### IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF KANSAS

Page 1 of 4

IN RE: URETHANE ANTITRUST LITIGATION	) ) )	No. 04-MD-1616-JWL
This Document Relates To: The Polyether Polyols Cases	)	

## ORDER APPROVING BAYER SETTLEMENT AND DISMISSING WITH PREJUDICE THE BAYER DEFENDANTS AND OTHER RELEASES

Plaintiffs Seegott Holdings, Inc., RBX Industries, Inc., and Industrial Polymers, Inc. on behalf of themselves and a Class of direct purchasers of the Products (collectively, the plaintiffs), and defendants Bayer AG, Bayer Corporation, Bayer MaterialScience AG, and Bayer MaterialScience LLC (collectively, the Bayer defendants) entered into a Settlement Agreement to fully and finally resolve plaintiffs' claims against the Bayer defendants (doc. #204-2).

On April 6, 2006, the court entered an Order Preliminarily Approving Settlement with Bayer, Certifying a Settlement Class, and Authorizing Dissemination of Notice (doc. #291). After plaintiffs gave notice to the class, the court held a fairness hearing on August 14, 2006. This matter is now before the court on Plaintiffs' Motion for Final Approval of Settlement with the Bayer Defendants (doc. #403). Having considered this motion, the memorandum in support, the oral argument presented at the fairness hearing, and the complete record and files in this matter,

#### IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

1. The Court has jurisdiction over the subject matter of this litigation.

- Terms capitalized in this Order have the same meanings as those used in the
   Settlement Agreement.
- 3. The preliminary approval order outlined the form and manner by which plaintiffs were to provide the Class with notice of the settlement, the fairness hearing, and related matters. The notice program included individual notice to members of the Class who could be identified through reasonable effort, as well as the publication of a summary notice in *Chemical Week*. Proof that the mailing and publication conformed with the preliminary approval order has been filed with the court (docs. #389 & #397). The court finds that this notice program fully complied with Federal Rule of Civil Procedure 23 and the requirements of due process, providing to the Class the best notice practicable under the circumstances.
- 4. The court hereby grants final approval of the settlement on the basis that the settlement is fair, reasonable, and adequate to the Settlement Class. *See* Fed. R. Civ. P. 23(e). The settlement amount is substantial; the settlement includes meaningful cooperation provisions with significant value to the case; and Bayer's sales remain in the case. In reaching this conclusion, the court is satisfied that the settlement was fairly and honestly negotiated inasmuch as it was the result of vigorous arm's length negotiations which were undertaken in good faith by counsel with significant experience litigating antitrust class actions, and that serious questions of law and fact exist such that the value of an immediate recovery outweighs the mere possibility of future relief after protracted and expensive litigation. The court gives weight to the parties' judgment that the settlement is fair and reasonable, as well as to the Class's reaction to the settlement.

- 5. The persons identified on Exhibit 1 have timely and validly requested exclusion from the Settlement Class. Therefore, they are excluded. Those persons are not included in or bound by this Order and may individually pursue claims (if any) against the Bayer defendants. Those persons are not entitled to any recovery from the settlement proceeds obtained through this settlement. This Order, however, in no way affects their right to participate in any recovery obtained from any other defendant.
- 6. All Released Claims are hereby dismissed with prejudice and without costs as to the Releasees. The Releasors are barred from instituting or prosecuting, in any capacity, an action or proceeding that asserts a Released Claim against any Releasee. This dismissal applies only in favor of the Bayer defendants and the other Releasees. It is made without prejudice to any claims the members of the Settlement Class may have against any other Defendant.
- 7. The escrow account established by the parties, into which the Bayer defendants already deposited the \$55,300,000 Settlement Fund, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder.
- 8. This Order does not settle or compromise any claims by plaintiffs or the Settlement Class against the defendants or other persons or entities other than the Releasees, and all rights against any other defendant or other person or entity are specifically reserved. The Bayer defendants' sales of the Products 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 entity other than the Releasees.

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9. 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.

