

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

_____)	
IN RE: URETHANE ANTITRUST)	Civil Action No. 04-MD-1616-JWL
LITIGATION)	
_____)	MDL No. 1616
)	
THIS DOCUMENT RELATES TO:)	
THE POLYETHER POLYOL CASES)	
_____)	

NOTICE OF PENDING CLASS ACTION

**If you purchased polyether polyols, MDI, TDI, MDI-TDI blends,
or polyether polyol systems between 1999 and 2004,
a class action lawsuit may affect your rights.**

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

NOTICE IS HEREBY GIVEN that on July 29, 2008 the United States District Court for the District of Kansas issued an Order certifying this lawsuit as a Class Action. If you are a member of the Class, your rights may be affected by that Order, and you must decide whether you want to remain a member of the Class for the remainder of the litigation or request exclusion from the Class and pursue on your own any claims that you may have.

I. THE CLASS

The Class includes all direct purchasers (excluding governmental entities and Defendants and their respective employees, parents, subsidiaries and affiliates) of Polyether Polyol Products in the United States and its territories from any of the Defendants, or any present or former parent, subsidiary, or affiliate of one of the Defendants, at any time during the period from January 1, 1999 through December 31, 2004 (“the Class Period”). **POLYETHER POLYOL PRODUCTS are defined to mean:** (1) propylene oxide-based polyether polyols; (2) monomeric or polymeric diphenylmethane diisocyanates (MMDI or PMDI – collectively, MDI); (3) toluene diisocyanates (TDI); (4) MDI-TDI blends or (5) propylene oxide-based polyether polyol systems (except those that also contain polyester polyols). Defendants are:

- **BAYER AG, BAYER CORPORATION, BAYER MATERIAL SCIENCE AG, and BAYER MATERIAL SCIENCE LLC;**
- **BASF CORPORATION and BASF SE;**
- **THE DOW CHEMICAL COMPANY;**
- **HUNTSMAN INTERNATIONAL LLC; and**
- **LYONDELL CHEMICAL CORPORATION.**

A complete list of the trade names under which Defendants sold the Polyether Polyol Products is attached as Attachment A.

Also excluded from the Class are those persons and entities who timely and validly request exclusion from the Class pursuant to the terms of this Notice.

IF YOU ARE A MEMBER OF THE CLASS, YOU NEED NOT TAKE ANY ACTION AT THIS TIME. AS A CLASS MEMBER, YOU WILL BE REPRESENTED BY THE CLASS PLAINTIFFS AND CLASS COUNSEL IN THEIR PROSECUTION OF THIS CASE, AND YOU WILL BE ENTITLED, AT A LATER POINT IN TIME, TO SUBMIT A CLAIM TO SHARE IN ANY RECOVERY FOR THE CLASS BY WAY OF SETTLEMENT OR JUDGMENT. BY REMAINING IN THE CLASS, YOU WILL BE LEGALLY BOUND BY ALL SETTLEMENTS AND JUDGMENTS, WIN OR LOSE, AND WILL NOT BE ABLE TO SUE OR CONTINUE TO SUE DEFENDANTS OVER THE LEGAL CLAIMS IN THIS CASE.

II. BACKGROUND OF THE CLASS ACTION

Plaintiffs, Seegott Holdings, Inc., Industrial Polymers, Inc., and Quabaug Corporation, have filed suit against Defendants Bayer AG, Bayer Corporation, Bayer MaterialScience AG, Bayer MaterialScience LLC (collectively, the Bayer Defendants), BASF SE, BASF Corporation, The Dow Chemical Company, Huntsman International LLC, and Lyondell Chemical Company. Plaintiffs allege that Defendants unlawfully agreed to fix, raise, maintain or stabilize the prices of and allocate the markets for Polyether Polyol Products (as defined above) sold in the United States and its territories during the period January 1, 1999 through December 31, 2004 in violation of the federal antitrust laws. Plaintiffs allege that, as a result of such violations of the antitrust laws, they and other members of the Class paid more for Polyether Polyol Products than they would have paid absent such wrongful conduct. Plaintiffs and the Class have reached a negotiated settlement of the claims against the Bayer Defendants, which has been approved by the Court and is now final. Plaintiffs and the Class are continuing to pursue their claims against the remaining Defendants, who have denied any liability.

It is likely you received notice of the Bayer settlement some time ago. Whether you remained a member of the Bayer settlement class or requested exclusion from that class, you still have the option of remaining a member of this litigation Class against the other Defendants or requesting exclusion from this class. If you wish to remain a member of this litigation Class you need do nothing. If you wish to be excluded from this litigation Class, you need to request exclusion as set forth in Part IV of this Notice, below.

On July 29, 2008, the Court certified the Class, and on October 10, 2008, ordered that this Notice be provided to the members of the Class.

THE COURT HAS NOT RULED ON ANY OF THE CLAIMS OR DEFENSES OF THE PARTIES. THIS NOTICE IS NOT TO BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION BY THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES ASSERTED BY PLAINTIFFS OR DEFENDANTS.

