPF**") and the Opposition still fails to identify any such facts;

- Plaintiffs do not have standing to bring antitrust and consumer protection claims under the laws of states other than their home states and the Opposition still identifies no allegations of injury for such claims; and
- Plaintiffs' Opposition admits their failure to identify any state under whose law their unjust enrichment claims arise.

For purposes of brevity, Star incorporates herein the authorities cited by the Other Defendants. Star does not join in relief sought or arguments made in the Other Defendants' Motions to Dismiss or Reply as to counts other than Counts 3, 4, 5, 6, and 10, as Star is not a party to those other counts and reserves its position as to the conduct asserted in those other counts.

CONCLUSION

For the reasons stated above and in the Other Defendants' Reply, and as requested in Star's Motion to Dismiss, and the Other Defendants' Motions to Dismiss, as to Counts 3, 4, 5, 6, and 10, Star respectfully requests this Court to dismiss those counts of the Complaint pursuant to Federal Rule of Civil Procedure 12(b)6) and grant Star all other relief to which it is justly entitled.

Dated December 4, 2012

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on December 4, 2012 I caused to be filed via electronic mail to the Clerk of the Court, United States District Court, Defendant Star Pipe Products, Ltd.'s Reply in Support of its Motion to Dismiss As to Counts 3, 4, 5, 6 and 10 of the Amended Class Action Complaint in accordance with the Court's Electronic Filing System.

I further certify that once the electronic filing receipt is received, any party not receiving electronic notices from the court will receive a copy of the aforementioned papers, along with a copy of the Notice of Electronic Filing by regular mail.

/s/ Joseph J. Fleischman
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