



2. Terms capitalized in this Order have the same meanings as those used in the Settlement Agreement.

3. The preliminary approval order outlined the form and manner by which plaintiffs were to provide the Class with notice of the settlement, the fairness hearing, and related matters. The notice program included individual notice to members of the Class who could be identified through reasonable effort, as well as the publication of a summary notice in *Chemical Week*. Proof that the mailing and publication conformed with the preliminary approval order has been filed with the court (docs. #389 & #397). The court finds that this notice program fully complied with Federal Rule of Civil Procedure 23 and the requirements of due process, providing to the Class the best notice practicable under the circumstances.

4. The court hereby grants final approval of the settlement on the basis that the settlement is fair, reasonable, and adequate to the Settlement Class. *See* Fed. R. Civ. P. 23(e). The settlement amount is substantial; the settlement includes meaningful cooperation provisions with significant value to the case; and Bayer's sales remain in the case. In reaching this conclusion, the court is satisfied that the settlement was fairly and honestly negotiated inasmuch as it was the result of vigorous arm's length negotiations which were undertaken in good faith by counsel with significant experience litigating antitrust class actions, and that serious questions of law and fact exist such that the value of an immediate recovery outweighs the mere possibility of future relief after protracted and expensive litigation. The court gives weight to the parties' judgment that the settlement is fair and reasonable, as well as to the Class's reaction to the settlement.

5. The persons identified on Exhibit 1 have timely and validly requested exclusion from the Settlement Class. Therefore, they are excluded. Those persons are not included in or bound by this Order and may individually pursue claims (if any) against the Bayer defendants. Those persons are not entitled to any recovery from the settlement proceeds obtained through this settlement. This Order, however, in no way affects their right to participate in any recovery obtained from any other defendant.

6. All Released Claims are hereby dismissed with prejudice and without costs as to the Releasees. The Releasers are barred from instituting or prosecuting, in any capacity, an action or proceeding that asserts a Released Claim against any Releasee. This dismissal applies only in favor of the Bayer defendants and the other Releasees. It is made without prejudice to any claims the members of the Settlement Class may have against any other Defendant.

7. The escrow account established by the parties, into which the Bayer defendants already deposited the \$55,300,000 Settlement Fund, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder.

8. This Order does not settle or compromise any claims by plaintiffs or the Settlement Class against the defendants or other persons or entities other than the Releasees, and all rights against any other defendant or other person or entity are specifically reserved. The Bayer defendants' sales of the Products shall remain in the case against the Non-Settling Defendants 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.

9. Neither the Settlement Agreement, nor any act performed or document executed pursuant to the Settlement Agreement, may be deemed or used as an admission of wrongdoing in any civil, criminal, or administrative proceeding.

10. Without affecting the finality of this Order, the Court retains exclusive jurisdiction over: (a) the enforcement of this Order; (b) the litigation between the plaintiffs and the Non-Settling Defendants; (c) the enforcement of the Settlement Agreement; and (d) the distribution of the Settlement Fund.

11. Pursuant to Federal Rule of Civil Procedure 54(b), the Court finds that there is no just reason for delay and hereby directs that the Bayer defendants, Rhein Chemie Corporation, and Rhein Chemie Rheinau GmbH be dismissed with prejudice from this set of consolidated cases in this MDL proceeding.

**IT IS SO ORDERED** this 30<sup>th</sup> day of August, 2006.

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

# **EXHIBIT 1**

**Amended Request for Exclusion Listing**

**Requests For Exclusion Report**

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Report Criteria: None

Report ID :EXC10013

Excl No	Recd Dt	Tax Id	Name and Address	Xref	Ph Dav	Ph Fax	Load Id:
1	5/15/06		SUPERIOR FOAM INC PO BOX 203 BAYOU LA BATRE, AL 36509	claimant id 6828			0
<b>Msg Codes:</b>							
2	5/15/06		SUPERIOR FOAM INC 13851 SHELL BELT ROAD BAYOU LA BATRE, AL 36509	claimant id 3413			0
<b>Msg Codes:</b>							
3	6/13/06		HICKORY SPRINGS MANUFACTURING CO 235 2ND AVENUE NW PO BOX 128 HICKORY, NC 28603-0128		(828) 328-2201		0
<b>Msg Codes:</b>							
4	6/13/06		MASONITE CORPORATION ONE NORTH DALE MABRY HWY SUITE 950 TAMPA, FL 33609		(813) 877-2726	(813) 879-6306	0
<b>Msg Codes:</b>							
5	6/13/06		SHERWIN-WILLIAMS COMPANY 101 PROSPECT AVENUE NW CLEVELAND, OH 44115-1075		(216) 566-2000	(216) 515-4400	0
<b>Msg Codes:</b>							
6	6/13/06		SKYPARK MANUFACTURING LLC F/K/A BURTIN URETHANE CORPORATION 2400 S GARNSEY STREET SANTA ANA, CA 92707				0
<b>Msg Codes:</b>							
7	6/13/06		EFTEC NORTH AMERICA LLC 2701 BELLINGHAM DRIVE SUITE 100 TROY, MI 48083				0
<b>Msg Codes:</b>							
8	6/13/06		CARPENTER COMPANY 5016 MONUMENT AVENUE PO BOX 27205 RICHMOND, VA 23261		(804) 359-0800		0
<b>Msg Codes:</b>							

