

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF LOUISIANA**

IN RE: POOL PRODUCTS DISTRIBUTION
MARKET ANTITRUST LITIGATION

MDL DOCKET NO. 2328

SECTION: R(2)

This document relates to:

CHIEF JUDGE VANCE
MAG. JUDGE WILKINSON

ALL DIRECT PURCHASER CASES

**MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT BETWEEN DIRECT
PURCHASER PLAINTIFFS AND DEFENDANT HAYWARD INDUSTRIES, INC.**

NOW INTO COURT, pursuant to Rule 23(e) and (g) of the Federal Rules of Civil Procedure, through undersigned counsel, Direct Purchaser Plaintiffs (“Plaintiffs”) respectfully move this Court for an Order:

1. Preliminarily approving the Settlement Agreement between Plaintiffs and Defendant Hayward Industries, Inc. (“Hayward”) with an Execution Date of May 13, 2014, on the grounds that its terms are sufficiently fair, reasonable, and adequate for notice to be issued to the Settlement Class as defined in the Settlement Agreement (the “Settlement Class”);
2. appointing Plaintiffs Aqua Clear Pools & Decks; A Plus Pools Corp.; Liquid Art Enterprises d/b/a Carl Boucher; Oasis Pool Service, Inc.; Pro Pool Services; SPS Services, LLC d/b/a Premier Pools & Spas; and Thatcher Pools, Inc., to serve as Class Representatives on behalf of the Settlement Class;
3. appointing the law firms of Herman, Herman & Katz, LLC, Bernstein Liebhard LLP, Kaplan Fox & Kilsheimer LLP, and Labaton Sucharow LLP as Settlement Class counsel;
4. certifying the Settlement Class for purposes of settlement only, pursuant to Federal Rule of Civil Procedure 23(c);
5. ordering Settlement Class counsel to submit by July 11, 2014 proposed notices for approval by the Court of the form of notice and notice plan;
6. approving The Garden City Group, Inc. as administrator of the Settlement, and Citibank N.A. as Escrow Agent; and

7. granting such other and further relief as may be appropriate.

This motion is based on the accompanying Memorandum of Law in Support and the Declaration of Ronald J. Aranoff submitted herewith. Oral argument on this motion, if any, will be held on a date and time set by the Court.

WHEREFORE, Plaintiffs pray that, after due consideration, the Court: grant this Motion for Preliminary Approval of Settlement; and issue the [Proposed] Order Preliminarily Approving Settlement.

Dated: June 6, 2014

Respectfully submitted,

/s/ Russ M. Herman

Russ M. Herman (Bar No. 6819)

Leonard A. Davis (Bar No. 14190)

HERMAN, HERMAN & KATZ, L.L.C.

820 O'Keefe Avenue

New Orleans, LA 70113

PH: (504) 581-4892

Direct Purchaser Plaintiffs'

Liaison Counsel

Robert N. Kaplan
Gregory K. Arenson
Elana Katcher
**KAPLAN FOX &
KILSHEIMER LLP**
850 Third Avenue
New York, NY 10022
212-687-1980

Ronald J. Aranoff
Dana Statsky Smith
Tania T. Taveras
**BERNSTEIN LIEBHARD
LLP**
10 East 40th Street
New York, NY 10016
212-779-1414

Jay L. Himes
Robin A. van der Meulen
**LABATON SUCHAROW
LLP**
140 Broadway
New York, NY 10005
212-907-0700

*Executive Committee Counsel
for the Direct Purchaser Plaintiffs*

CERTIFICATE OF SERVICE

I hereby certify that the above and foregoing Motion for Preliminary Approval of Settlement Between Direct Purchaser Plaintiffs and Defendant, Hayward Industries, Inc. has been served on Direct Purchaser Plaintiffs' Liaison Counsel, Russ Herman, Indirect Purchaser Plaintiffs' Liaison Counsel, Thomas H. Brill, Defendants' Liaison Counsel, William Gaudet, and Manufacturer Defendants' Liaison Counsel, Wayne Lee, by e-mail and upon all parties by electronically uploading the same to LexisNexis File & Serve in accordance with Pretrial Order No. 8, and that the foregoing was electronically filed with the Clerk of Court of the United States District Court for the Eastern District of Louisiana by using the CM/ECF System, which will send a notice of electronic filing in accordance with the procedures established in MDL 2328, on this 6th day of June, 2014.

/s/ Adam H. Weintraub
ADAM H. WEINTRAUB