10. Without affecting the finality of this Order, the Court retains exclusive

jurisdiction over: (a) the enforcement of this Order; (b) the litigation between the plaintiffs and

the Non-Settling Defendants; (c) the enforcement of the Settlement Agreement; and (d) the

distribution of the Settlement Fund.

11. Pursuant to Federal Rule of Civil Procedure 54(b), the Court finds that there is no

just reason for delay and hereby directs that the Bayer defendants, Rhein Chemie Corporation,

and Rhein Chemie Rheinau GmbH be dismissed with prejudice from this set of consolidated

cases in this MDL proceeding.

IT IS SO ORDERED this 30<sup>th</sup> day of August, 2006.

s/ John W. Lungstrum

Hon. John W. Lungstrum

United States District Judge

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## **EXHIBIT 1**

Amended Request for Exclusion Listing

PROJECT: Urethane - Database: urth

Report Criteria: None

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Excl No	Recd Dt 5/15/06	Tax Id	Name and Address SUPERIOR FOAM INC PO BOX 203 BAYOU LA BATRE, AL 36509	Xref claimaint id 6828	Ph Dav	Ph Fax	
Msg Codes:						Load Id:	0
2	5/15/06		SUPERIOR FOAM INC 13851 SHELL BELT ROAD BAYOU LA BATRE, AL 36509	claimant id 3413			
Msg Codes;						Load Id;	0
- <u>-</u>	6/13/06		HICKORY SPRINGS MANUFACTURING		(828) 328-2201		<del>-</del> -
			CO 235 2ND AVENUE NW PO BOX 128 HICKORY, NC 28603-0128			Load Id:	0
Msg_Codes;							-
4	6/13/06	مستد ند مند با بندو ر	MASONITE CORPORATION ONE NORTH DALE MABRY HWY SUITE 9:30 TAMPA, FL 33609		(813) 877-2726	(813) 879-63	
Msg Codes;						Load Id:	0
					. <del></del>		
5	6/13/06		SHERWIN-WILLIAMS COMPANY 101 PROSPECT AVENUE NW CLEVELAND, OH 44115-1075		(216) 566-2000	(216) 515-44	100
				•		Load 1d:	0
Msg Codes;							
6	6/13/06		SKYPARK MANUFACTURING LLC F/K/A BURTIN URETHANE CORPORATION 2400 S GARNSEY STREET SANTA ANA, CA 92707				
Msg Codes:			SANTA ARA, CA 721VI			Load Id:	0
7	6/13/06		EFTEC NORTH AMERICA LLC 2701 BELLINGHAM DRIVE SUITE 100 TROY, MI 48083				
Man C-1c-						Load Id:	0
Msg Codes;							
8	6/13/06		CARPENTER COMPANY 5016 MONUMENT AVENUE PO BOX 27205 RICHMOND, VA 23261		(804) 359-0800		
Msg_Codes;						Load Id:	0

Report Criteria: None

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Excl No	Recd Dt 6/13/06	Tax Id	Name and Address AKZO NOBEL INC 7 LIVINGSTONE AVENUE DOBBS FERRY, NY 10522-3408	Xref	<b>Ph Dav</b> (914) 674-5000	<u>Ph Fa</u>	x
Msg Codes:						Load Id:	0
Mar Cones.							
10	6/13/06	· · · · · · · · · · · · · · · · · · ·	FOAM SUPPLIES INC 4387 NORTH RIDER TRAIL EARTH CITY, MO 63045-1103		(314) 344-3330	(314) 344-	3331
Msg Codes:						Load Id:	0
31	6/13/06		RESOLUTION HOLDINGS COMPANY LLC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		
Msg Codes:						Load Id:	0
12	6/13/06		POTLATCH CORPORATION 601 WEST RIVERSIDE AVENUE SUITE 1100 SPOKANE, WA 99201		(509) 835-1500	(509) 835-	1555
Msg Codes:			·			Load Id:	0
13	6/13/06		3M COMPANY 3M CENTER SAINT PAUL, MN 55144				
						Load Id:	0
Msg Codes:							
14	6/13/06		BRIDGESTONE AMERICAS HOLDINGS INC 535 MARRIOTT DRIVE NASHVILLE, TN 37214		(202) 624-2500	(202) 628-	5116
	•		RASHVILLE, IN SILIY			Load Id:	0
Msg Codes:							
15	6/13/06		LEGGETT & PLATT, INC PO BOX 757 1 LEGGETT ROAD CARTHAGE, MO 64836-0757				<del></del>
Msg Codes:						Load id:	0
16	6/13/06		YITAFOAM INC 4100 PLESANT GARDEN ROAD MOONACHIE, NJ 07074				
Msg Codes:						Load Id:	0
			·				