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Report Criteria: None

Report ID :EXC10013

Excl No	Recd Dt	Tax Id	Name and Address	Xref	Ph Dav	Ph Fax	Load Id:
9	6/13/06		AKZO NOBEL INC 7 LIVINGSTONE AVENUE DOBBS FERRY, NY 10522-3408		(914) 674-3000		0
<u>Msg Codes:</u>							
10	6/13/06		FOAM SUPPLIES INC 4387 NORTH RIDER TRAIL EARTH CITY, MO 63045-1103		(314) 344-3330	(314) 344-3331	0
<u>Msg Codes:</u>							
11	6/13/06		RESOLUTION HOLDINGS COMPANY LLC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		0
<u>Msg Codes:</u>							
12	6/13/06		POTLATCH CORPORATION 601 WEST RIVERSIDE AVENUE SUITE 1100 SPOKANE, WA 99201		(509) 835-1500	(509) 835-1555	0
<u>Msg Codes:</u>							
13	6/13/06		3M COMPANY 3M CENTER SAINT PAUL, MN 55144				0
<u>Msg Codes:</u>							
14	6/13/06		BRIDGESTONE AMERICAS HOLDINGS INC 535 MARRIOTT DRIVE NASHVILLE, TN 37214		(202) 624-2500	(202) 628-5116	0
<u>Msg Codes:</u>							
15	6/13/06		LEGGETT & PLATT, INC PO BOX 757 1 LEGGETT ROAD CARTHAGE, MO 64836-0757				0
<u>Msg Codes:</u>							
16	6/13/06		VITAFOAM INC 4100 PLESANT GARDEN ROAD MOONACHIE, NJ 07074				0
<u>Msg Codes:</u>							

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Excl No	Recd Dt	Tax Id	Name and Address	Xref	Ph Dav	Ph Fax	Load Id:
17	6/9/06		WEYERHAEUSER PO BOX 9777 FEDERAL WAY, WA 98063-9777		(253) 924-3539	(253) 928-2384	0
<u>Msg Codes:</u>							
18	6/9/06		LOUISIANA-PACIFIC CORPORATION 414 UNIONG STREET SUITE 2000 NASHVILLE, TN 37219-1711		(615) 986-5600	(615) 986-5666	0
<u>Msg Codes:</u>							
19	6/12/06		HUNTER PANELS LLC 15 FRANKLIN STREET PORTLAND, ME 04101		(207) 761-5678	(207) 775-1769	0
<u>Msg Codes:</u>							
20	6/12/06		AUTOMOTIVE MANUFACTURING LLC PO BOX 148 SUNFIELD, MI 48890		(517) 566-8174	(517) 566-7241	0
<u>Msg Codes:</u>							
21	6/12/06		JM HUBER CORPORATION 10925 DAVID TAYLOR DRIVE #300 CHARLOTTE, NC 28262		(704) 548-2666		0
<u>Msg Codes:</u>							
22	6/12/06		FLEXIBLE FOAM PRODUCTS, INC 220 S ELIZABETH STREET SPENCERVILLE, OH 45887				0
<u>Msg Codes:</u>							
23	6/12/06		EI DUPONT DE NEMOURS & COMPANY 1007 MARKET ST WILMINGTON, DE 19898				0
<u>Msg Codes:</u>							
24	6/14/06		VALSPAR CORP 1101 SOUTH THIRD STREET PO BOX 1461 MINNEAPOLIS, MN 55415		(612) 375-7903	(612) 375-7313	0
<u>Msg Codes:</u>							



