

HEREBY

ORDERED, ADJUDGED AND DECREED:

1. Terms capitalized in this Order have the same meanings as those used in the Settlement Agreement.

2. The Notice Plan adequately and reasonably afforded Settlement Class Members the opportunity to respond to Plaintiffs' Fee, Expense, and Service Award Motion. The Court has considered and rejected any objections timely and properly submitted.

3. The Settlement confers a substantial benefit on the Settlement Class Members, including the creation of a common fund Gross Settlement Fund of \$43.5 million.

4. Plaintiffs have submitted three Declarations of counsel in connection with their Fee, Expense, and Service Award Motion that adequately document Class Counsel's vigorous and effective pursuit of the claims of Plaintiffs and the Settlement Class before this Court and in the parallel case of *Meadow, et al. v. NIBCO, Inc.*, No. 3:15-1124 (M.D. Tenn.), which is also being resolved by virtue of the Settlement. Class Counsel's efforts include, among other things: (i) a thorough investigation of all potential claims against Defendant, which continued throughout the prosecution of the cases, and included, without limitation, communicating with over a thousand potential and actual Settlement Class Members; (ii) researching and drafting pleadings in *Cole* and *Meadow* that each withstood Defendant's motions to dismiss in

substantial part; (iii) obtaining, reviewing, and analyzing a massive discovery record which included over 175,000 pages of documents; (iv) thirty-one depositions of fact witnesses and seven depositions of expert witnesses of both sides, taken all over the United States, and issuance of letters rogatory to take a third-party deposition in Canada; (v) working with expert witnesses and marshalling a substantial discovery record to support motions for class certification in both *Cole* and *Meadow*, and opposing Defendant's effort to exclude Plaintiffs' experts' opinions; (vi) preparing motions to exclude Defendant's experts; (vii) opposing Defendant's motion for summary judgment; (viii) appearing before this Court and the *Meadow* court, in person and by telephone, for numerous hearings and status conferences; (ix) participating in alternative dispute resolution and successfully handling a series of seven mediations before two well-qualified mediators that took place over an almost year-long period, and other efforts that led to the Settlement; and (x) arm's-length negotiation with Defendant of the terms of the Settlement Agreement.

5. In granting the request for attorneys' fees, the Court has considered, among other things, the factors in *Gunter v. Ridgewood Energy Corp.*, 223 F.3d 190, 195 n.1 (3d Cir. 2000), including: (1) the size of the fund created and the number of persons benefitted; (2) the presence or absence of substantial objections by members of the class to the settlement terms or fees requested by counsel; (3) the skill and efficiency of the attorneys involved; (4) the complexity and duration of the litigation; (5) the risk of nonpayment; (6) the

amount of time devoted to the case by Class Counsel; and (7) the awards in similar cases.

6. The Court finds that the requested fee of 29.885% of the total amount of the Gross Settlement Fund is fair and reasonable and within the range of attorneys' fees ordinarily awarded in this District and in the Third Circuit. The Court has also applied a lodestar cross-check, and has concluded that the relatively modest multiplier that would result from an award of the requested fee is within the range approved by the Third Circuit Court of Appeals. The Court, therefore, grants Class Counsel attorneys' fees in the amount of \$12,999,975.00. Co-Lead Class Counsel are authorized to allocate the attorneys' fees among Class Counsel in this matter and *Meadow*.

7. The Court also grants Class Counsel reimbursement of their out-of-pocket litigation costs and expenses of \$1,254,768.94 to be distributed to the firms that incurred such expenses. The Court finds that these expenses were necessary, reasonable and proper in the pursuit of this litigation.

8. The Court further finds that Plaintiffs Kimberly and Alan Cole, James Monica, Linda Boyd, Michael McMahon, Ray Sminkey, James and Judy Medders, Robert and Sarah Peperno, and Kelly McCoy, who were named plaintiffs throughout discovery in the *Cole* case, and Chad Meadow, John and Susan Plisko, and Kenneth McLaughlin, who were the original named plaintiffs in the *Meadow* case, devoted substantial time and energy to their duties, including collecting and producing relevant documents in discovery, responding

to interrogatories, preparing and sitting for depositions, and having their homes inspected by Defendant's experts. The Court therefore grants service awards of \$10,000.00 each to the Coles (together), James Monica, Linda Boyd, Michael McMahon, Ray Sminkey, James and Judy Medders (together), Robert and Sarah Peperno (together), Kelly McCoy, Chad Meadow, John and Susan Plisko (together), and Kenneth McLaughlin, payable from the Gross Settlement Fund, for their efforts in discovery and on behalf of the Settlement Class. Plaintiffs Lesa Watts, Ryan Kenny, Alexander Davis, and Andrea Davis became Plaintiffs at the time of the filing of the Third Amended Complaint. That was an important contribution to this case, but less so than the contributions of the Plaintiffs named above. Accordingly, the Court grants service awards of \$2,500.00 each to Lesa Watts, Ryan Kenny, and Alexander and Andrea Davis (together) for their contributions in this case.

Freda L. Wolfson, U.S.D.J.