

UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF LOUISIANA

**If You Purchased Pool Products Directly from PoolCorp between
November 22, 2007 and November 21, 2011, You Could Be Affected by a
Proposed Class Action Settlement With Pentair Water Pool and Spa, Inc.**

A federal court authorized this Notice. This is not a solicitation from a lawyer or a claims filing service.

- A class action lawsuit on behalf of direct purchasers of Pool Products from Pool Corporation (“Plaintiffs”) is currently pending. Plaintiffs have reached a proposed settlement with Pentair Water Pool and Spa, Inc., a defendant in the action. This is in addition to the approximately \$9.95 million in settlements with other Defendants described in an earlier notice.
- The term “Pool Products” in the proposed settlement (“Pool Products”) means the equipment, products, parts or materials used for the construction, renovation, maintenance, repair or service of residential and commercial swimming pools. Pool Products include, among other goods, pumps, filters, heaters, cleaners, covers, drains, fittings, diving boards, steps, rails, pool liners, pool walls, chemicals, cleaning tools, and “white goods” (the parts necessary to maintain pool equipment). Pool Products do not include pool toys or games, generic building materials, or products used solely for landscaping or irrigation, Olympic-style pools, or pools used in commercial water parks.
- The lawsuit is continuing against Defendant Pool Corporation, SCP Distributors LLC, and Superior Pool Products LLC (collectively “PoolCorp”). Pentair Water Pool and Spa, Inc. (“Pentair”), Hayward Industries, Inc. (“Hayward”), Zodiac Pool Systems, Inc. (“Zodiac”), and PoolCorp are referred to as “Defendants.” Pentair, Hayward, and Zodiac are referred to as “Manufacturer Defendants.” Plaintiffs’ earlier settlements with Hayward and Zodiac (the “Hayward and Zodiac Settlements”) were described in an earlier notice, and have been granted final approval by the Court.
- Plaintiffs claim that PoolCorp and the Manufacturer Defendants entered into agreements in violation of the antitrust laws and that PoolCorp attempted to monopolize the alleged market for Pool Products in the United States in violation of the antitrust laws. Plaintiffs allege that, as a result, Plaintiffs paid more for Pool Products than they otherwise would have paid absent the conspiracy and the attempt to monopolize. All Defendants have denied all of the Plaintiffs’ claims and asserted various defenses to the claims. The Court has not made any decision as to the merits of the Plaintiffs’ allegations.
- A proposed settlement with Pentair has now been reached (“the Pentair Settlement”). Approval of the Pentair Settlement by the Court will resolve this lawsuit as to Pentair.
- Your legal rights will be affected whether or not you act. This Notice includes information on the lawsuit and the Pentair Settlement. Please read the entire Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:

YOU MAY:		Due Date:
STAY IN THE SETTLEMENT CLASS		
SUBMIT A CLAIM	Unless you have already submitted a claim in connection with the Hayward or Zodiac Settlements, this is the only way to get a payment.	Postmarked by December 11, 2015 unless already submitted.
GO TO A HEARING	Ask to speak to the Court about the fairness of the Pentair Settlement, the Plan of Allocation, or the Request for Attorneys' Fees and Expenses.	Received by December 11, 2015
OBJECT	Write to the Court about why you do not like the Pentair Settlement, the Plan of Allocation, or the Request for Attorneys' Fees, Expenses, and incentive awards.	Received by December 11, 2015
DO NOTHING	If you have not submitted a claim form in the Hayward and Zodiac Settlements, you will get no payment and give up your rights. If you have already submitted a claim form in the Hayward and Zodiac Settlements, that form will be considered in the Pentair Settlement if it is approved by the Court.	
EXCLUDE YOURSELF	Get no payment. This is the only option that allows you to ever be part of any other lawsuit against Pentair about the legal claims in this case	Postmarked by December 11, 2015

- These rights and options – **and the deadlines to exercise them** – are explained in this Notice.
- Your legal rights are affected whether or not you act. Please read this Notice carefully.

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1. Why did I get this Notice?

You or your company may have purchased Pool Products directly from PoolCorp during the period from and including November 22, 2007 up to and including November 21, 2011.

The Court has directed that this Notice be sent to you because, as a possible class member, you have the right to know about the Pentair Settlement in this class action lawsuit, and about all your options, before the Court decides whether to approve the Pentair Settlement.

This Notice explains the lawsuit, the Pentair Settlement, and your legal rights.

