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UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

IN RE:

REFORMULATED GASOLINE
(RFG) ANTITRUST & PATENT
LITIGATION,

MDL Case No. 05-1671 CAS (VBKx)

The Honorable Christina A. Snyder

Class Action

This document relates to:
ALL ACTIONS

**ORDER OF PRELIMINARY
APPROVAL OF CLASS ACTION
SETTLEMENT AND DIRECTING
DISSEMINATION OF NOTICE TO
THE CLASS**

Appearance Date: August 11, 2008

Courtroom: 5

WHEREAS, this action is pending before this Court as a class action (the “Federal Court Action”); and

WHEREAS, the Court, having fully read and considered the Motion For Preliminary Approval Of Settlement, supporting Points And Authorities, supporting Declarations, and the Stipulation of Settlement (the “Stipulation” or “Settlement”), which, together with the exhibits annexed thereto, sets forth the terms and conditions for a proposed settlement and dismissal of the Federal Court Action with prejudice upon the terms and conditions set forth therein;

1 THE COURT HEREBY MAKES THE FOLLOWING
2 DETERMINATIONS AND ORDERS:

3 1. This Order incorporates by reference the definitions in the Stipulation,
4 and all terms defined therein shall have the same meaning in this Order as set forth
5 in the Stipulation.

6 2. The Court finds on a preliminary basis that the Stipulation of
7 Settlement filed and incorporated herein by this reference and made a part of this
8 Order of Preliminary Approval, appears to be within the range of reasonableness of
9 a settlement which could ultimately be given final approval by this Court; it further
10 appears to the Court on a preliminary basis, that the Settlement amount is fair and
11 reasonable to Class Members when balanced against the probable outcome of
12 further litigation relating to liability and damages issues and potential appeals of
13 rulings; it further appears that significant discovery, investigation, research, and
14 litigation has been conducted such that counsel for the parties at this time are able
15 to reasonably evaluate their respective positions; it further appears that settlement
16 at this time will avoid substantial costs, delay and risks that would be presented by
17 the further prosecution of the litigation; it further appears that the proposed
18 Settlement has been reached as a result of intensive, serious and non-collusive
19 negotiations between the parties. Accordingly, good cause appearing, the Motion
20 For Preliminary Approval Of Settlement is hereby GRANTED.

21 3. Consistent with the Court's Order of March 27, 2007 and the
22 definitions provided in the Stipulation Of Settlement, the term "Class" means: "All
23 consumers who purchased CARB-Compliant summertime reformulated gasoline in
24 the State of California at any time during the period from January 1995 to and
25 including August 11, 2005. Excluded from the class are governmental entities,
26 defendants, their [alleged] co-conspirators, along with all of their respective
27 parents, subsidiaries, and/or affiliates, and any and all judges and justices assigned

1 to hear any aspect of this litigation.” Further, the term “Class Members” includes
2 each and every member of the Class who does not timely and validly elect to be
3 excluded from the Class.

4 4. Consistent with the Court’s Order of March 27, 2007, named plaintiffs
5 Caleb Kleppner, Corrine Sealey, Christopher Sheppard, Stephen Buckser, Asher
6 Rubin, Jeffrey Rubin, Corey Rosen, and Gail Harper are hereby appointed and
7 designated, for all purposes, as representatives of the Class (“Class
8 Representatives”).

9 5. Consistent with the Court’s Order of March 27, 2008, co-lead counsel
10 Berman De Valerio Pease Tabacco Burt & Pucillo; Finkelstein Thompson LLP;
11 Kirby McInerney LLP; and Pomerantz Haudek Block Grossman & Gross LLP,
12 (“Class Counsel”), are authorized to act on behalf of Class Members with respect
13 to all acts or consents required by, or which may be given pursuant to, the
14 Settlement, and such other acts reasonably necessary to consummate the
15 Settlement. Any Class Member may enter an appearance through counsel of such
16 Class Member’s own choosing and at such Class Member’s own expense. Any
17 Class Member who does not enter an appearance or appear on his or her own will
18 be represented by Class Counsel.

19 6. The Court further recognizes that other named plaintiffs, specifically,
20 Carlos Lossada, William Jordan, Christopher Lorenzo, and Jennifer Haro, along
21 with their counsel, of the coordinated actions entitled *In re CARB Compliant*
22 *Gasoline Cases II*, Case No. JCCP 4449 pending in the Superior Court of the State
23 of California, Los Angeles County (the “State Court Action”) - having raised
24 substantially similar allegations and purporting to represent a substantially similar
25 class to that certified by the Court - collectively litigated and contributed to the
26 prosecution of this Federal Court Action and negotiation of the proposed
27 settlement. Accordingly, the named plaintiffs in the State Court Action and the

1 Federal Court Action (collectively, “Plaintiffs”), and their counsel (collectively,
2 “Plaintiffs’ counsel” or “counsel for Plaintiffs”) are parties to the Stipulation and
3 jointly request approval of the Stipulation in order to effectuate a global settlement.

4 7. The Court hereby approves, as to form and content, the Notice Of
5 Pendency Of Class Action And Proposed Settlement (“Class Notice”) attached as
6 Exhibit 4 to the Declaration of Daniel Hume In Support Of Plaintiffs’ Motion For
7 Preliminary Approval Of Settlement. The Court finds that the proposed
8 Publication and dissemination of the Class Notice in the manner and form set forth
9 in the Notice Plan, attached as Exhibit 3 to the Declaration of Daniel Hume, and
10 this Order meets the requirements of due process, is the best notice practicable
11 under the circumstances, and sufficient notice to all persons entitled thereto.

