

**IN THE UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION**

IN RE: READY-MIXED CONCRETE ANTITRUST LITIGATION,	)	Master Docket No.
	)	1:05-cv-00979-SEB-JMS
	)	
	)	
THIS DOCUMENT RELATES TO:	)	
ALL ACTIONS	)	
	)	

**PLAINTIFFS’ MOTION FOR PRELIMINARY APPROVAL OF  
SETTLEMENT AGREEMENT WITH DEFENDANTS SHELBY GRAVEL, INC.  
D/B/A SHELBY MATERIALS, RICHARD HAEHL, AND PHILIP HAEHL**

The Plaintiffs, Kort Builders, Inc., Dan Grote, Cherokee Development, Inc., Wininger/Stolberg Group, Inc., Marmax Construction, LLC, Boyle Construction Management, Inc., and T&R Contractor, Inc. (collectively “Plaintiffs”), by Interim Co-Lead Counsel, respectfully move this Court for an Order preliminarily approving the Settlement Agreement With Shelby Gravel, Inc. d/b/a Shelby Materials, Richard Haehl, and Philip Haehl (“Shelby Settlement”), preliminarily certifying a Plaintiff Settlement Class, and directing notice of the Shelby Settlement to members of the Settlement Class. In support of this Motion, Plaintiffs state as follows:

1. On November 2, 2007, the Plaintiffs, through Interim Co-Lead Counsel, executed a settlement agreement with Defendants Shelby Gravel, Inc. d/b/a Shelby Materials, Richard Haehl, and Philip Haehl (collectively, “Shelby”) resolving the claims asserted in this action by the Plaintiffs and proposed Plaintiff Class against Shelby. A copy of the Shelby Settlement is attached hereto and marked Exhibit “A.”

2. The Shelby Settlement was achieved following extensive arms-length negotiations between the counsel for Plaintiff and counsel for Shelby, confers substantial benefits on the Settlement Class, and is within the range of reasonableness.

3. Pursuant to the Shelby Settlement, Plaintiffs, with the stipulation of Shelby as set forth in the Shelby Settlement, respectfully move the Court for the entry of an Order, in the form of the proposed Preliminary Approval Order attached to the Shelby Settlement as Exhibit “C,” which:

- a. Certifies as to Shelby, pursuant to Federal Rules of Civil Procedure 23(a) and (b)(3) and the terms of the Shelby Settlement, the Settlement Class to which the Plaintiffs and Shelby have stipulated in the Shelby Settlement;
- b. Preliminarily approves the Shelby Settlement as fair, reasonable and adequate to the Plaintiffs and members of the Settlement Class;
- c. Approves and directs, as the best notice practicable under the circumstances: (i) mailed notice to Settlement Class members in the form attached to the Shelby Settlement as Exhibit “A” and (ii) published notice to Settlement Class members in the form attached to the Shelby Settlement as Exhibit “B”; and
- d. Schedules a hearing on final approval of this Agreement at the convenience of the Court.

4. Plaintiffs have submitted herewith their Memorandum in Support of Motion for Preliminary Approval of Settlement Agreement With Defendants Shelby Gravel, Inc. d/b/a Shelby Materials, Richard Haehl, and Philip Haehl.

WHEREFORE, the Plaintiffs respectfully request the preliminary approval the Settlement Agreement With Shelby Gravel, Inc. d/b/a Shelby Materials, Richard Haehl, and Philip Haehl,

preliminary certification of the Settlement Class, approval of the form and method of notice of the Shelby Settlement to members of the Settlement Class, and approval and entry of the Preliminary Approval Order submitted herewith.

Dated: November 5, 2007

Respectfully submitted,

/s/ Irwin B. Levin

Irwin B. Levin

Irwin B. Levin  
Richard E. Shevitz  
Scott D. Gilchrist  
Eric S. Pavlack  
Vess A. Miller  
COHEN & MALAD, LLP  
One Indiana Square, Suite 1400  
Indianapolis, IN 46204  
Telephone: (317) 636-6481  
Facsimile: (317) 636-2593  
ilevin@cohenandmalad.com

Stephen D. Susman  
Barry C. Barnett  
Jonathan Bridges  
Warren T. Burns  
Garrick B. Pursley  
SUSMAN GODFREY LLP  
901 Main St., Ste. 4100  
Dallas, TX 75202  
Telephone: (214) 754-1903  
Facsimile: (214) 754-1933

*PLAINTIFFS' INTERIM CO-LEAD COUNSEL*

**CERTIFICATE OF SERVICE**

I hereby certify that on November 5, 2007, a copy of the foregoing was filed electronically. Notice of this filing will be sent to the following parties by operation of the Court's electronic filing system. Parties may access this filing through the Court's system.

