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*Interim Liaison Counsel for Indirect Purchaser Plaintiffs*

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

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IN RE DUCTILE IRON PIPE FITTINGS : Civ. No. 12-169 (AET) (LHG)  
("DIPF") INDIRECT PURCHASER :  
ANTITRUST LITIGATION :  
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**REPLY IN SUPPORT OF INDIRECT PURCHASER PLAINTIFFS’  
(1) MOTION FOR FINAL APPROVAL OF CLASS ACTION  
SETTLEMENT WITH DEFENDANT McWANE, INC. AND PLAN OF  
ALLOCATION AND (2) MOTION FOR AN AWARD OF ATTORNEYS’  
FEES, REIMBURSEMENT OF LITIGATION EXPENSES, AND SERVICE  
AWARDS TO THE CLASS REPRESENTATIVES**

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Pursuant to the Court’s February 27, 2018 Order Granting Preliminary Approval of Class Action Settlement Between Indirect Purchaser Plaintiffs and Defendant McWane, Inc., Granting Conditional Class Certification, and Providing for Notice (ECF No. 335) (the “Preliminary Approval Order”), the Court will hear Indirect Purchaser Plaintiffs’ (“Plaintiffs”) Motion for Final Approval of Class Action Settlement with Defendant McWane, Inc. and Plan of Allocation (“Final

Approval Motion”); and Interim Co-Lead Counsel’s Motion for an Award of Attorneys’ Fees, Reimbursement of Litigation Expense, and Service Awards to the Class Representatives (the “Fee, Expense and Award Application”) on June 13, 2018 at 9:30 a.m. *See* Preliminary Approval Order ¶ 6. The deadline to request exclusion from the Class was May 29, 2018 (*id.* ¶ 13) and the deadline to object to any aspect of the Final Approval Motion, including the proposed Settlement and the proposed Plan of Allocation, and/or the Fee, Expense and Award Application was May 23, 2018 (*id.* ¶ 17).

As directed in Paragraph 10 of the Preliminary Approval Order, the claims administrator implemented the notice administration program, which provided for both individual and media notice through an extensive combination of direct mail, email, internet advertising, print publication, English and Spanish press releases, a website, and a toll-free telephone number. *See* ¶¶ 5-15 to the Declaration of Brandon Schwartz Concerning Notice and Settlement Administration dated May 8, 2018 (ECF No. 337-3) (the “Notice Declaration”). The Claims Administrator has mailed the Notice and the Claim Form to a total of 17,216 potential Class Members. *Id.* ¶ 13.

The Notice advised potential Class Members of the proposed Settlement, the proposed Plan of Allocation, and the Fee, Expense and Award Application. *See* Notice, attached as Exhibit D to the Notice Declaration. The Notice further

advised Class Members of: (1) the May 29, 2018 deadline to opt-out of the proposed Settlement by filing a valid exclusion request (Notice 2, 7-8); and (2) the May 23, 2018 deadline to file objections to the proposed Settlement, the proposed Plan of Allocation, or the Fee, Expense and Award Application (Notice 2, 9-10). Additionally, the Summary Notice, which was published in six different targeted trade publications, also advised Class Members of the exclusion and objection deadlines in addition to other important information. *See* Notice Decl. Ex. A.

The May 23, 2018 deadline for objections has now passed and Interim Co-Lead Counsel is pleased to report that **no** Class Members have objected to the proposed Settlement, the proposed Plan of Allocation, the Final Approval Motion, or the Fee, Expense and Award Application. Furthermore, only two Class Members have submitted requests for exclusion from the proposed Settlement. *See* Supplemental Declaration of Brandon Schwartz Concerning Settlement Administration at ¶¶ 3-4 and Ex. A, attached hereto as Exhibit 1. It is respectfully submitted that this favorable reaction by the members of the Class supports the reasonableness of the Settlement, the proposed Plan of Allocation, and the Fee, Expense and Award Application. *See In re Processed Egg Prods. Antitrust Litig.*, 284 F.R.D. 249, 269 (E.D. Pa. 2012) (holding that 150 requests for exclusion were “virtually di minimis in light of the over 13,200 Notices of settlement that were sent (as well as published notices and press releases about the settlement)”);

*McCoy v. Health Net, Inc.*, 569 F. Supp. 2d 448, 459 (D.N.J. 2008) (finding that 601 opt-outs and nine objections qualified for a presumption of fairness).

