

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

|                              |                         |
|------------------------------|-------------------------|
| _____ )                      |                         |
| IN RE: URETHANE ANTITRUST )  | MDL No. 1616            |
| LITIGATION )                 | No. 04-md-01616-JWL-JPO |
| _____ )                      |                         |
| This Document Relates To: )  |                         |
| The Polyether Polyol Cases ) |                         |
| _____ )                      |                         |

**ORDER APPROVING CLASS PLAINTIFFS’  
PLAN OF ALLOCATION AND DISTRIBUTION FOR  
THE HUNTSMAN AND BASF SETTLEMENT FUNDS**

Upon consideration of *Class Plaintiffs’ Motion For Approval of Their Plan of Allocation and Distribution for the Huntsman and BASF Settlement Funds and Authorizing Class Counsel to Carry Out All Steps Necessary to Effectuate the Plan* (“Motion”) (Doc. # 2139), and all papers submitted in support of or in opposition thereto, and after a December 12, 2011 hearing thereon, it is hereby ORDERED that the Motion is GRANTED. It is specifically ORDERED that:

1. The Notice of Partial Class Action Settlement and Fairness Hearing (“Notice”) mailed to the Litigation Class and posted on the settlement website in October 2011 complied with this Court’s September 28, 2011 Order Preliminarily Approving the Settlement With BASF and Authorizing Dissemination of Notice (Doc. 2080). The Notice informed members of the Class that by November 2, 2011, Plaintiffs would submit a proposed plan for allocating and distributing the proceeds of the settlements with BASF Corp. (“BASF”) and Huntsman International, LLC (“Huntsman”); that any Class Members who objected to the plan could submit written objections by November 23, 2011; and that the Court would conduct a Fairness Hearing as to the plan and other matters on December 12, 2011. The notice meets the

requirements of Rule 23 of the Federal Rules of Civil Procedure and due process, was the best notice practicable under the circumstances, and constitutes due and sufficient notice to all persons entitled thereto.

2. The Court approves Class Plaintiffs' Plan of Allocation and Distribution for the Huntsman and BASF Settlement Funds ("Plan"), attached as Exhibit A to the Motion, as a fair, reasonable and adequate method of allocating the monies that (a) Huntsman has deposited and will deposit in the Huntsman Escrow Account, as defined in the Settlement Agreement dated May 27, 2011 between Huntsman and Plaintiffs (the "Huntsman Settlement Agreement"), and (b) BASF has deposited and will deposit in the BASF Escrow Account, as defined in the Settlement Agreement dated September 21, 2011 between BASF and Plaintiffs (the "BASF Settlement Agreement").

3. A Proof of Claim Form, substantially in the form attached as Appendix A to the Plan, shall be distributed to the members of the Class in accordance with the Plan.

4. Class Counsel are authorized to direct the Huntsman Escrow Agent (as defined in the Huntsman Settlement Agreement) and the BASF Escrow Agent (as defined in the BASF Settlement Agreement) to pay invoices submitted by the Claims Administrator Rust Consulting, LLC ("Rust") for reasonable and necessary fees and expenses incurred in administering the Huntsman and BASF Settlements.

5. Class Counsel are authorized to carry out all steps necessary to effectuate the Plan up to and including filing a Recommended Schedule of Distribution when they are prepared to do so and requesting that a Distribution Hearing be scheduled.

6. Upon receiving a Distribution Hearing date, Class Counsel shall file the Recommended Schedule of Distribution. At least twenty-one (21) days before the Distribution

Hearing date, Rust shall send written notice to all claimants whose claims are recommended for rejection or reduction informing such claimants of the rejection or reduction of their claims, the procedure and deadline for filing objections to their individual claim determinations, and the time, date and location of the Distribution Hearing. Any such objections to individual claim determinations must be filed with the Court and served upon Class Counsel postmarked no later than ten (10) days before the Distribution Hearing date, and any response thereto must be filed with the Court no later than five (5) days before the Distribution Hearing date.

ENTERED THIS 12th day of December, 2011.

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