

**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 ZODIAC POOL SYSTEMS, INC.**

It is hereby ORDERED AND DECREED as follows:

1. The motion of Direct Purchaser Plaintiffs (“Plaintiffs”) for preliminary approval of their proposed settlement with Defendant Zodiac Pool Systems, Inc. (“Zodiac”), which Zodiac does not oppose, is hereby GRANTED.

2. The Court preliminarily finds that Plaintiffs’ proposed settlement with Zodiac, as set forth in the Settlement Agreement, and subject to final determination following a Fairness Hearing, was negotiated at arm’s length and is sufficiently fair, reasonable, adequate and in the best interests of 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 Zodiac, the other Defendants, their subsidiaries, parents, or affiliates as well as all government entities. Also excluded from the

Settlement Class are any putative class members who exclude themselves by filing a timely, valid request for exclusion.

3. The Court finds, for the purposes of settlement only, that the prerequisites for a class action under Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that: (a) the number of class members is so numerous that joinder of all members of the class is impracticable; (b) there are questions of law and fact common to each member of the class; (c) the claims of the Class Representatives are typical of the claims of the class they seek to represent; (d) the Class Representatives will fairly and adequately represent the interests of the class; (e) the questions of law and fact common to the members of the class predominate over any questions affecting only individual members of the class; and (f) a class action is superior to other available methods for the fair and efficient adjudication of the controversy.

4. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, 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. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, 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. To effectuate the Settlement Agreement and the Notice provisions, the Court approves The Garden City Group, Inc. as the Claims 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 requests for exclusion from the Settlement Class.

7. The Court approves Citibank, N.A. as the Escrow Agent for the Settlement.

8. The Court approves the form, substance, and requirements of (a) the Notice of Pendency of Class Action and Proposed Settlement; and (b) Proof of Claim Form.

9. The Court finds that the form and method of notice meet the requirements of due process and Rule 23 of the Federal Rules of Civil Procedure.

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

11. The Court's certification of the Settlement Class as provided herein is without prejudice to, and does not constitute a waiver of, the rights of any non-settling Defendants to contest class certification. In addition, Zodiac does not waive its objections, arguments or defenses with respect to class certification should there be no final settlement of the action with respect to Zodiac.

IT IS SO ORDERED.

Dated: _____

BY THE COURT:

Sarah S. Vance
United States District Judge