The Court supervising the case is the United States District Court for the Eastern District of Louisiana. The case is called *In Re: Pool Products Distribution Market Antitrust Litigation*, 2:12-md-02328-SSV-JCW. The people who sued are the Plaintiffs, and the companies they sued are called Defendants. The Defendant that has agreed to this proposed settlement is Pentair. Two other Defendants previously reached a settlement with Plaintiffs, and the Court has approved those settlements. The litigation is continuing against Defendant PoolCorp.

2. What is this lawsuit about?

The lawsuit alleges that PoolCorp and the Manufacturer Defendants entered into agreements in violation of the antitrust laws and that PoolCorp attempted to monopolize the alleged market for Pool Products in the United States in violation of the antitrust laws. The lawsuit claims that, as a result, Plaintiffs paid more for Pool Products purchased from PoolCorp than they otherwise would have paid.

All Defendants have denied all of these claims and have asserted various defenses to the claims. The Court has not made any decision as to the merits of the Plaintiffs' allegations.

3. Who are the Defendants?

The Defendants are: Pool Corporation; SCP Distributors LLC; Superior Pool Products LLC; Hayward Industries; Inc.; Pentair Water Pool and Spa, Inc.; and Zodiac Pool Systems, Inc.

4. Has the Court approved other settlements in this case?

The Court has previously granted final approval to Settlements with Hayward and Zodiac. Therefore, the lawsuit has been dismissed as to only Hayward and Zodiac.

You may have received notice of the Hayward and Zodiac Settlements previously. If you submitted a claim form in connection with the Hayward and Zodiac Settlements, **you do not need to submit a new claim form for your claim to be considered in the Pentair Settlement.** (See Question 10 for more information about submitting a claim form.)

5. Why is this a class action?

In a class action, one or more individuals or companies, called Class Representatives, sue on behalf of others who have similar claims. The Class Representatives in this case are 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. The Class Representatives and the individuals or companies with similar claims are individually class members, and together comprise a class. One court resolves the settlement-related issues for all class members, except for those who exclude themselves from the class. U.S. District Court Chief Judge Sarah S. Vance is in charge of this class action.

6. Why is there a Proposed Settlement With Pentair?

Pentair has denied all liability in this case and has asserted various defenses to the Plaintiffs' claims. The Court did not decide in favor of the Plaintiffs or Pentair. Instead, both sides agreed to the Pentair Settlement. That way, they avoid the cost and risk of a trial, and the class members affected will get compensation. The Class Representatives and Class Counsel think the Pentair Settlement is best for all class members. The case is continuing against PoolCorp.

WHO IS AFFECTED BY THE PENTAIR SETTLEMENT

To see if you are affected by the Pentair Settlement, you first have to determine if you are a class member.

7. How do I know if I am a part of the Pentair Settlement?

Chief Judge Vance has decided that for purposes of the Pentair Settlement only, everyone who fits this description is a Class Member:

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.

8. I'm still not sure if I am included.

If you are still not sure if you are a Class Member, you can ask for free help. See Question 25 below.

THE BENEFITS OF THE PENTAIR SETTLEMENT

9. What does the Pentair Settlement provide?

Under the Pentair Settlement, Pentair has agreed to pay \$6.0 million in cash ("the Pentair Settlement Fund"). Pentair will also provide cooperation with regard to documents and transaction data in Plaintiffs' continuing lawsuit against PoolCorp. Details about the cooperation are set forth in the Settlement Agreement, which has been filed with the Court and may be viewed at www.PoolProductsAntitrustLitigation.com.

10. How do I get a payment?

Settlement Class Members must submit a claim by December 11, 2015 to be eligible to receive a payment from the Pentair Settlement.

If you are a Settlement Class Member and do not exclude yourself from the class, you are eligible to get a payment. **If you have already submitted a claim form in connection with the Hayward and Zodiac Settlements, you do not need**

to submit a claim form again for it to be considered in the proposed Pentair Settlement. Settlement Class Members who submit a claim by December 11, 2015 (the last date set by the Court to submit claims in the Hayward and Zodiac Settlements), and who have not timely excluded themselves from any of the three settlements, will be eligible to receive a payment from the Pentair Settlement and a payment from the Hayward and Zodiac Settlements. If you have timely excluded yourself from one or more of the three Settlements, you will not be eligible to receive a payment from that Settlement or Settlements.

If you have *not* submitted a claim form in the Hayward or Zodiac Settlements, and you wish to have a claim considered in the Pentair Settlement, then you need to fill out the enclosed claim form and include all the information the form requests. Be sure to sign it, and mail it by first-class mail in the enclosed envelope postmarked no later than December 11, 2015 to the address below.

