

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

KIRK DAHL, et al., Individually and on Behalf)	Lead Case No. 1:07-cv-12388-WGY
of All Others Similarly Situated,)	
Plaintiffs,)	<u>CLASS ACTION</u>
vs.)	PROPOSED ORDER APPROVING
BAIN CAPITAL PARTNERS, LLC, et al.,)	SUPPLEMENTAL PLAN OF ALLOCATION
Defendants.)	OF SETTLEMENT PROCEEDS
_____)	

THIS MATTER having come before the Court on Named Plaintiffs' Motion for Final Approval of Settlements and Supplemental Plan of Allocation of Settlement Proceeds ("Final Approval Motion") in the above-captioned action; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Settlement Agreements filed with the Court and the Memorandum of Law in Support of the Final Approval Motion ("Final Approval Brief") submitted in support thereof. *See* Dkt. Nos. 986, 997, 1018, 1037 and 1050.

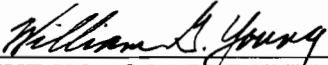
2. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to Settlement Class Members advising them of the plan for allocation of the Net Settlement Funds, the supplemental information contained in the [Proposed] Supplemental Plan of Allocation of Settlement Proceeds (attached as Exhibit A to the Final Approval Brief) (together, the "Plan of Allocation") and of the right to object thereto, and a full and fair opportunity was accorded to all Settlement Class Members to be heard with respect to the Plan of Allocation.

3. The Court hereby finds and concludes that the process by which the Net Settlement Funds will be distributed to Authorized Claimants which is set forth in the Notice sent to Settlement Class Members, and further described in the [Proposed] Supplemental Plan of Allocation of Settlement Proceeds, provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Funds established by the Settlement Agreements among Settlement Class Members, with due consideration having been given to administrative convenience and necessity.

4. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice and further described in the [Proposed] Supplemental Plan of Allocation of Settlement Proceeds is in all respects fair and reasonable and the Court hereby approves the Plan of Allocation.

IT IS SO ORDERED.

DATE: March 2, 2015



THE HONORABLE WILLIAM G. YOUNG
UNITED STATES DISTRICT JUDGE