

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

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)  
**IN RE: URETHANE ANTITRUST** )  
**LITIGATION** )  
\_\_\_\_\_  
)  
**This Document Relates To:** )  
**The Polyether Polyols Cases** )  
\_\_\_\_\_

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

**ORDER PRELIMINARILY APPROVING THE SETTLEMENT  
WITH LYONDELL AND AUTHORIZING DISSEMINATION OF NOTICE**

The Court, having reviewed the Settlement Agreement entered into between Class Plaintiffs and Defendant Lyondell Chemical Company (“Lyondell”), hereby orders:

1. Plaintiffs’ Motion for Preliminary Approval of Settlement with Lyondell Chemical Company is hereby **GRANTED**. The Settlement Agreement between Class Plaintiffs and Lyondell dated March 1, 2011, appears, upon preliminary review, to be sufficiently fair and reasonable to warrant notice to the class. Accordingly, the proposed settlement is preliminarily approved, pending a final Fairness Hearing as provided for herein.

2. The Court will hold a fairness hearing pursuant to Rule 23(e) of the Federal Rules of Civil Procedure on **September 27, 2011 at 9:00 a.m.** in Courtroom #427, Robert J. Dole 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 Lyondell with prejudice, as required by the Settlement Agreement; and

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

4. No later than **June 27, 2011**, Class Notice, substantially in the form attached hereto as Exhibit A, 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 Bayer, Lyondell, Huntsman and the non-settling defendants, as updated prior to mailing based on the National Change of Address database or other similar database, and as updated by the Settlement Administrator in the course of administering earlier notice programs and distribution of the Bayer settlement in this matter. On or before **June 27, 2011**, Plaintiffs' Co-Lead Counsel shall cause a copy of the Notice to be posted on the Internet at [www.polyetherpolyolsettlement.com](http://www.polyetherpolyolsettlement.com).

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 **September 16, 2011** proof of mailing of the Notice.

7. As provided in the Notice, each class member who has not previously opted out of the litigation class certified by the Court on July 29, 2008 [Dkt. No. 708] shall have the right to object to the settlement by filing written objections with the Court not later **September 6, 2011**, 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.

8. All briefs, memoranda, petitions and affidavits to be filed in support of final approval of the settlement shall be filed no later than **August 29, 2011**. Any briefs or memoranda in response to objections shall be filed no later than **September 22, 2011**.

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

**IT IS SO ORDERED** this 14<sup>th</sup> day of June, 2011.

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