

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF KENTUCKY
ASHLAND DIVISION**

ROBERT ADKINS, JAMES SMITH, and
CHAD S. THOMPSON, on behalf of
themselves and all other persons similarly
situated; and UNITED STEEL, PAPER AND
FORESTRY, RUBBER,
MANUFACTURING, ALLIED
INDUSTRIAL AND SERVICE WORKERS
INTERNATIONAL UNION, AFL-CIO/CLC,

Plaintiffs,

v.

SPECIAL METALS CORPORATION;
PRECISION CASTPARTS CORP.; and
HUNTINGTON ALLOYS CORPORATION,
in their respective corporate capacities; and
SPECIAL METALS CORPORATION and
HUNTINGTON ALLOYS CORPORATION
in their collective capacity as a residual
fiduciary of the Special Metals Retiree Benefits
Trust;

Defendants.

and

SPECIAL METALS RETIREE BENEFITS
TRUST, ROBERT HENNESSEY, ARLENE
QUALLS, KERRY WINTERS, TIM DEAN,
CARL HALL and JEANETTE STUMP;

Defendants pursuant to
Rule 19(a) of the Federal
Rules of Civil Procedure

CASE NO. 0:09cv116

JUDGE HENRY R. WILHOIT, JR.

ELECTRONICALLY FILED

**JOINT MOTION FOR ORDER PRELIMINARILY APPROVING SETTLEMENT,
APPROVING FORM AND MANNER OF NOTICE, AND
SCHEDULING HEARING ON THE FAIRNESS OF SETTLEMENT**

Pursuant to Rule 23 of the Federal Rules of Civil Procedure (“FRCP”), the parties identified in the next paragraph now move for preliminary approval of the proposed class action settlement agreement (“Settlement Agreement”) (Exhibit 1 to Memorandum in Support)

Plaintiffs Robert Adkins, James Smith and Chad S. Thompson (“Class Representatives”) and Plaintiff United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, AFL-CIO/CLC (formerly known as United Steelworkers of America, AFL-CIO/CLC, and herein “USW”) brought this action against Defendant Special Metals Corporation (“SMC”) and related corporations, Defendants Precision Castparts Corp. (“PCC”) and Huntington Alloys Corporation (“HAC”).¹ The Class Representatives seek to represent similarly situated retirees (“Retirees”), eligible surviving spouses (“Surviving Spouses”), eligible dependants of Retirees and Surviving Spouses (“Dependants”), and active employees (“Employees”).² The USW was the collective bargaining representative of Retirees from SMC (and predecessor companies before the formation of SMC in 1998), including Class Representatives Adkins and Smith, and is currently the bargaining representative of Employees, including Class Representative Thompson.

Plaintiffs allege that Defendant Companies’ refusal to adequately fund the retiree health benefits for Class Members is actionable under the Labor Management Relations Act and ERISA. Defendant Companies dispute Plaintiffs’ claims and deny liability.

After extensive negotiations among the parties, they have entered into a Settlement Agreement to resolve, subject to Court approval, all claims among them regarding retiree healthcare benefits, including the claims of the proposed class. The parties hereby move for: (i) preliminary approval of the Settlement Agreement; (ii) approval of the proposed class notices; and (iii) entry of an order setting a date for a hearing on the fairness of the Settlement Agreement pursuant to Fed. R. Civ. P. 23(e)(1)(C).

The parties submit the attached memorandum and accompanying materials in support of their motion. A proposed order also is attached for the Court’s consideration.

¹ SMC, PCC, and HAC are sometimes referred to herein collectively as “Defendant Companies.”

² Collectively, these groups are referred to herein as “Class Members,” as defined in the Joint Memorandum in Support of the Joint Motion.

Respectfully submitted,

/s/ David M. Cook (with permission)

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served via the Court's ECF System upon Counsel for all parties through the Court's Electronic Filing Notification System on this 7th day of February, 2010.

/s/ M. Scott McIntyre
M. Scott McIntyre
One of the Attorneys for Defendants