Anthony P. Aaron  
ICE MILLER  
anthony.aaron@icemiller.com

Arend J. Abel  
COHEN & MALAD  
aabel@cohenandmalad.com

Bryan H. Babb  
BOSE McKINNEY & EVANS, LLP  
bbabb@boselaw.com

Steven M. Badger  
McTURNAN & TURNER  
sbadger@mtlitigation.com

Barry C. Barnett  
SUSMAN GODFREY LLP  
bbarnett@susmangodfrey.com

Steve W. Berman  
HAGENS BERMAN SOBOL  
SHAPIRO LLP  
steve@hbsslaw.com

Robert J. Bonsignore  
BONSIGNORE & BREWER  
rbonsignore@aol.com

Michael W. Boomgarden  
United States Department of Justice  
michael.boomgarden@usdoj.gov

Jonathan Bridges  
SUSMAN GODFREY LLP  
jbridges@susmangodfrey.com

W. Joseph Bruckner  
LOCKRIDGE GRINDAL NAUEN  
PLLP  
wjbruckner@locklaw.com

James A.L. Buddenbaum  
PARR RICHEY OBREMSKEY &  
MORTON  
jbuddenbaum@parrlaw.com

David M. Bullington  
HOPPER & BLACKWELL  
dbullington@hopperblackwell.com

Jason R. Burke  
HOPPER & BLACKWELL  
jburke@hopperblackwell.com

Warren T. Burns  
SUSMAN GODFREY LLP  
wburns@susmangodfrey.com

Bryan L. Clobes  
MILLER FAUCHER & CAFFERTY  
LLP  
bclobes@millerfaucher.com

Jay S. Cohen  
SPECTOR ROSEMAN &  
KODROFF P.C.  
jcohen@srk-law.com

Stephen E. Connolly  
SCHIFFRIN & BARROWAY LLP  
sconnolly@sbclasslaw.com

Jeffrey J. Corrigan  
SPECTOR ROSEMAN &  
KODROFF P.C.  
jcorrigan@srk-law.com

Isaac L. Diel  
LAW OFFICES OF ISAAC L.  
DIEL  
dslawkc@aol.com

Jonathan A. Epstein  
United States Department of Justice  
jonathan.epstein@usdoj.gov

Vincent J. Esades  
HEINS MILLS & OLSON  
vesades@heinsmills.com

Lara E. FitzSimmons  
JENNER & BLOCK LLP  
lfitzsimmons@jenner.com

Yvonne M. Flaherty  
LOCKRIDGE GRINDAL NAUEN  
PLLP  
jmflaherty@locklaw.com

Lisa J. Frisella  
THE MOGIN LAW FIRM  
lisa@moginlaw.com

Chris C. Gair  
JENNER & BLOCK LLP  
cgair@jenner.com

Jerry A. Garau  
FINDLING GARAU GERMANO  
& PENNINGTON  
jgarau@fggplaw.com

Scott D. Gilchrist  
COHEN & MALAD  
sgilchrist@cohenandmalad.com

Michael D. Gottsch  
CHIMICLES & TIKELLIS LLP  
michaelgottsch@chimicles.com

Thomas J. Grau  
DREWRY SIMMONS  
VORNEHM, LLP  
tgrau@drewrysimmons.com

Mark K. Gray  
GRAY & WHITE  
mkgrayatty@aol.com

Betsy K. Greene  
GREENE & SCHULTZ  
bkgreene@kiva.net

Abram B. Gregory  
SOMMER BARNARD PC  
agregory@sommerbarnard.com

Geoffrey M. Grodner  
MALLOR CLENDENING  
GRODNER & BOHRER  
gmrodne@mcgb.com

Theresa Lee Groh  
MURDOCK GOLDENBERG  
SCHNEIDER & GROH LPA  
tgroh@mgsglaw.com

James H. Ham, III  
BAKER & DANIELS  
jhham@bakerd.com

Marshall S. Hanley  
FINDLING GARAU GERMANO  
& PENNINGTON  
mhanley@fggplaw.com

Gregory P. Hansel  
PRETI FLAHERTY BELIVEAU  
PACHIOS & HALEY LLP  
ghansel@preti.com