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Report Criteria: None

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Msg Codes:		PO BOX 9777 FEDERAL WAY, WA 98063-9777		(253) 924-3539	(253) 928-2	384
-					Load Id:	0
18 6	6/9/06	 LOUSIANA-PACIFIC CORPORATION 414 UNIONG STREET SUITE 2000 NASHVILLE, TN 37219-1711		(615) 986-5600	(615) 986-5	666
Msg Codes:					Load Id:	0
19 6	6/12/06	 HUNTER PANELS LLC 15 FRANKLIN STREET PORTLAND, ME 04101		(207) 761-5678	(207) 775-1	769
Msg Codes:					Load Id:	0
20 6	5/12/06	 AUTOMOTIVE MANUFACTURING LLC PO BOX 148 SUNFIELD, MI 48890		(517) 566-8174	(517) 566-7.	 241
Msg Codes:					Load ld:	0
21 6	6/12/06	JM HUBER CORPORATION 10925 DAVID TAYLOR DRIVE #300 CHARLAYTTE, NC 28262		(704) 548-2666		—
Mag Codes:					Load Id:	0
22 6	5/12/06	FLEXIBLE FOAM PRODUCTS, INC 220 S ELIZABETH STREET SPENCERVILLE, OH 45887				
Msg Codes:			÷		Load Id:	0
23 6/	5/12/06	 EI DUPONT DE NEMOURS & COMPANY 1007 MARKET ST WILMINGTON, DE 19898				
Msg Codes:					Load Id:	0
24 6/	V14/06	 VALSPAR CORP 1101 SOUTH THIRD STREET PO BOX 1461 MINNEAPOLIS, MN 55415		(612) 375-7903	(612) 375-73	313
Msg Codes:					Load Id:	0

Report Criteria: Noné

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Exci No 25	Recd Dt 6/14/06	Tax Id	Name and Address FLINT HILLS RESOURCES, LP 4111 EAST 37TH ST WICHITA, KS 67220	Xref	Ph Dav	Ph Fa	x
Msg Codes:						Load Id:	0
			NOVEON, INC	<del></del>			
26	6/14/06		9911 BRECKSVILLE ROAD BRECKSVILLE, OH 44141-3247				
•						Load Id:	0
Mag Codes:							v
27	6/14/06		URETHANE CONTRACTORS SUPPLY CO, INC				
			2410 104TH ST, CT S SUITE D				
Msg Codes:			LAKEWOOD, WA 98499			Load Id:	G
				····	· · · · · · · · · · · · · · · · · · ·		
28	6/13/06		HICKORY SPRINGS OF CALIFORNIA INC				
			235 2ND AVENUE NW HICKORY, NC 28601				
Msg Codes:						Load Id:	0
				· · · ·			
29	6/13/06		CARPET CUSHION COMPANY INC 235 2ND AVE NW HICKORY, NC 28601				
						Load Id:	0
Msg Codes:							
30	6/13/06		EASTERN FOAM PRODUCTS, INC 509 EAST CIDER STREET LIVINGSTON, TN 38570				
						Load Id;	0
Msg Codes:							
31	6/13/06	····	PRIMEBOARD 2441 ISTH STREET WAHPETON, ND 58075				
Msg Codes:						Load Id:	0
MISE CODES:							
32	6/13/06		SHERWIN WILLIAMS AUTOMOTIVE FINISHES CO 101 PROSPECT AVENUE NW CLEVELAND, OH 44115		(216) 566-2000	(216) 515-4	400
Mag Codes:						Load Id:	0

