

Eastern District of Kentucky  
FILED

FEB 12 2010

At Ashland  
LESLIE G. WHITMER  
Clerk, U.S. District Court

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.

**ORDER PRELIMINARILY APPROVING CLASS SETTLEMENT  
AGREEMENT, APPROVING AND DIRECTING CLASS NOTICE AND  
OBJECTION PROCEDURE, AND SETTING DATE FOR FAIRNESS HEARING**

The parties in this class action proceeding, having entered into a proposed Settlement Agreement, request that the Court give preliminary approval to the proposed settlement, approve the form and method of providing notice to the Class of the proposed settlement and of Class

Counsel's request for an award of attorney fees and expenses, set dates for objections to the proposed settlement, and set a date for a fairness hearing on the proposed settlement.

The Court has reviewed the Settlement Agreement and exhibits thereto, as well as the submissions of the parties, and orders as follows:

The Settlement Agreement is preliminarily approved. The Court directs that notice of Settlement Agreement be provided to the Class pursuant to Fed. R. Civ. P. 23(e)(1)(B).

The Court has reviewed the forms of the Notice to the Class (Exh A, B to Memorandum in Support) and finds that they comply with the requirements of Fed. R. Civ. P. 23(d), (e) and (h), and fairly present the terms of the Settlement Agreement and the Class Members' rights and responsibilities in the settlement approval process.

1. By [ February 28, 2010], the Company Defendants will send the Notice (Exh 1 A) to each identified Class Member by first class mail at his or her current last known address and publish the shorter form of the Notice (Exh. 1 B) in the *Dunkirk Observer, Charleston Gazette, Ashland Independent, and The Herald Dispatch*. Counsel for the Company Defendants will file an Affidavit of Mailing with this Court and serve copies of that Affidavit on all counsel prior to the date set for hearing on the Settlement Agreement.

2. The mailing of the Notice to those Class Members, together with newspaper publication, provides due and sufficient notice of the proceedings, of the proposed settlement, of the settlement approval procedure, and of Class Counsel's request for an award of fees and expenses, thus satisfying the requirements of Fed. R. Civ. P. 23 and the requirements of due process. The Court finds that such notice is the best notice practicable under the circumstances and will effectuate actual notice to the Class of the settlement and of Class Counsel's fee request.

3. A hearing will be conducted before this Court on [April 21 2010 at 9:00 a.m. finally determine the fairness, reasonableness and adequacy of the terms and conditions of the

settlement set forth in the Settlement Agreement and Exhibits thereto, and to consider Class Counsel's motion for an award of attorney fees and expenses. Any Class Member may appear personally or by counsel at the hearing and may object or express his or her view regarding the Settlement Agreement and/or the fee motion. However, a Class Member will not be heard, nor be entitled to contest the approval by this Court of the Settlement Agreement or the fee motion, unless on or before [ April 1, 2010], he or she files with the Clerk of this Court written objections, together with any papers he or she proposes to submit to this Court at the Settlement Hearing, and on or before that date serves all such objections and other papers on each of the following:

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Benefits Trust, Robert Hennessey, Arlene Qualls,  
Kerry Winters, Tim Dean, Carl Hall and Jeanette  
Stum*

4. Any Class Member who does not file and serve his or her objections in this manner will be deemed to have waived his or her objections and will be forever precluded from making any objections to the fairness or adequacy of the proposed Settlement Agreement or to Class Counsel's motion for an award of fees and expenses.

5. The parties may submit briefs in response to any objection(s) on or before [A April 14, 2010].

6. The hearing may be continued or adjourned by order of this Court, from time to time, and without further notice to the Class, except that notice will be provided to any Class Member who has filed a timely objection.

This 12th day of February, 2010.



Signed By:  
Henry R. Wilhoit, Jr.  
United States District Judge