UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re PVC Pipe Antitrust Litigation This Document Relates to: Non-Converter Seller Purchaser Class	Case No. 1:24-cv-07639 Judge LaShonda A. Hunt Magistrate Judge Young B. Kim

JOINT DECLARATION OF BRIAN D. CLARK AND KARIN E. GARVEY IN SUPPORT OF NON-CONVERTER SELLER PURCHASER CLASS PLAINTIFFS' UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT AGREEMENT WITH DEFENDANTS WESTLAKE CORPORATION AND WESTLAKE PIPE & FITTINGS CORPORATION AND RELATED RELIEF

Pursuant to 28 U.S.C. §1746, I, Brian D. Clark, declare as follows:

1. I am a partner at the law firm of Lockridge Grindal Nauen PLLP ("Lockridge Grindal Nauen"). This Court appointed Lockridge Grindal Nauen and Scott+Scott Attorneys at Law LLP as Interim Co-Lead Class Counsel for the Non-Converter Seller Purchaser Class in this Action. This Declaration is based upon my personal knowledge and experience, and, if called on to do so, I could and would testify competently thereto.

Pursuant to 28 U.S.C. §1746, I, Karin E. Garvey, declare as follows:

2. I am a partner at the law firm of Scott+Scott Attorneys at Law LLP ("Scott+Scott"). This Court appointed Lockridge Grindal Nauen and Scott+Scott as Interim Co-Lead Class Counsel for the Non-Converter Seller Purchaser Class in this Action. This Declaration is based upon my personal knowledge and experience, and, if called on to do so, I could and would testify competently thereto.

Pursuant to 28 U.S.C. §1746, we, Brian D. Clark and Karin E. Garvey, declare as follows:

3. Unless otherwise defined herein, all capitalized terms have the meanings ascribed to them in the Westlake Defendants Settlement Agreement, dated November 17, 2026 ("Settlement Agreement" or "Settlement"), which is attached as **Exhibit 1** to this Joint Declaration. Unless otherwise noted, ECF cites are to the docket in this Action, and all internal citations and quotations are omitted.

4. We submit this Joint Declaration in support of Plaintiffs' Motion, pursuant to Rule 23 of the Federal Rules of Civil Procedure, for preliminary approval of the Settlement between Non-Converter Seller Purchaser Plaintiffs (collectively, the "NCSPs" or "Plaintiffs") and Defendants Westlake Corporation and Westlake Pipe & Fittings Corporation (collectively, "Westlake" and together with NCSPs, the "Parties").

5. The Settlement provides for a total of $119,500,000 in cash and Westlake's agreement to provide extensive cooperation, which we believe will assist NCSPs in pursuing their claims against the remaining Defendants. If approved, the Settlement will resolve the Action against Westlake.

6. The Westlake settlement represents a proportional step up in monetary recovery for the NCSP Class on a pro rata basis compared to NCSPs' most recent settlement with Defendant Pipelife Jet Stream, Inc. Importantly, all commerce associated with the alleged conspiracy remains in the case, as the other Defendants remain jointly and severally liable for any damages caused by Westlake's conduct.

7. The amount of sales by Westlake to the Distributor Co-Conspirators (Core & Main Inc., Ferguson Enterprises, Inc., Fortiline Waterworks, Hajoca Corporation, Porter Pipe & Supply Co., and United Pipe & Steel Corp.) is less than the 70% alleged in the Complaint as to the market as a whole, but higher than the Atkore, Northern Pipe and Vinyltech, and Pipelife Defendants' sales to Distributor Co-Conspirators. NCSPs took that into account in reaching a monetary figure.

I. LITIGATION BACKGROUND

8. Interim Co-Lead Class Counsel's extensive pre-suit investigation, done prior to the U.S. Department of Justice ("DOJ") publicly revealing its parallel investigation, led to the filing of the first three class action complaints in this consolidated action, alleging an industry-wide conspiracy involving Converter Defendants, Westlake, and certain named and unnamed co-conspirators.

9. On September 30, 2024, the Court granted NCSPs' motion (i) appointing Lockridge Grindal Nauen and Scott+Scott as Interim Co-Lead Class Counsel for a putative class consisting of "all purchasers of PVC Pipes through a non-converter seller" and (ii) consolidating all actions

alleging such purchases under Interim Co-Lead Class Counsel's leadership. ECF No. 122, *as amended*, ECF No. 164.

10. Since filing the initial complaints in this Action, Interim Co-Lead Class Counsel have appeared at multiple in-person hearings, coordinated with all parties on consolidation and case deadlines, ensured service of the complaints, held a discovery conference with all defense counsel, served discovery, coordinated with DOJ on a limited stay of discovery, settled with Defendant Oil Price Information Service ("OPIS"), participated in multiple proffers and reviewed documents produced by OPIS in connection with that settlement, filed a robust amended complaint bolstered by information learned from the OPIS documents, vetted potential class representatives, opposed Defendants' motions to dismiss, reviewed a large volume of documents produced by the settling Converter Defendants and collected from NCSP named representatives, served multiple rounds of non-party subpoenas, including on phone carriers for phone records, trade associations, distributors, and cooperative buying groups, and worked with multiple experts.