Edward W. Harris III  
SOMMER BARNARD PC  
eharris@sommerbarnard.com

William E. Hoese  
KOHNSWIFT & GRAF PC  
whose@kohnsswift.com

George W. Hopper  
HOPPER & BLACKWELL  
ghopper@hopperblackwell.com

Troy J. Hutchinson  
HEINS MILLS & OLSON  
thutchinson@heinsmills.com

Curtis T. Jones  
BOSE MCKINNEY & EVANS LLP  
cjones@boselaw.com

Daniel R. Karon  
GOLDMAN SCARLATO &  
KARON PC  
karon@gsk-law.com

G. Daniel Kelley, Jr.  
ICE MILLER  
daniel.kelley@icemiller.com

Jamie R. Kendall  
PRICE WAICUKAUSKI RILEY &  
DEBROTA  
jkendall@price-law.com

Jay P. Kennedy  
KROGER GARDIS & REGAS  
jpk@kgrlaw.com

Jeffrey L. Kodroff  
SPECTOR ROSEMAN &  
KODROFF P.C.  
jkodroff@srk-law.com

Joseph C. Kohn  
KOHNSWIFT & GRAF PC  
jkohn@kohnsswift.com

Offer Korin  
KATZ & KORIN  
okorin@katzkorin.com

Matthew D. Lamkin  
BAKER & DANIELS  
Matthew.lamkin@bakerd.com

Shannon D. Landreth  
McTURNAN & TURNER  
slandreth@mtlitigation.com

Gene R. Leeuw  
LEEUEW OBERLIES &  
CAMPBELL PC  
grleeuw@indylegal.net

Joseph M. Leone  
DREWRY SIMMONS  
VORNEHM, LLP  
jleone@drewrysimmons.com

Irwin B. Levin  
COHEN & MALAD  
ilevin@cohenandmalad.com

Jennifer Stephens Love  
FINDLING GARAU GERMANO  
& PENNINGTON  
jlove@fggplaw.com

J. Lee McNeely  
McNEELY STEPHENSON  
THOPY  
& HARROLD  
jlmcneely@msth.com

Thomas E. Mixdorf  
ICE MILLER  
thomas.mixdorf@icemiller.com

John C. Murdock  
MURDOCK GOLDENBERG  
SCHNEIDER & GROH LPA  
jmurdock@mgsglaw.com

Patrick B. Omilian  
MALLOR CLENDENING  
GRODNER  
& BOHRER LLP  
pomilian@mcgb.com

Bernard Persky  
LABATON SUCHAROW  
& RUDOFF LLP  
bpersky@labaton.com

John R. Price  
JOHN R. PRICE & ASSOCIATES  
john@johnpricelaw.com

Mindee J. Reuben  
WEINSTEIN KITCHENOFF &  
ASHER LLC  
reuben@wka-law.com

Steve Runyan  
KROGER GARDIS & REGAS  
ser@kgrlaw.com

Robert S. Schachter  
ZWERLING SCHACHTER  
& ZWERLING LLP  
rschachter@zsz.com

James R. Malone, Jr.  
CHIMICLES & TIKELLIS LLP  
jamesmalone@chimicles.com

John M. Mead  
LEEUEW OBERLIES &  
CAMPBELL PC  
jmead@indylegal.net

Christopher A. Moeller  
PRICE WAICUKAUSKI RILEY  
& DEBROTA  
cmoeller@price-law.com