III. THE RIGHTS OF CLASS MEMBERS

If you are a member of the Class, you have the following options:

(A) If you want to remain in the Class, you do not need to do anything at this time. You automatically will be included in the Class. If you choose to remain in the Class, you will be entitled to your share of any money or other benefits awarded to the Class (net of attorneys' fees and expenses which may be determined by the Court to be payable from the recovery), either through a settlement with Defendants or through a judgment in the lawsuit. You will not be personally responsible for

attorneys' fees or costs unless you hire your own individual attorney. Any fees or costs for Class Counsel will come from any recovery for the Class as approved by the Court. If the Court dismisses the lawsuit, you will be bound by that decision if you remain a member of the Class.

(B) If you do not want to receive your share of the money or other benefits that may be awarded to the Class, but you want to keep your right to sue or continue to sue Defendants on your own, then you must take steps to exclude yourself from the Class. If you ask to be excluded, you will not receive any money or other benefits which may be awarded to the Class, you will not be legally bound by any judgment or decision in this litigation, and you cannot object to any settlement. You must follow the procedure described below to exclude yourself from the Class.

(C) If you choose to remain in the Class, any judgment rendered by the Court will be binding on all Class members under Fed. R. Civ. P. 23(c)(3). You will be bound by any decision or judgment entered by the Court, win or lose, and you will not be able to start or continue with a lawsuit against Defendants regarding the claims described herein.

Whether or not you remain a member of the Class, you have the right to retain individual counsel at your own expense and enter an individual appearance in the litigation.

You will be notified of any proposed settlement of the Class claims and/or any application by Class Counsel for attorneys' fees and expenses.

IV. REQUEST FOR EXCLUSION

If you timely submit a request for exclusion from the Class, the Court will exclude you from the Class. You may exclude yourself from the Class by sending a written request for exclusion, by first class mail postmarked on or before December 24, 2008, to the following address:

Urethane Antitrust Litigation
Polyether Polyol Cases
c/o Complete Claim Solutions, LLC
P.O. Box 24628
West Palm Beach, FL 33416

The request for exclusion must be in writing and clearly state the name, address, and telephone number of the person or entity who wishes to be excluded, as well as all trade names or business names and addresses used by such person or entity, must state that the person or entity wishes to be excluded from the Class, and must be signed by the person or entity seeking exclusion.

V. ATTORNEYS FOR THE CLASS

The Court has appointed the following attorneys as lead counsel to represent the Class:

Richard A. Koffman, Esq.
Cohen, Milstein, Hausfeld & Toll, P.L.L.C.
West Tower, Suite 500
1100 New York Avenue, N.W.
Washington, D.C. 20005

Gerard A. Dever, Esq.
Fine, Kaplan and Black, R.P.C.
1835 Market Street
Suite 2800
Philadelphia, PA 19103

The Court also has appointed the following attorney as liaison counsel for the Class:

Robert W. Coykendall
Morris, Laing, Evans, Brock & Kennedy, Chartered
Old Town Square
300 North Mead - Suite 200
Wichita, KS 67202

Lead counsel for the Class is working with other law firms around the country on this case. If these attorneys obtain a recovery for the Class, they may apply to the Court for payment of their reasonable attorneys' fees and costs to be paid by Defendants or out of any funds recovered before distribution of the net proceeds to the Class.

VI. ADDITIONAL INFORMATION

This Notice gives only a summary of the lawsuit and advises you of your right to be excluded from the Class. If you have any questions regarding this Notice or this class action, you may write to any of the attorneys representing Plaintiffs or you may contact lead counsel as indicated above.

ALL INQUIRIES CONCERNING THIS NOTICE SHOULD BE DIRECTED TO CLASS COUNSEL OR THE CLASS ADMINISTRATOR AT THE BELOW ADDRESSES:

Richard A. Koffman, Esq.
Cohen, Milstein, Hausfeld & Toll, P.L.L.C.
West Tower, Suite 500
1100 New York Avenue, N.W.
Washington, D.C. 20005
(202) 408-4600
rkoffman@cmht.com

Gerard A. Dever, Esq.
Fine, Kaplan and Black, R.P.C.
1835 Market Street
Suite 2800
Philadelphia, PA 19103
(215) 567-6565
gdever@finekaplan.com

Class Counsel for Plaintiffs

Urethane Antitrust Litigation
Polyether Polyol Cases
c/o Complete Claim Solutions, LLC
P.O. Box 24628
West Palm Beach, FL 33416
Website: www.PolyetherPolyolLitigation.com
Email: Info@PolyetherPolyolLitigation.com
Toll-Free: 1-877-741-1226

Class Administrator

INQUIRIES SHOULD NOT BE DIRECTED TO THE COURT OR CLERK'S OFFICE.

DATED: October 10, 2008

*BY ORDER OF THE COURT
JOHN W. LUNGSTRUM, DISTRICT JUDGE
UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF KANSAS*

To view the Eligible Products list, please visit the Settlement Website at <http://www.polyetherpolyolsettlement.com/> or click [here](#).