11. On October 30, 2024, NCSPs filed the First Consolidated Class Action Complaint ("Complaint"). ECF Nos. 179 (sealed version) and 180 (public redacted version). The depth and detail of the allegations in the Complaint showcase Interim Co-Lead Class Counsel's extensive investigation which spanned numerous fronts—legal, factual, and economic—and entailed substantial resources, in both attorney time and monetary expense. Interim Co-Lead Class Counsel held discussions with class members and other industry participants, developed sources, collected relevant information, retained expert economists, and conducted considerable industry research.

12. On November 7, 2024, DOJ's inquiry into price-fixing in the PVC Pipe industry was publicly disclosed for the first time when Defendants Northern Pipe and Vinyltech[1] revealed

[1] https://www.mlex.com/mlex/articles/2258368/otter-tail-receives-subpoena-from-us-doj-over-alleged-pvc-pipe-price-fixing (last visited November 18, 2026).

that it had received a federal criminal grand jury inquiry into price-fixing in the PVC pipe industry. Subsequently, Defendant Atkore[2] confirmed that it too received a criminal grand jury subpoena.

13. On May 5, 2025, NCSPs and DPPs informed the Court that they had reached proposed settlements with OPIS. ECF Nos. 282-83. Following the notification, NCSPs and OPIS negotiated the Long-Form Settlement Agreement, which was executed on May 16, 2025.

14. On May 8, 2025, the proposed End-User Plaintiffs ("EUPs") class counsel raised concerns regarding potential intraclass conflict within the NCSP class and moved the Court to create a separate end-user class. Subsequently, the Court granted the motion on June 6, 2025, and created the EUP class which included: (1) all public water systems who purchased for end-use; (2) public wastewater systems who purchased PVC for end-use; (3) all suppliers of public energy or electricity, in connection with the supply of electricity for public consumption; or (4) individuals who purchased PVC product from a seller, who purchased indirectly from a Converter Defendant. ECF No. 307.

15. On June 23, 2025, the Court granted EUPs' motion appointing Fegan Scott LLC and Pearson Warshaw, LLP as Interim Co-Lead Class Counsel for a putative class consisting of "end-users of PVC Pipe who purchased through a non-converter seller." ECF Nos. 307, 340.

16. On July 17, 2025, the Court granted Preliminary Approval of the OPIS Settlement. ECF No. 362. On July 31, 2025, the Court approved the NCSP Notice Plan. ECF No. 374, *as amended*, ECF Nos. 614, 621.

17. On August 18, 2025, NCSPs, DPPs, and EUPs each filed detailed amended complaints, incorporating information learned from the materials they had received from OPIS.

[2] https://www.investing.com/news/sec-filings/atkore-receives-doj-subpoena-over-product-pricing-93CH-3871684 (last visited November 18, 2026).

ECF Nos. 390, 394, 398. Defendants[3] moved to dismiss by November 21, 2025. *See* ECF Nos. 533, 538, 542, 549, 554, 555, 563, 575, 580. All motion to dismiss briefing was completed by January 26, 2026. The Court largely denied the motions to dismiss in an order dated September 30, 2026. *See* ECF No. 911.

18. On September 16, 2026, this Court granted final approval to NCSPs' settlements with the Atkore Defendants for $64 million (ECF No. 892) and with the Northern Pipe and Vinyltech Defendants (ECF No. 893) for $34 million. On July 7, 2026, this Court granted preliminary approval to NCSPs' settlement with Defendant Pipelife Jet Stream, Inc. ECF No. 842.

II. SETTLEMENT NEGOTIATIONS

19. NCSPs' settlement posture was informed by Interim Co-Lead Class Counsel's extensive factual investigation that preceded the Settlement, including review of tens of thousands of pages of documents produced by OPIS as part of its settlement, discussions with class members and other industry participants, developing sources, collecting relevant information, reviewing a large amount of documents produced by the settling Converter Defendants, working with experts, and conducting considerable industry research. Interim Co-Lead Class Counsel comprehensively vetted the factual record, analyzed Westlake's arguments and contrary facts, and thoroughly considered the costs and risks of ongoing litigation. Interim Co-Lead Class Counsel, who have extensive experience litigating antitrust class actions, were well informed of the strengths and weaknesses of the claims and defenses in this Action and conducted the settlement negotiations seeking to achieve the best possible result for the Settlement Class in light of the risks, costs, and delays of continued litigation.

[3] All Defendants save Charlotte and Cresline moved to dismiss on October 30, 2025; Defendants Charlotte and Cresline moved to dismiss on November 21, 2025.