Casandra Murphy  
SCHIFFRIN & BARROWAY, LLP  
cmurphy@sbclasslaw.com

Kathy L. Osborn  
BAKER & DANIELS  
klosborn@bakerd.com

Jonathan G. Polak  
SOMMER BARNARD PC  
jpolak@sommerbarnard.com

Garrick B. Pursley  
SUSMAN GODFREY L.L.P.  
gpursley@susmangodfrey.com

Brady J. Rife  
McNEELY STEPHENSON  
THOPY  
& HARROLD  
bjrife@msth.com

Kellie C. Safar  
LABATON SUCHAROW  
& RUDOFF LLP  
ksafar@labaton.com

Eric L. Schleef  
United States Department of Justice  
eric.schleef@usdoj.gov

Chad M. McManamy  
THE MOGIN LAW FIRM  
chad@moginlaw.com

Vess A. Miller  
COHEN & MALAD, LLP  
vmiller@cohenandmalad.com

Daniel J. Mogin  
THE MOGIN LAW FIRM  
dmogin@moginlaw.com

Cathleen L. Nevin  
KATZ & KORIN  
cnevin@katzkorin.com

Eric S. Pavlack  
COHEN & MALAD  
epavlack@cohenandmalad.com

Henry J. Price  
PRICE WAICUKAUSKI RILEY  
& DEBROTA  
hprice@price-law.com

Gayle A. Reindl  
SOMMER BARNARD PC  
greindl@sommerbarnard.com

William N. Riley  
PRICE WAICUKAUSKI RILEY  
& DEBROTA  
wriley@price-law.com

Hollis L. Salzman  
LABATON SUCHAROW\  
& RUDOFF LLP  
hsalzman@labaton.com

Robert J. Schuckit  
SCHUCKIT & ASSOCIATES, P.C.  
rschuckit@schuckitlaw.com

Anthony D. Shapiro  
HAGENS BERMAN SOBOL  
SHAPIRO LLP  
tony@hbsslaw.com

Richard E. Shevitz  
COHEN & MALAD  
rshevitz@cohenandmalad.com

Eugene A. Spector  
SPECTOR ROSEMAN &  
KODROFF P.C.  
espector@srk-law.com

Robert K. Stanley  
BAKER & DANIELS  
rkstanley@bakerd.com

Edward P. Steegmann  
ICE MILLER  
ed.steegmann@icemiller

Stephen D. Susman  
SUSMAN GODFREY LLP  
ssusman@susmangodfrey.com

Justin M. Tarshis  
ZWERLING SCHACHTER  
& ZWERLING LLP  
jtarshis@zsz.com

Frank J. Vondrak  
United States Department of Justice  
frank.vondrak@usdoj.gov

David B. Vornehm  
DREWRY SIMMONS PITTS &  
VORNEHM  
dvornehm@drewrysimmons.com

Ronald J. Waicukauski  
PRICE WAICUKAUSKI RILEY  
& DEBROTA  
rwaicukauski@price-law.com

Lawrence Walner  
LAWRENCE WALNER &  
ASSOCIATES  
walner@walnerclassaction.com

Randall B. Weill  
PRETI FLAHERTY BELIVEAU  
PACHIOS & HALEY LLP  
rweill@preti.com

Stewart M. Weltman  
WELTMAN LAW FIRM  
sweltman@weltmanlawfirm.com

Joseph R. Whatley, Jr.  
WHATLEY DRAKE LLC  
jwhatley@whatleydrake.com

Matthew L. White  
GRAY & WHITE  
mattwhiteatty@aol.com

Judy Woods  
BOSE McKINNEY & EVANS,  
LLP  
jwoods@boselaw.com

Robert J. Wozniak, Jr.  
MUCH SHELIST  
rwozniak@muchshelist.com

Kendall S. Zylstra  
MARCUS AUERBACH &  
ZYLSTRA LLC  
kzylstra@marcusauerbach.com

I hereby certify that on November 5, 2007, a copy of the foregoing was mailed, by first-class U.S. Mail, postage prepaid and properly addressed to the following:

Steven A. Asher  
WEINSTEIN KITCHENOFF &  
ASHER, LLC  
1845 Walnut St., Ste. 1100  
Philadelphia, PA 19103

Kathleen C. Chavez  
CHAVEZ LAW FIRM  
416 S. Second St.  
Geneva, IL 60134

Robert Foote  
FOOTE MEYERS MIELKE &  
FLOWERS, LLC  
416 S. Second St.  
Geneva, IL 60134

Samuel D. Heins  
HEINS MILLS & OLSON PLC  
3550 IDS Center  
80 South Eighth St.  
Minneapolis, MN 55402

Ellen Meriwether  
MILLER FAUCHER &  
CAFFERTY LLP  
One Logan Square  
18<sup>th</sup> & Cherry Streets, Ste. 1700  
Philadelphia, PA 19103

Marvin Miller  
Jennifer Sprengel  
MILLER FAUCHER &  
CAFFERTY LLP  
30 N. LaSalle St., Ste. 3200  
Chicago, IL 60602

Krishna B. Narine  
LAW OFFICE OF KRISHNA B.  
NARINE  
7839 Montgomery Avenue  
Elkins Park, PA 19027

L. Kendall Satterfield  
Richard M. Volin  
FINKELSTEIN, THOMPSON &  
LOUGHRAN  
1050 30<sup>th</sup> St., N.W.  
Washington, D.C. 20007

United States of America  
U.S. Dept. of Justice – Antitrust  
Division  
209 S. LaSalle St., Ste. 600  
Chicago, IL 60604

Daniel E. Gustafson  
Rena D. Steiner  
GUSTAFSON GLUEK PLLC  
650 Northstar East  
608 Second Avenue South  
Minneapolis, MN 55402

Richard A. Lockridge  
LOCKRIDGE GRINDAL  
NAUEN P.L.L.PL  
100 Washington Avenue South  
Suite 2200  
Minneapolis, MN 55401

/s/ Irwin B. Levin  
Irwin B. Levin

Irwin B. Levin  
COHEN & MALAD, LLP  
One Indiana Square, Suite 1400  
Indianapolis, IN 46204  
Telephone: (317) 636-6481  
Facsimile: (317) 636-2593  
E-mail: ilevin@cohenandmalad.com