

(b) to determine whether a final judgment should be entered dismissing the claims of the class against BASF with prejudice, as required by the Settlement Agreement;

(c) to consider the proposed Plan of Allocation and Distribution of the BASF and Huntsman Settlement proceeds;

(d) to consider Class Counsel's Petition for Award of Attorneys' Fees and Litigation Expenses; and,

(e) to rule upon other such matters as the Court may deem appropriate.

4. No later than **October 12, 2011**, Class Notice, substantially in the form attached hereto as Exhibit A, shall be sent by the Settlement Administrator via first-class U.S. mail, postage prepaid, to all members of the class at their last known address as reflected in the records of the defendants, as updated prior to mailing based on the National Change of Address database or other similar database, and as updated by the Settlement Administrator in the course of administering earlier notice programs and distribution of the Bayer settlement in this matter. On or before **October 12, 2011**, Plaintiffs' Co-Lead Counsel shall cause a copy of the Notice to be posted on the Internet at www.polyetherpolyolsettlement.com.

5. The Court finds this manner of giving notice fully satisfies the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process, constitutes the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons entitled thereto.

6. Plaintiffs' Co-Lead Counsel shall file by **December 2, 2011** proof of mailing of the Notice.

7. Pursuant to the Settlement Agreement ¶¶ 28 & 32, the Court grants Plaintiffs' Co-Lead Counsel authority to direct the Escrow Agent to pay out of the settlement fund the

reasonable expenses incurred in providing notice pursuant to paragraph 4 of this Order.

8. As provided in the Notice, each class member who has not previously opted out of the litigation class certified by the Court on July 29, 2008 [Dkt. No. 708] shall have the right to object to the settlement, the proposed plan of allocation and distribution, and the petition for an award of attorneys fees and litigation expenses, by filing written objections with the Court not later than **November 23, 2011**, copies of which shall be served on all counsel for the parties. Failure to timely file and serve written objections will preclude a class member from objecting at the fairness hearing.

9. Plaintiffs' Co-Lead Counsel shall file all briefs, memoranda, petitions and affidavits in support of (1) final approval of the settlement, (2) the proposed plan of allocation and distribution, and (3) the petition for an award of attorneys fees and litigation expenses, no later than **November 2, 2011**. Any briefs or memoranda in response to objections thereto shall be filed no later than **December 7, 2011**.

10. The Court may, for good cause, adjourn the Fairness Hearing or extend any of the deadlines set forth in this Order without further notice to Class Members.

11. The Court retains exclusive jurisdiction over this action to consider all further matters arising out of or connected with the BASF Settlement Agreement.

IT IS SO ORDERED this 28th day of September, 2011.

s/ John W. Lungstrum
John W. Lungstrum
United States District Judge