20. The Parties have been engaged in settlement discussions for over a year. The negotiations were hard-fought over both the monetary and non-monetary (*e.g.*, cooperation) components of the Settlement. Over the course of two in-person mediations with Miles Ruthberg[4] in Fall 2025, as well as many phone calls and emails over the year following those unsuccessful mediations, the parties reached an agreement in principle reflected in a Settlement Agreement executed on November 17, 2026. At all times, the negotiations were at arm's length, and counsel zealously advocated for their respective clients.

III. COOPERATION

21. In addition to agreeing to pay $119,500,000 in monetary consideration, Westlake has agreed to provide NCSPs as part of the Settlement extensive cooperation in their ongoing prosecution of claims against the remaining Defendants. Westlake's cooperation includes providing NCSPs with: (a) six depositions; (b) three live trial witnesses, in the event that NCSPs' claims against any of the remaining Defendants proceed to trial; (c) all documents produced by Westlake to DOJ in connection with DOJ's investigation; (d) collection and search of eleven document custodians' files that NCSP counsel selects; and (e) declarations to establish the authenticity and admissibility of Westlake's documents.

22. The value of Westlake's cooperation is critical at this juncture of the lawsuit. While NCSPs have obtained highly valuable information from OPIS, Atkore, Northern Pipe and Vinyltech, and Pipelife, Westlake's cooperation provides significant insight into all segments of the PVC Pipe Systems market on a schedule accelerated compared to the schedule adopted by the

[4] The Parties selected Miles Ruthberg of Phillips ADR to serve as mediator. Mr. Ruthberg is a former Global Chair of Latham & Watkins LLP's Litigation & Trial Department and law clerk to Justice Thurgood Marshall, who has personally closed over $4 billion in settlements across antitrust, securities, and complex commercial matters and is widely regarded as one of the preeminent mediators in the country.

Court on November 12, 2026. *See* ECF No. 977 (requiring substantial completion of documents by September 17, 2027).

IV. SELECTION OF ESCROW AGENT AND SETTLEMENT ADMINISTRATOR

23. Interim Co-Lead Class Counsel propose Kroll Settlement Administration ("Kroll") to serve as Settlement Administrator, having the duties and responsibilities as described in the Settlement Agreement. Interim Co-Lead Class Counsel previously selected Kroll after reviewing the available options and undertaking a rigorous bidding process consisting of bids from four experienced settlement administration firms. As indicated in the Reed Declaration, Kroll has been in the business of administering class action settlements for decades and has administered thousands of class action settlements, including many well-known antitrust settlements. Interim Co-Lead Class Counsel believe Kroll is qualified to serve as Settlement Administrator and request that the Court approve this selection. The Court previously appointed Kroll as Settlement Administrator in connection with the settlements with OPIS, Atkore, Northern Pipe and Vinyltech, and Pipelife. ECF Nos. 362, 734, 779, & 842.

24. Interim Co-Lead Class Counsel propose Huntington National Bank ("HNB") to serve as Escrow Agent, having the duties and responsibilities as described in the Settlement Agreement. HNB was established in 1866, holds over $50 billion in assets, and has more than 700 branches nationwide. A declaration from HNB's Robyn Griffin is included with the Motion. HNB's National Settlement Team has handled more than 2,500 settlements for law firms, claims administrators, and regulatory agencies. *See* ECF Nos. 725-4 to 725-6 (attaching examples of other cases in which HNB was appointed Escrow Agent). Interim Co-Lead Class Counsel believe that HNB is qualified to serve as Escrow Agent and request that the Court approve our selection. The

Court previously appointed Huntington as Escrow Agent in connection with the settlements with OPIS, Atkore, Northern Pipe and Vinyltech, and Pipelife. ECF Nos. 362, 734, 779, & 840.

V. MISCELLANEOUS

25. This Declaration and the Memorandum attaches an unpublished case, *In re Broiler Antitrust Litigation*, 1:16-cv-08637, ECF No. 462 (N.D. Ill. Aug. 18, 2017), as **Exhibit 2**.

VI. CONCLUSION

26. For the reasons set forth herein, in Plaintiffs' motion for preliminary approval of the Settlement, and in the documents filed in support thereof, we believe the Settlement is fair, reasonable, and adequate and will substantially advance NCSPs' knowledge of acts taken in furtherance of the conspiracy by the remaining Converter Defendants. As such, we believe that the Court should grant Plaintiffs' motion for preliminary approval of the Settlement and to certify, for purposes of effectuating the Settlement, the Settlement Class.

* * *

I declare under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct. Executed on the 19th day of November, 2026 in Minneapolis, Minnesota.

/s/ Brian D. Clark
Brian D. Clark

I declare under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct. Executed on the 19th day of November, 2026 in New York, New York.

/s/ Karin E. Garvey
Karin E. Garvey