12 8. The Court hereby appoints Complete Claims Solutions LLC, as “Class
13 Administrator” and hereby directs the Class Administrator to mail or cause to be
14 mailed copies of the Class Notice upon request. Any Class Member may choose to
15 opt out of and be excluded from the Class as provided in the Class Notice by
16 following the instructions for requesting exclusion from the Class that are set forth
17 in the Class Notice. Any such person who chooses to opt out of and be excluded
18 from the Class will not be bound by the Settlement or have any right to object,
19 appeal, or comment thereon. Any written request to opt out must be signed by each
20 such person opting out. Class Members who have not requested exclusion shall be
21 bound by all determinations of the Court, the Stipulation, and any Judgment.

22 9. A hearing (the “Final Approval Hearing”) shall be held before this
23 Court on November 24, 2008 at 10 a.m. at the United States District Court for the
24 Central District of California, 312 North Spring Street, Los Angeles, California
25 90012, to determine all necessary matters concerning the Settlement, including:
26 whether the proposed settlement of this litigation on the terms and conditions
27 provided for in the Stipulation is fair, adequate, and reasonable and should be

1 finally approved by the Court; whether a Judgment, as provided in the Stipulation,
2 should be entered herein; whether the plan of distribution of the Settlement Fund
3 contained in the Stipulation should be approved as fair, adequate and reasonable to
4 the Class Members; and to finally approve Fee Awards to Plaintiffs' counsel,
5 including, if necessary, rendering an allocation and division of the aggregate award
6 among Plaintiffs' counsel, Incentive Awards to Plaintiffs, and Expense Awards for
7 reasonably-incurred costs.

8 10. Any party to this Federal Court Action and the State Court Action,
9 including Class Members, may appear at the Final Approval Hearing in person or
10 by counsel, and may be heard to the extent allowed by the Court, in support of, or
11 in opposition to, the Court's determination of good faith, fairness, reasonableness,
12 and adequacy of the proposed Settlement, the requested attorneys' fees and
13 litigation expenses, and any Order of Final Approval and Judgment regarding such
14 Settlement, fees and expenses; provided, however, that no person, except Plaintiffs'
15 counsel and counsel for Defendant, shall be heard in opposition to such matters
16 unless such person has complied with the conditions set forth in the Class Notice,
17 which conditions are incorporated herein.

18 11. To the extent permitted by law, pending final determination as to
19 whether the settlement contained in the Stipulation should be approved, the Class
20 Members, whether directly, representatively, or in any other capacity, whether or
21 not such persons have appeared in the action, shall not institute or prosecute any
22 Released Claims against Defendant or the Released Parties.

23 12. The Settlement is not a concession or admission, and shall not be used
24 against Defendant or any of the Released Parties as an admission or indication with
25 respect to any claim of any fault or omission by Defendant or any of the Released
26 Parties. Whether or not the Settlement is finally approved, neither the Settlement,
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1 nor any document, statement, proceeding or conduct related to the Settlement, nor
2 any reports or accounts thereof, shall in any event be:

3 a. Construed as, offered or admitted in evidence as, received as or
4 deemed to be evidence for any purpose adverse to the Released Parties, including,
5 but not limited to, evidence of a presumption, concession, indication or admission
6 by Defendant or any of the Released Parties of any liability, fault, wrongdoing,
7 omission, concession or damage; or

8 b. Disclosed, referred to, or offered or received in evidence against
9 any of the Released Parties in any further proceeding in the Action, or in any other
10 civil, criminal or administrative action or proceeding, except for purposes of
11 settling the Federal Court Action and State Court Action pursuant to the
12 Stipulation.

13 13. As of the date this Order is signed, all dates and deadlines associated
14 with the Federal Court Action shall be stayed, other than those related to the
15 administration of the Settlement of the action.

16 14. In the event the Settlement does not become effective in accordance
17 with the terms of the Stipulation, or the Settlement is not finally approved, or is
18 terminated, canceled, or fails to become effective for any reason, this Order shall
19 be rendered null and void and shall be vacated, and the parties shall revert to their
20 respective positions as of before entering into the Stipulation.

21 15. If the Settlement is approved at the Fairness Hearing, the Court shall
22 enter a Final Order Approving the Settlement and Judgment. The Final Order shall
23 be fully binding with respect to all Class Members who did not request exclusion in
24 accordance with the terms of the Settlement.

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1 16. In sum, the dates for performance are as follows:

2 a. Last day for filing and serving papers in support of Final
3 Approval of Settlement, along with any applications for Fee Awards, Incentive
4 Awards, and Expense Awards shall be October 27, 2008;

5 b. Last day for Class Members to file and serve papers in support
6 of, or in opposition to, Final Approval of Settlement, along with any applications
7 for Fee Awards, Incentive Awards, and Expense Awards shall be November 7,
8 2008;

9 c. Last day for filing and serving papers in response to any
10 objections to Final Approval of Settlement, or in response to any objections to
11 applications for Fee Awards, Incentive Awards, or Expense Awards shall be
12 November 17, 2008;

13 d. All putative class members who are eligible to request exclusion
14 and desire to be excluded must contact the Class Administrator on or before
15 November 7, 2008;

16 e. The Final Approval Hearing is to be held on November 24,
17 2008.

18 17. The Court reserves the right to adjourn or continue the date of the
19 Final Approval Hearing and all dates provided for in the Stipulation without further
20 notice to Class Members, and retains jurisdiction to consider all further
21 applications arising out of or connected with the proposed Settlement.

22 **IT IS SO ORDERED.**

Christina A. Snyder

24 Date: August 14, 2008

HON. CHRISTINA A. SNYDER
UNITED STATES DISTRICT JUDGE