Pool Products Distribution Market Antitrust Litigation
(Direct Purchasers)
c/o GCG P.O. Box 10095
Dublin, OH 43017-6695

If the Court approves the Pentair Settlement (see “The Court’s Fairness Hearing” below), at a later date payments from the Pentair Settlement Fund will be distributed to Class Members who submit valid and timely claims. In the interim you should maintain all of your records of purchases of Pool Products from Pool Corp during the period November 22, 2007 through November 21, 2011. The Claims Administrator for the Settlement will contact you if more information is needed to determine whether your claim is valid.

There are specialized companies that may offer to fill out and file your claim in return for a percentage of the value of your claim. The Court has not authorized any of these companies to contact you. Before you sign a contract with one of these companies, you should examine the claim-filing process provided here and decide whether using a specialized company is worth the cost. You can always seek help free of charge from the Claims Administrator or Class Counsel.

11. How much will my payment be?

Class Counsel has proposed a Plan of Allocation describing the division of the Pentair Settlement Fund among Class Members.

Under the Plan of Allocation, part of the Pentair Settlement Fund will be used to pay attorneys’ fees and expenses approved by the Court. The remaining amount (the “Net Pentair Settlement Fund”) will be distributed to Class Members that submit valid and timely claims.

The Net Pentair Settlement Fund will be distributed on a pro rata basis among all Class Members who submit valid and timely Claim Forms. In other words, each Settlement Class Member shall be paid a percentage of the Net Pentair Settlement Fund that each class member’s recognized claim bears to the total of all recognized claims submitted by all Class Members who file claims.

As further described below, if a Class Member excludes itself from the Pentair Settlement Class, it will not be able to share in the distribution from the Net Pentair Settlement Fund.

If you wish to object to the Plan of Allocation, you must file your objection by December 11, 2015 as described in Question 18 below.

12. When will I receive a payment?

The Net Pentair Settlement Fund will be distributed to Class Members at a later time after the Claim Forms are distributed and processed by a Claims Administrator, and the Court has authorized distribution.

13. What am I giving up to get a payment or stay in the class?

Unless you exclude yourself from the Pentair Settlement Class, you are staying in the class. That means that you cannot sue, continue to sue, or be part of any other lawsuit against Pentair about the legal issues in this case. It also means that all of the Court's orders will apply to you and legally bind you.

In exchange for the consideration provided, the Settlement Agreement provides that there will be a release of claims against Pentair and the Releasees (as defined in ¶19 of the Pentair Settlement Agreement). The Pentair Settlement Agreement, however, does not release any Claims relating to payment disputes, physical harm, defective product, or bodily injury, or claims based upon purchases of Pool Products outside of the United States (the "Excepted Claims"), and does not include any claims against PoolCorp. The Settlement Agreement provides the specific and full terms of the release, but broadly the Agreement completely releases, acquits, and forever discharges Pentair and the Releasees from any and all other claims arising out of or related to the Action.

The Pentair Settlement Agreement, which is available at www.PoolProductsAntitrustLitigation.com, more fully describes the legal claims that you give up if you stay in the class.

EXCLUDING YOURSELF FROM THE PENTAIR SETTLEMENT CLASS

If you want to keep the right to sue or continue to sue Pentair on your own about the legal issues in this case, then you must take steps to get out of the Pentair Settlement Class. This is called excluding yourself—or sometimes referred to as "opting out" of the class. If you opt out of the class as to the Pentair Settlement, you will not get any payment from the Net Pentair Settlement Fund.

14. How do I get out of the Pentair Settlement Class?

To exclude yourself from the Pentair Settlement Class, you must send a letter saying that you want to be excluded from the class. The letter must include the following information:

- A statement indicating that you want to be excluded from the Pentair Settlement Class.
- The case name: *In Re: Pool Products Distribution Market Antitrust Litigation*, 2:12-md-02328-SSV-JCW (E.D. La.).
- Your name, address, telephone number, and your signature.
- All trade names or business names and addresses you and/or your business have used, as well as any subsidiaries or affiliates who are requesting to be excluded from the class.

Your letter must be postmarked by December 11, 2015 and sent to:

Pool Products Distribution Market Antitrust Litigation
c/o GCG
PO Box 10095
Dublin, OH 43017-6695

If you ask to be excluded from the Pentair Settlement Class, you will not get any payment from the Net Settlement Fund for the Settlement and you cannot object to the Settlement from which you excluded yourself.

