

**UNITED STATES DISTRICT COURT  
DISTRICT OF CONNECTICUT**

---

IN RE PUBLICATION PAPER	:	
ANTITRUST LITIGATION	:	Docket No. 3:04 MD 1631 (SRU)
	:	
	:	
THIS DOCUMENT RELATES TO:	:	ALL ACTIONS EXCEPT
	:	
	:	NO. 3:05 CV 0463 (SRU)
	:	NO. 3:05 CV 1339 (SRU)
	:	NO. 3:05 CV 1381 (SRU)
	:	NO. 3:05 CV 1358 (SRU)
	:	NO. 3:05 CV 1267 (SRU)
	:	

---

**ORDER AND FINAL JUDGMENT**

Plaintiffs MMP Bala, Inc., Parliament Paper, Inc., Technolith, Inc., Service Web Offset Corporation, Presswrite Printing, Inc., T&W Printing, Inc., Digital Color Imaging, Inc., and Austin Printing Co., Inc. (collectively "Plaintiffs"), on behalf of themselves and a putative class of direct purchasers of Publication Paper, entered into a Settlement Agreement with defendants UPM-Kymmene Corporation and UPM-Kymmene, Inc. (collectively "UPM") to fully and finally resolve the Plaintiffs' claims against UPM. On January 8, 2008, the Court entered its Order Granting Preliminary Approval of Proposed Settlement with Defendants UPM-Kymmene Corporation and UPM-Kymmene, Inc. On January 28, 2008, the Court entered its Modified Order Granting Preliminary Approval of Proposed Settlement with Defendants UPM-Kymmene Corporation and UPM-Kymmene, Inc. (collectively, along with the January 8, 2008 Order, the "Preliminary Approval Orders") in which it approved a modification to the plan of providing notice of the Settlement to Settlement Class members.

The Preliminary Approval Orders authorized the Plaintiffs to disseminate notice of the proposed Settlement, fairness hearing, and matters related to the Settlement Class. Notice was provided to the Settlement Class, and the Court held the fairness hearing on April 28, 2008.

Having considered the Plaintiffs' Motion for Final Approval of Proposed Settlement with Defendants UPM-Kymmene Corporation and UPM-Kymmene, Inc., oral argument presented at the fairness hearing, and the complete record and files in this matter, the Court is of the opinion that the Settlement should be approved and the Motion granted.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED as follows:

1. The Court has jurisdiction over the subject matter of this litigation.
2. Terms capitalized in this Order and Final Judgment have the same meanings as those used in the Settlement Agreement.
3. The Preliminary Approval Orders outlined the form and manner by which Plaintiffs were to provide the Settlement Class with notice of the Settlement, the fairness hearing, and related matters. The notice program included individual notice to members of the Settlement Class who could be identified through reasonable efforts, as well as publication of a summary notice in *Publishers Weekly*. Proof that the mailing and publication conformed with the Preliminary Approval Orders has been filed with the Court. This notice program fully complied with Federal Rule of Civil Procedure 23 and the requirement of due process. It provided due and adequate notice to the Settlement Class. Having received such notice, no member of the Settlement Class objected to the Settlement.
4. The Settlement resulted from vigorous arm's-length negotiations which were undertaken in good faith by counsel with significant experience litigating antitrust class actions.

5. Final approval of the Settlement and the terms of the Settlement Agreement is granted pursuant to Federal Rule of Civil Procedure 23(e) because it is “fair, reasonable and adequate” to the Settlement Class. In reaching this conclusion, the Court considered the complexity, expense, and likely duration of the litigation, and the Settlement Class’ reaction to the Settlement.

6. The following Settlement Class is certified pursuant to Rule 23:

All persons including their assignees who purchased Publication Paper for delivery in the United States directly from any of the Defendants or any of their subsidiaries or affiliates at any time during the period from June 8, 2000 to November 9, 2007, but excluding from the Class governmental entities, Defendants, their subsidiaries and affiliates, the co-conspirators, and the plaintiffs in the actions designated as 3:05cv0463 (SRU); 3:05cv1267 (SRU); 3:05cv1339 (SRU); 3:05cv1358 (SRU); and 3:05cv1381 (SRU).

This Settlement Class satisfies the prerequisites to certification set forth in Federal Rule of Civil Procedure 23(a) because: (a) the Settlement Class is so numerous that joinder of all members is impracticable; (b) the members of the Settlement Class share common questions of law or fact; (c) the Plaintiffs’ claims are typical of those of the Settlement Class; and (d) the Plaintiffs have, and will, fairly and adequately protect the interests of the Settlement Class. In addition, the requirements of Federal Rule of Civil Procedure 23(b)(3) are satisfied because: (a) common questions of law or fact predominate over questions affecting only individual members; and (b) litigating this case as a class action is superior to other methods available for the fair and efficient adjudication of the controversy. Therefore, final certification of the Settlement Class is granted.

7. The Plaintiffs are adequate representatives of the Settlement Class and are hereby appointed as the Settlement Class Representatives.

8. Pursuant to Federal Rule of Civil Procedure 23(g), the members of the Executive Committee of Plaintiffs' Counsel previously appointed by the Court (Cohen, Milstein, Hausfeld & Toll, P.L.L.C; The Furth Firm LLP; Barrack, Rodos & Bacine; Heins Mills & Olson, P.L.C; Kaplan Fox & Kilsheimer LLP; and Meredith Cohen Greenfogel & Skirnick, P.C.) are appointed as counsel for the Settlement Class. These firms have fairly and competently represented the interests of the Settlement Class.

9. The entities identified on Exhibit A attached hereto have timely and validly requested exclusion from the Settlement Class and, therefore, are excluded. Such entities are not included in or bound by this Order and Final Judgment and may individually pursue claims (if any) against UPM. Such entities are not entitled to any recovery from the Settlement proceeds obtained through this Settlement. However, this Final Order and Judgment in no way affects their right to participate in any recovery obtained from any other Defendant.

10. All Released Claims are hereby dismissed with prejudice and without costs. The Releasers are barred from instituting, prosecuting, or participating in, in any capacity, an action or proceeding that asserts a Released Claim against any Releasee. This dismissal applies only in favor of UPM and the other Releasees. It is made without prejudice to any claims the Settlement Class has against any other Defendant.

11. The escrow account established by the parties, and into which UPM has already deposited the \$9,000,000.00 Settlement Amount, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder.

12. This Order and Final Judgment does not settle or compromise any claims by Plaintiffs or the Settlement Class against any entity or person other than UPM and the other Releasees, and all rights against any other Defendants or persons or entities are specifically reserved. UPM's Publication Paper sales shall remain in the case against the non-settling Defendants as a basis for damage claims and shall be part of any joint and several liability claims against any non-settling Defendant or other person or entities other than the Releasees.

13. Neither the Settlement Agreement, nor any act performed or document executed pursuant to the Settlement Agreement, may be deemed or used as an admission of wrongdoing in any civil, criminal, or administrative proceeding.

14. Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over: (a) the enforcement of this Order and Final Judgment; (b) the litigation between the Plaintiffs and all remaining Defendants; (c) the enforcement of the Settlement Agreement; and (d) the distribution of the settlement proceeds and any awards of attorneys' fees and expense reimbursements.

15. Pursuant to Federal Rule of Civil Procedure 54(b), the Court finds that there is no just reason for delay and hereby directs the entry of final judgment of dismissal as UPM.

Dated at Bridgeport, Connecticut, this 28<sup>th</sup> day of April 2008.

/s/ Stefan R. Underhill  
Stefan R. Underhill  
United States District Judge