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Report Criteria: None

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Excl No 33	Recd Dt Tax Id 6/13/06	Name and Address GENERAL POLYMERS CORPORATION 101 PROSPECT AVENUE NW CLEVELAND, OH 44115	Xref	Ph Dav (216) 566-2000	<u>Ph Fa</u> (216) 515-4	_
	•				Load Id:	0
Msg Codes:						
34	6/13/06	HB FULLER COMPANY 1200 WILLOW LAKE BOULEVARD SAINT PAUL, MN 55110-5101				
Msg Codes:					Load Id:	0
35	6/13/06	ER CARPENTER LP 5016 MONUMENT AVENUE RICHMOND, VA 23230-3620				
Msg Codes:					Load Id:	0
36	6/13/06	PAYNE MATERIALS AND SUPPLY CO, LLC 3221 BANFF #2 BILLINGS, MT 59102	<del></del>	(406) 245-8849	<del></del>	
Msg Codes:					Load Id:	0
37	6/13/06	PAYNE HOLDINGS COMPANY INC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		
Msg Codes:					Load Id:	0
38	6/13/06	PAYNE MACHINE WORKS LLC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		<del></del>
Msg Codes:					Load Id:	0
39 -	6/13/06	DITCHLINE LLC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		
Msg Codes:					Load Id:	0
40	6/13/06	PAYNE CANAL LINING TECHNOLOGIES LLC 3221 BANFF #2 BILLINGS, MT 59102		(406) 245-8849		
Msg Codes:					Load Id:	0
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Report Criteria: None