Unless you exclude yourself, if the Pentair Settlement is approved by the Court, you give up any right to sue Pentair for the claims that the Pentair Settlement resolves. If you have a pending lawsuit against Pentair involving the same legal issues in this case, speak to your lawyer in that case immediately. (You must exclude yourself from this class in order to continue your own lawsuit against Pentair).

QUESTIONS? CALL TOLL-FREE 1-844-322-8225 OR VISIT WWW.POOLPRODUCTSANTITRUSTLITIGATION.COM

15. If I exclude myself, can I get money from the Pentair Settlement?

No. If you decide to exclude yourself from the Pentair Settlement Class, you will not be able to get money from the proposed Settlement.

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this case?

Yes. The Court has appointed Russ H. Herman of Herman, Herman & Katz LLC, Robert N. Kaplan of Kaplan Fox & Kilsheimer LLP, Ronald J. Aranoff of Bernstein Liebhard LLP, and Jay L. Himes of Labaton Sucharow LLP (“Class Counsel”) to represent the class on an interim basis, and for purposes of the Pentair Settlement. You will not be charged for these lawyers. If you want to be represented by your own lawyer and have that lawyer appear in court for you concerning the Pentair Settlement, you may hire one at your own expense.

17. How will the lawyers be paid?

You are not personally responsible for payment of attorneys’ fees or expenses for Class Counsel. Class Counsel will ask the Court to approve from the Pentair Settlement Fund an award of attorneys’ fees and reimbursement for costs and expenses incurred in the prosecution of the lawsuit in an amount not to exceed \$2,000,000 (one-third of the Pentair Settlement).

OBJECTING TO THE PENTAIR SETTLEMENT, THE PLAN OF ALLOCATION OR THE REQUEST FOR ATTORNEYS’ FEES AND REIMBURSEMENT OF EXPENSES

You can tell the Court that you do not agree with the Pentair Settlement, or some part of the Pentair Settlement, or the Plan of Allocation, or the Request for Attorneys’ Fees and Reimbursement of Expenses.

18. How do I tell the Court that I do not like the Pentair Settlement or the Plan of Allocation or the Request for Attorneys’ Fees and Reimbursement of Expenses?

You can object to the Pentair Settlement if you are a member of the Settlement Class and have not opted out of the Pentair Settlement Class. You can object if you do not like any part of the Pentair Settlement, the Plan of Allocation or the Request for Attorneys’ Fees and Reimbursement of Expenses. You can give reasons for your objections. The Court will consider your views.

To object, you must send a letter to the Court that includes the following:

- A statement indicating that you object to the Pentair Settlement, the Plan of Allocation or the Request for Attorneys’ Fees and Reimbursement of Expenses, in *In Re: Pool Products Distribution Market Antitrust Litigation*, 2:12-md-02328-SSV-JCW (E.D. La.).
- Your name, address, telephone number, and your signature.
- The reasons you object.
- Proof of your membership in the class, such as invoices showing that you satisfy the definition in Question 7.

You must mail the objection to the Court at the following address, received by December 11, 2015:

Clerk of Court
United States District Court
for the Eastern District of Louisiana
500 Poydras Street
New Orleans, LA 70130

You must also mail copies of the objections to the following attorneys, received by December 11, 2015:

Liaison Counsel and Executive Committee Counsel for the Direct Purchaser Plaintiffs and the Class	
<p>Russ M. Herman HERMAN, HERMAN & KATZ LLC 820 O'Keefe Avenue New Orleans, LA 70113</p> <p>Jay L. Himes LABATON SUCHAROW LLP 140 Broadway New York, NY 10005</p>	<p>Robert N. Kaplan KAPLAN FOX & KILSHEIMER LLP 850 Third Avenue, 14th Floor New York, New York 10022</p> <p>Ronald J. Aranoff BERNSTEIN LIEBHARD LLP 10 East 40th Street, 22nd Floor New York, NY 10016</p>
Counsel for Pentair Water Pool and Spa, Inc.	
<p>Michael J. Lockerby FOLEY & LARDNER LLP Washington Harbour 3000 K Street, N.W., Suite 600 Washington, D.C. 20007-5143 (202) 672-5300 mlockerby@foley.com</p>	

19. What's the difference between objecting and excluding?

Objecting is simply telling the Court that you do not like something about the Pentair Settlement, or about the Plan of Allocation, or about the Request for Attorneys' Fees and Reimbursement of Expenses. You can object to the Pentair Settlement only if you stay in the Class for the Settlement. If you exclude yourself from the Pentair Settlement, you have no right to object as to the Settlement because the Settlement no longer affects you.

