

**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

**[PROPOSED] ORDER GRANTING PRELIMINARY APPROVAL OF
SETTLEMENT BETWEEN DIRECT PURCHASER PLAINTIFFS AND
DEFENDANT HAYWARD INDUSTRIES, INC.**

It is hereby ORDERED AND DECREED as follows:

1. The motion of Direct Purchaser Plaintiffs for preliminary approval of the proposed settlement, which Defendant Hayward Industries, Inc. (“Hayward”) does not oppose, is hereby GRANTED.

2. The Court finds that the proposed settlement with Hayward, as set forth in the Settlement Agreement, subject to final determination following an approved form of and plan for notice and a Fairness Hearing,¹ is sufficiently fair, reasonable and adequate to the following settlement class (the “Settlement Class”), for settlement purposes only:

All persons and entities located in the United States that purchased Pool Products in the United States directly from PoolCorp, during the Class Period from November 22, 2007 to November 21, 2011. Excluded from the Settlement Class are Defendants and their subsidiaries, parents, or affiliates, whether or not named as a Defendant in the Second Consolidated Amended Class Action Complaint, and government entities.

As specified in this definition, the Settlement Class excludes Hayward, the other Defendants, their subsidiaries, parents, or affiliates as well as all government entities.

¹ The capitalized terms used in this Order that are defined in the Settlement Agreement are, unless otherwise defined herein, used in this Order as defined in the Settlement Agreement.

3. For purposes of settlement and on the basis of the entire record before the Court, the Court finds that the Settlement Class fully complies with the requirements of Federal Rule of Civil Procedure 23. Specifically, the Court finds: (1) the Settlement Class is so numerous that joinder of all members is impracticable; (2) there are questions of law or fact common to the Settlement Classes; (3) the claims or defenses of the representative parties are typical of the claims or defenses of the Settlement Classes; and (4) the representative parties will fairly and adequately protect the interests of the class. Additionally, for purposes of settlement, the Court finds that Federal Rule of Civil Procedure 23(b)(3) is also met and that there are questions of law or fact common to class members which predominate over any questions affecting only individual members, and that a class action is superior to other available methods for fairly and efficiently adjudicating the controversy.

4. 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., will serve as Class Representatives on behalf of the Settlement Class.

5. The Court confirms the appointment of Class Counsel for purposes of the Settlement Class as the law firms Herman, Herman & Katz, LLC, 820 O'Keefe Avenue, New Orleans, LA 70113; Bernstein Liebhard LLP, 10 East 40th Street, 22nd Floor, New York, NY 10016; Kaplan Fox & Kilsheimer LLP, 850 Third Avenue, New York, NY 10022; and Labaton Sucharow LLP, 140 Broadway, New York, NY 10005.

6. By July 11, 2014, Settlement Class Counsel shall submit to the Court for approval a notice plan for purposes of advising Settlement Class Members, among other things, of their right to object to the Settlement Agreement, their right to exclude themselves from the

Settlement Class, the procedure for submitting a request for exclusion, the time, date, and location of the Fairness Hearing, and their right to appear at the Fairness Hearing.

7. To effectuate the Settlement Agreement and the Notice provisions, the Court hereby approves The Garden City Group, Inc. as the Claims Administrator (“Administrator”) to be responsible for: (a) establishing a P.O. Box and website (to be included in the Notice of Settlement of Class Action) for the purpose of communicating with Settlement Class Members; (b) disseminating Notice to the Settlement Class; and (c) accepting and maintaining documents sent from the Settlement Class Members, including exclusion requests.

8. The Court Approves Settlement Class Counsel’s designation of Citibank, N.A. as Escrow Agent.

9. This Court retains exclusive jurisdiction over the action to consider all further matters arising out of, or connected with, the Settlement.

10. The Court’s certification of the Settlement Class as provided herein is without prejudice to, or waiver of the rights of any defendant to contest certification of any other class on the Court’s ruling on any motion to certify any class in these actions and no party may cite or refer to the Court’s approval of the Settlement Class as persuasive or binding authority with respect to any motion to certify any such class.

IT IS SO ORDERED.

Dated: _____

BY THE COURT:

Sarah S. Vance
United States District Judge