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Load ld: 0   Code   C	Exci No 41	Recd Dt Yex Id 6/13/06	Name and Address Canal Lining Systems LLC 3221 Banff #2 Billings, MT 59102	Xref	Ph Dav (406) 245-8849	Ph Fa	ĸ
42 6/13/06 POTLATCH FOREST PRODUCTS CORPORATION GOLRIVERSIDE AVENUE SUTTE 100 STORANE, WA 99201 Load Id: 0  Mag Codes:  43 6/13/06 JM FRANCE SAS BOULEYARD DE L'OISE FRANCE CERGY PONTOISE CEDEX, 99299 Load Id: 0  Mag Codes:  44 6/13/06 JM POLAND SPOKLA Z.O.O. AL KATOWICKA 117 KAPETANY K WARSZAWY - POLAND NADARYZYN, 05830 Load Id: 0  Mag Codes:  45 6/13/06 JM DO BRASIL LIMITADA VIA ANHANGUERA KM 110 SAN PAOLO, 13181 Load Id: 0  Mag Codes:  46 6/13/06 JSUMITOMO-3M LIMITED 33-1 TAMAGAWADAI 2-CHOME JAPAN SETAGAYA-KU, 159-4853 Load Id: 0  Mag Codes:  47 6/13/06 JM MEACTHCARE LIMITED 33-1 TAMAGAWADAI 2-CHOME JAPAN SETAGAYA-KU, 159-4853 Load Id: 0  Mag Codes:  48 6/13/06 LEGGETT & PLATT COMPONENTS COMPANY, INC PO BOX 79 PO BOX 70 PO B	Mar Codes					Load Id:	0
CORPORATION SUITE 1100 SPOKANE, WA 99201  Load 1d: 0  Mag Codex:   43 6/13/06  3M FRANCE SAS BOULEVARD DE L'OISE FRANCE CERGY PONTOISE CEDEX, 95029  Load 1d: 0  Mag Codex:  44 6/13/06  3M POLAND SPOKLA Z.O.O. AL KATOWICKA 117 KARETANY K WARSZAWY - POLAND NADAKYZYN, 05830  Load 1d: 0  Mag Codex:  45 6/13/06  3M DO BRASIL LIMITADA VIA ANFLANGUERA KM 110 SAN PACILO, 13181  Load 1d: 0  Mag Codex:  46 6/13/06  SUMITOMO-3M LIMITED 33-1 TAMAGAWADAI 2-CHOME JAPAN SETAGAYA-KU, 159-8853  Load 1d: 0  Mag Codex:  47 6/13/06  3M HEALTHCARE LIMITED 33-1 TAMAGAWADAI 2-CHOME JAPAN SETAGAYA-KU, 159-8853  Load 1d: 0  Mag Codex:  Load 1d: 0	Mas Cones.						
### ### ##############################	42	6/13/06	CORPORATION 601 RIVERSIDE AVENUE SUITE 1100	<i>3</i> , 1	(509) 835-1500		
### BOULEVARD DE L'OISE FRANCE CERGY PONTOISE CEDEX, 95029    Loud ld: 0   Mig Codex:	Msg Codes:						
Mag Codes:  44 6/13/06	43	6/13/06	BOULEVARD DE L'OISE FRANCE			T 4 7-2.	
AL KATOWICKA 117 KARTANY K WARSZAWY - POLAND NADARYZYN, 05830  Load Id: 0  Msg Codes:  45 6/13/06 3M DO BRASIL LIMITADA VIA ANHANGUERA KM 110 SAN PAOLO, 13181  Load Id: 0  Msg Codes:  46 6/13/06 SUMITOMO - 3M LIMITED 33-1 TAMAGAWADAI 2-CHOME 1APAN SETAGAYA-KU, 158-8853  Load Id: 0  Msg Codes:  47 6/13/06 3M HEALTHCARE LIMITED 33-1 TAMAGAWADAI 2-CHOME 1APAN SETAGAYA-KU, 158-8583  Load Id: 0  Msg Codes:  48 6/13/06 LEGGETT & PLATT COMPONENTS COMPANY, INC PO BOX 757 1 LEGGET ROAD CARTHAGE, MO 64836-0757 Load Id: 0	Msg Codes:					L080 10:	0
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VIA ANHANGUERA KM 110 SAN PAOLO, 13181  Load Id: 0  Msg Codes:  Load Id: 0	Msg Codes:					Load Id:	0
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33-1 TAMAQAWADAI 2-CHOME JAPAN SETAGAYA-KU, 158-8853  Load Id: 0  Msg Codes:  47 6/13/06 3M HEALTHCARE LIMITED 33-1 TAMAQAWADAI 2-CHOME JAPAN SETAGAYA-KU, 158-8583  Load Id: 0  Msg Codes:  48 6/13/06 LEGGETT & PLATT COMPONENTS COMPANY, INC PO BOX 757 1 LEGGET ROAD CARTHAGE, MO 64836-0757 Load Id: 0	Mag Codes:					Load Id;	0
Msg Codes:  47 6/13/06 3M HEALTHCARE LIMITED 33-1 TAMAGAWADAI 2-CHOME JAPAN SETAGAYA-KU, 158-8583  Load Id: 0  Msg Codes:  48 6/13/06 LEGGETT & PLATT COMPONENTS COMPANY, INC PO BOX 757 1 LEGGET ROAD CARTHAGE, MO 64836-0757 Load Id: 0	46	6/13/06	33-1 TAMAGAWADAI 2-CHOME JAPAN				••••
33-1 TAMAGAWADAI 2-CHOME JAPAN SETAGAYA-KU, 158-8583  Loed Id: 0  Msg Codes:  LEGGETT & PLATT COMPONENTS COMPANY, INC PO BOX 757 I LEGGET ROAD CARTHAGE, MO 64836-0757 Load Id: 0	Msg Codes:					Load Id:	0
Msg Codes:   Load Id:   0	47	6/13/06	33-1 TAMAGAWADAI 2-CHOME JAPAN				<u>.</u>
COMPANY, INC PO BOX 757 1 LEGGET ROAD CARTHAGE, MO 64836-0757 Load Id: 0	Msg Codes:		<b>U</b>			Load Id:	0
conete. U	48	6/13/06	COMPANY, INC PO BOX 757 I LEGGET ROAD				<del></del>
	Mag Codes:		CAR10000, NO 04030-0/3/			Load Id;	0