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Report Criteria: None

Report ID :EXC10013

Excl No	Recd Dt	Tax Id	Name and Address	Xref	Ph Dav	Ph Fax	Load Id:
25	6/14/06		FLINT HILLS RESOURCES, LP 4111 EAST 37TH ST WICHITA, KS 67220				0
<u>Msg Codes:</u>							
26	6/14/06		NOVEON, INC 9911 BRECKSVILLE ROAD BRECKSVILLE, OH 44141-3247				0
<u>Msg Codes:</u>							
27	6/14/06		URETHANE CONTRACTORS SUPPLY CO, INC 2410 104TH ST, CT S SUITE D LAKEWOOD, WA 98499				0
<u>Msg Codes:</u>							
28	6/13/06		HICKORY SPRINGS OF CALIFORNIA INC 235 2ND AVENUE NW HICKORY, NC 28601				0
<u>Msg Codes:</u>							
29	6/13/06		CARPET CUSHION COMPANY INC 235 2ND AVE NW HICKORY, NC 28601				0
<u>Msg Codes:</u>							
30	6/13/06		EASTERN FOAM PRODUCTS, INC 509 EAST CIDER STREET LIVINGSTON, TN 38570				0
<u>Msg Codes:</u>							
31	6/13/06		PRIMEBOARD 2441 15TH STREET WHAPELTON, ND 58075				0
<u>Msg Codes:</u>							
32	6/13/06		SHERWIN WILLIAMS AUTOMOTIVE FINISHES CO 101 PROSPECT AVENUE NW CLEVELAND, OH 44115		(216) 566-2000	(216) 515-4400	0
<u>Msg Codes:</u>							

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Report Criteria: None

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Excl No	Recd Dt	Tax Id	Name and Address	Xref	Ph Day	Ph Fax	Load Id:
33	6/13/06		GENERAL POLYMERS CORPORATION 101 PROSPECT AVENUE NW CLEVELAND, OH 44115		(216) 566-2000	(216) 515-4400	0
<u>Msg Codes:</u>							
34	6/13/06		HB FULLER COMPANY 1200 WILLOW LAKE BOULEVARD SAINT PAUL, MN 55110-5101				0
<u>Msg Codes:</u>							
35	6/13/06		ER CARPENTER LP 5016 MONUMENT AVENUE RICHMOND, VA 23230-3620				0
<u>Msg Codes:</u>							
36	6/13/06		PAYNE MATERIALS AND SUPPLY CO, LLC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		0
<u>Msg Codes:</u>							
37	6/13/06		PAYNE HOLDINGS COMPANY INC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		0
<u>Msg Codes:</u>							
38	6/13/06		PAYNE MACHINE WORKS LLC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		0
<u>Msg Codes:</u>							
39	6/13/06		DITCHLINE LLC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		0
<u>Msg Codes:</u>							
40	6/13/06		PAYNE CANAL LINING TECHNOLOGIES LLC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		0
<u>Msg Codes:</u>							

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Report Criteria: None

Report ID :EXC10013

Excl No	Recd Dt	Tax Id	Name and Address	Xref	Ph Dav (406) 245-8849	Ph Fax	Load Id:
41	6/13/06		CANAL LINING SYSTEMS LLC 3221 BANFF #2 BILLINGS, MT 59102				0
<u>Msg Codes:</u>							
42	6/13/06		POTLATCH FOREST PRODUCTS CORPORATION 601 RIVERSIDE AVENUE SUITE 1100 SPOKANE, WA 99201		(509) 835-1500	(509) 835-1555	0
<u>Msg Codes:</u>							
43	6/13/06		3M FRANCE SAS BOULEVARD DE L'OISE FRANCE CERGY PONTOISE CEDEX, 95029				0
<u>Msg Codes:</u>							
44	6/13/06		3M POLAND SPOKLA Z.O.O. AL KATDWICKA 117 KAJETANY K WARSZAWY - POLAND NADARYZYN, 05830				0
<u>Msg Codes:</u>							
45	6/13/06		3M DO BRASIL LIMITADA VIA ANHANGUERA KM 110 SAN PAULO, 13181				0
<u>Msg Codes:</u>							
46	6/13/06		SUMITOMO - 3M LIMITED 33-1 TAMAGAWADAI 2-CHOME JAPAN SETAGAYA-KU, 158-8853				0
<u>Msg Codes:</u>							
47	6/13/06		3M HEALTHCARE LIMITED 33-1 TAMAGAWADAI 2-CHOME JAPAN SETAGAYA-KU, 158-8583				0
<u>Msg Codes:</u>							
48	6/13/06		LEGGETT & PLATT COMPONENTS COMPANY, INC PO BOX 757 1 LEGGET ROAD CARTHAGE, MO 64836-0757				0
<u>Msg Codes:</u>							