Based upon the foregoing and the entire record herein, Plaintiffs and their undersigned Counsel respectfully request that the Court: (1) approve the Settlement and Plan of Allocation as fair, reasonable and adequate and in the best interests of the Class; (2) award attorneys' fees to Plaintiffs' Counsel in the amount of one-third of the total combined SIGMA Corporation, Star Pipe Products Ltd., and McWane, Inc. settlement funds of \$4,071,250, or \$1,357,083.33, plus interest at the same rate and for the same time periods as earned by the Settlement Funds; (3) approve reimbursement of \$87,270.35 in out-of-pocket litigation costs and expenses incurred while prosecuting this Litigation, plus interest at the same rate and for the same time periods as earned by the Settlement Funds; and (4) approve service awards of \$15,000 each for the eight Class Representatives, to be paid from the combined Settlement Funds.

Dated: June 6, 2018

Respectfully submitted:

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**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

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IN RE DUCTILE IRON PIPE FITTINGS : Civ. No. 12-169 (AET) (LHG)  
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ANTITRUST LITIGATION :  
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**CERTIFICATE OF SERVICE**

The undersigned certifies that on June 6, 2018 the foregoing Reply and this Certificate of Service were served on all counsel of record via the Court's Case Management/Electronic Case Files (CM/ECF) electronic filing system.

/s/ Lisa J. Rodriguez

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

IN RE DUCTILE IRON PIPE FITTINGS  
("DIPF") INDIRECT PURCHASER  
ANTITRUST LITIGATION

Civil Action No. 3:12-cv-169 (AET) (LHG)

**SUPPLEMENTAL DECLARATION OF BRANDON SCHWARTZ  
CONCERNING SETTLEMENT ADMINISTRATION**

I, BRANDON SCHWARTZ, hereby declare, pursuant to 28 U.S.C. § 1746, and state as follows:

1. I am the Director, Notice & Media for Garden City Group, LLC ("GCG"). The following statements are based on my personal knowledge and information provided by other experienced GCG employees working under my supervision. If called on to do so, I could and would be competent to testify thereto.

2. I submit this declaration in order to provide the Court and the Parties with an update regarding Settlement administration carried out in accordance with the Settlement Agreement (ECF No. 334-2) and the Court's Order Granting Preliminary Approval of Class Action Settlement Between Indirect Purchaser Plaintiffs and Defendant McWane, Inc., Granting Conditional Class Certification, and Providing for Notice dated February 27, 2018 (ECF No. 335) ("Order").

**EXCLUSIONS**

3. Pursuant to Paragraph 13 of the Order, Settlement Class Members who wish to exclude themselves from the Settlement are required to submit a written Request for Exclusion, postmarked by May 29, 2018, to GCG at the following address: P.O. Box 10251, Dublin, OH

43017-5751. GCG has been monitoring all mail delivered to that Post Office Box. As of June 4, 2018, GCG has received two (2) exclusion requests for the Settlement. A report of all exclusion requests is attached hereto as Exhibit A.

**OBJECTIONS**

4. Pursuant to Paragraph 17 of the Order, Settlement Class Members who wish to object from the Settlement are required to submit any written Objection to the Court, Interim Co-Lead Counsel and Defendant McWane's Counsel to be received by May 23, 2018. As of June 4, 2018, GCG has not received any written Objections and has not been made aware of any written Objections submitted to the Court, Interim Co-Lead Counsel or Defendant McWane's Counsel.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 4<sup>th</sup> day of June, 2018 in Seattle, Washington.



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Brandon Schwartz



# Exhibit A

GCG ID	Name	City	State
1008121	PLATTE COUNTY PUBLIC WATER SUPPLY	PARKVILLE	MO
1013456	CITY OF BILLINGS	BILLINGS	MT