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Exci No 49	Recd Dt Tax Id 6/13/06	Name and Address LEAVING TAOS INC PO BOX 757 I LEGGET ROAD CARTHAGE, MO 64836-0757	Xref	Ph Dav	<u>Ph Fa</u>	K
Msg Codes:		Cracington, inc constitution			Load Id:	
50	6/13/06	LEGGETT PARTNERS LP PO BOX 757 I LEGGETT ROAD CARTHAGE, MO 64836-0757			Lond ki:	
Msg Codes:						
51	6/13/06	CREST-FOAM CORP PO BOX 757 I LEGGETT ROAD CARTHAGE, MO 64836-0757				
Msg Codes:					Load ld:	(
52	6/13/06	L & P FINANCIAL SERVICES CO PO BOX 757 I LEGGETT ROAD CARTHAGE, MO 64836-0757		<u>, - , - , - , - , - , - , - , - , - , -</u>		
Mag Codes:					Load Id:	•
53	6/13/06	CREST FOAM INDUSTRIES INC 100 CAROL PLACE MOONACHIE, NJ 07074				
Msg Codes:					Load Id:	(
MISE CORES						
54	6/13/06	VITA INDUSTRIAL INCORPORATED 2003 AMNICOLA HIGHWAY CHATTANOOGA, TN 37406				
					Load Id:	(
Mag Codes:						
55	6/12/06	NU FOAM PRODUCTS INC 220 S ELIZABETH ST SPENCERVILLE, OH 45887				
Msg Codes:					Load Id:	¢
56	6/14/06	VALSPAR SOURCING, INC		(612) 375-7903	(612) 375-7	7313
		MINNEAPOLIS, MN 55415				
Msg Codes:					Load Id:	0

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Excl <b>No</b> 57	Recd Dt Tax Id 6/14/06	Name and Address Engineered Polymer solutions INC 1101 SOUTH THIRD STREET	of Ph Day (612) 375-7903	Ph Fax (612) 375-7	_
		MINNEAPOLIS, MN 55415		Load Id:	0
Msg Codes:					
58	6/14/06	EPS INC 1101 SOUTH THIRD STREET MINNEAPOLIS, MN 55415	(612) 375-7903	(612) 375-7	313
Msg Codes:				Load Id:	0
59	6/14/06	EPS 1101 SOUTH THIRD STREET MINNEAPOLIS, MN 55415	(612) 375-7903	(612) 375-7	313
Mag Codes:				Load Id:	0
60	6/14/06	SPECIALTY PRODUCTS, INC 2410 104TH ST CT S SUITE D LAKEWOOD, WA 98499			
Msg Codes:				Load Id:	0
61	6/13/06	LUBRIZOL CORPORATION 41 TIDAL ROAD DEER PARK, TX 77536			
Msg Codes:				Load Id:	0
62	6/15/06	DASH MULTI-CORP INC 2500 ADIE ROAD MARYLAND HEIGHTS, MO 63043	(314) 432-3200	(314) 432-3	1210
Msg Codes:				Load Id:	0
63	6/15/06	MARCHEM CORPORATION 2500 ADIE ROAD MARYLAND HEIGHTS, MO 63043	(314) 432-3200	(314) 432-3	1210
Msg Codes;				Load Id:	0
64	6/15/06	MARCHEM SOUTHEAST INC 400 NORTH MAIN STREET ADAIRSVILLE, GA 30103	(314) 432-3200	(314) 432-3	1210
				Load Id:	0

PROJECT: Urethane - Database: urth

Report Criteria: None

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Excl No Recd Dt Tax Id 6/15/06 65

Name and Address MARCHEM PACIFIC INC 212 WEST TAFT AVENUE ORANGE, CA 92865

**Xref** 

Ph Day (314) 432-3200

<u>Ph Fax</u> (314) 432-3210

Load Id: 0

Msg Codes:

66 6/28/06

COIM BRASIL LTDA 13280-000 DISTRIBUTION INDUSTRIAL VINHEDO, BRASIL,

Msg Codes:

Load Id:

0

**Total Records: 66**