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Excl No	Recd Dt	Tax Id	Name and Address	Xref	Ph Dav	Ph Fax
49	6/13/06		LEAVING TAOS INC PO BOX 757 1 LEGGETT ROAD CARTHAGE, MO 64836-0757			
<u>Msg Codes:</u>						
					Load Id:	0
50	6/13/06		LEGGETT PARTNERS LP PO BOX 757 1 LEGGETT ROAD CARTHAGE, MO 64836-0757			
<u>Msg Codes:</u>						
					Load Id:	0
51	6/13/06		CREST-FOAM CORP PO BOX 757 1 LEGGETT ROAD CARTHAGE, MO 64836-0757			
<u>Msg Codes:</u>						
					Load Id:	0
52	6/13/06		L & P FINANCIAL SERVICES CO PO BOX 757 1 LEGGETT ROAD CARTHAGE, MO 64836-0757			
<u>Msg Codes:</u>						
					Load Id:	0
53	6/13/06		CREST FOAM INDUSTRIES INC 100 CAROL PLACE MOONACHIE, NJ 07074			
<u>Msg Codes:</u>						
					Load Id:	0
54	6/13/06		VITA INDUSTRIAL INCORPORATED 2003 AMNICOLA HIGHWAY CHATTANOOGA, TN 37406			
<u>Msg Codes:</u>						
					Load Id:	0
55	6/12/06		NU FOAM PRODUCTS INC 220 S ELIZABETH ST SPENCERVILLE, OH 45887			
<u>Msg Codes:</u>						
					Load Id:	0
56	6/14/06		VALSPAR SOURCING, INC 1101 SOUTH THIRD STREET MINNEAPOLIS, MN 55415		(612) 375-7903	(612) 375-7313
<u>Msg Codes:</u>						
					Load Id:	0

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Report ID :EXC10013

Excl No	Recd Dt	Tax Id	Name and Address	Xref	Ph Dav	Ph Fax	Load Id:
57	6/14/06		ENGINEERED POLYMER SOLUTIONS INC 1101 SOUTH THIRD STREET MINNEAPOLIS, MN 55415		(612) 375-7903	(612) 375-7313	0
<u>Msg Codes:</u>							
58	6/14/06		EPS INC 1101 SOUTH THIRD STREET MINNEAPOLIS, MN 55415		(612) 375-7903	(612) 375-7313	0
<u>Msg Codes:</u>							
59	6/14/06		EPS 1101 SOUTH THIRD STREET MINNEAPOLIS, MN 55415		(612) 375-7903	(612) 375-7313	0
<u>Msg Codes:</u>							
60	6/14/06		SPECIALTY PRODUCTS, INC 2410 104TH ST CT S SUITE D LAKEWOOD, WA 98499				0
<u>Msg Codes:</u>							
61	6/13/06		LUBRIZOL CORPORATION 41 TIDAL ROAD DEER PARK, TX 77536				0
<u>Msg Codes:</u>							
62	6/15/06		DASH MULTI-CORP INC 2500 ADIE ROAD MARYLAND HEIGHTS, MO 63043		(314) 432-3200	(314) 432-3210	0
<u>Msg Codes:</u>							
63	6/15/06		MARCHEM CORPORATION 2500 ADIE ROAD MARYLAND HEIGHTS, MO 63043		(314) 432-3200	(314) 432-3210	0
<u>Msg Codes:</u>							
64	6/15/06		MARCHEM SOUTHEAST INC 400 NORTH MAIN STREET ADAIRSVILLE, GA 30103		(314) 432-3200	(314) 432-3210	0
<u>Msg Codes:</u>							

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<b>Excl No</b>	<b>Recd Dt</b>	<b>Tax Id</b>	<b>Name and Address</b>	<b>Xref</b>	<b>Ph Dav</b>	<b>Ph Fax</b>	
65	6/15/06		MARCHEM PACIFIC INC 212 WEST TAFT AVENUE ORANGE, CA 92865		(314) 432-3200	(314) 432-3210	
							Load Id: 0
<u>Msg Codes:</u>							
66	6/28/06		COIM BRASIL LTDA 13280-000 DISTRIBUTION INDUSTRIAL VINHEDO, BRASIL,				
							Load Id: 0
<u>Msg Codes:</u>							

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**Total Records: 66**