THE COURT'S FAIRNESS HEARING

The Court will hold a fairness hearing to decide whether to approve the Pentair Settlement, the Plan of Allocation, and the Request for Attorneys' Fees and Reimbursement of Expenses. You may, but need not, attend the hearing. If you do attend you may ask the Court's permission to speak (see Question 22 for instructions), but you do not have to participate in the hearing if you do attend.

20. When and where will the Court decide whether to approve the Pentair Settlement?

The Court will hold a Fairness Hearing at 10:00 a.m. on January 8, 2016, at the United States District Court for the Eastern District of Louisiana, 500 Poydras Street, New Orleans, LA 70130. The hearing may be moved to a different date or time without additional notice, so you should check the settlement website www.PoolProductsAntitrustLitigation.com before making travel plans. At the Fairness Hearing, the Court will consider whether the Pentair Settlement is fair, reasonable, and adequate and whether to approve the Plan of Allocation and the Request for Attorneys' Fees and Reimbursement of Expenses. Chief Judge Vance will listen to Class Members who have asked to speak at the hearing. If there are objections or comments, the Court will consider them at this time. After the hearing, the Court will decide whether to approve the Pentair Settlement, the Plan of Allocation, and the Request for Attorneys' Fees and Reimbursement of Expenses. We do not know how long this decision will take.

21. Do I have to come to the hearing?

No. Class Counsel will be prepared to answer any questions the Court may have at the hearing. However, you are welcome to attend the hearing at your own expense. If you send an objection, you do not have to come to court to explain. As long as you mailed your written objection on time as set out in this Notice, the Court will consider it. You may also pay another lawyer to attend, but it is not required.

22. May I speak at the hearing?

Yes. You may ask the Court for permission to speak at the Fairness Hearing. If you wish to do so, you are encouraged to send a letter stating the following:

- “Notice of Intention to Appear in In Re: Pool Products Distribution Market Antitrust Litigation, 2:12-md-02328-SSV-JCW (E.D. La).”
- The position you will take and your reasons.
- Your name, address, telephone number, and your signature.
- Proof of your membership in the class, such as invoices showing that you satisfy the definition in Question 7.

Your Notice of Intention to Appear must be mailed to the Court at the following address, received by December 11, 2015:

Clerk of Court
United States District Court
for the Eastern District of Louisiana
500 Poydras Street
New Orleans, LA 70130

You must also mail copies of the Notice of Intention to Appear to the attorneys listed in Question 18 above, received no later than December 11, 2015.

IF YOU DO NOTHING

23. What happens if I do nothing at all?

If you do nothing, you will remain in the class for the Pentair Settlement. If you remain in the class and have not already submitted a Claim Form in the Hayward and Zodiac Settlements, to qualify for a payment, you must send in a Claim Form, which is enclosed with this Notice. See the discussion under Question 10 above for further information.

GETTING MORE INFORMATION

24. Are there more details about the Pentair Settlement or the Plan of Allocation?

This Notice summarizes the Pentair Settlement. More details are in the Pentair Settlement Agreement. You can get copies of the Settlement Agreement by visiting www.PoolProductsAntitrustLitigation.com.

Class counsel will file a motion for final approval of the Pentair Settlement, the Plan of Allocation and the Request for Attorneys' Fees and Reimbursement of Expenses, which will contain additional information. These papers are currently due to be filed by November 2, 2015 and will be available at www.PoolProductsAntitrustLitigation.com.

25. How do I get more information?

If you have questions or want more information, you can visit the official settlement website at www.PoolProductsAntitrustLitigation.com; contact the Claims Administrator toll-free at 1-844-322-8225; or write to any of the following counsel for Plaintiffs:

Russ M. Herman HERMAN, HERMAN & KATZ LLC 820 O'Keefe Avenue New Orleans, LA 70113	Robert N. Kaplan KAPLAN FOX & KILSHEIMER LLP 850 Third Avenue, 14th Floor New York, New York 10022
Jay L. Himes LABATON SUCHAROW LLP 140 Broadway New York, NY 10005	Ronald J. Aranoff BERNSTEIN LIEBHARD LLP 10 East 40th Street, 22nd Floor New York, NY 10016

DATED: AUGUST 31, 2015

BY ORDER OF THE COURT

UNITED STATES DISTRICT COURT
FOR THE EASTERN
DISTRICT OF LOUISIANA