

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF LOUISIANA**

**IN RE: POOL PRODUCTS DISTRIBUTION
MARKET ANTITRUST LITIGATION**

**THIS DOCUMENT RELATES TO: ALL
ACTIONS**

* **MDL NO. 2328**
*
* **SECTION R/2**
*
*
* **Judge Vance**
* **Mag. Judge Wilkinson**
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**PLAINTIFFS' FOURTH STATUS REPORT ON FACT DISCOVERY PURSUANT TO
PRETRIAL ORDER NO. 17**

Pursuant to the Court's Pre-Trial Order Number 17, entered on March 7, 2013, direct purchaser plaintiffs ("DPPs") and indirect purchaser plaintiffs ("IPPs") hereby submit their fourth status report on the status of fact discovery. The DPPs' report on the status of discovery is included as Section I, the IPPs' report is included as Section II, and a report on the status of third-party discovery is included as Section III.

I. Status Report by the DPPs

a. Discovery From Defendants to DPPs

i. Search Terms

On March 7, 2013, the manufacturer defendants and PoolCorp each served plaintiffs with lists of search terms that each proposed to run across their own electronically stored information (ESI) to select documents to review for possible production. On March 11, 2013, DPPs served defendants with their proposed edits and additional proposed terms. Since that date, the parties have engaged in three telephonic meet-and-confer sessions and exchanged several rounds of written communications to attempt to reach agreements. Although DPPs are still awaiting final

confirmation from defendants, we believe the parties are at or near an agreement on the terms attached as Attachment A (manufacturer defendants) and Attachment B (PoolCorp). The parties have further agreed to work together in good faith to resolve any issues not uncovered by defendants' test runs that arise upon actual application of the agreed terms.

Throughout the meet-and-confer process, DPPs have worked to narrow certain string search terms that defendants have asserted returned "hits" in an excessive number of documents in their original forms. DPPs are awaiting defendants' response to the most recent iterations of two such proposed string search terms, and do not yet know whether an agreement has been reached. Those terms are as follows:

1. (Add or added or addition or additional or adding or open* or restrict*) w/3 (distributor* or distribution)
2. (Markets or market or mkt) w/5 (share* or geogr* or national or stud* or plan* or product* or report* or sunbelt or snowbelt or enter* or entr* or distrib* or demand or domin* or control* or channel* or fix* or destroy* or position or foothold)

DPPs believe that they are close to agreement with PoolCorp on two additional terms that DPPs have proposed: "Prelude" and "matrix or matrices." PoolCorp has asserted during meet-and-confer sessions that running these terms will produce an excessive number of unresponsive documents, and thus, the terms are asserted to be overly burdensome. DPPs have offered to narrow these terms if PoolCorp agrees to use its best efforts to search for and produce its pricing matrices for the relevant period, as well as otherwise responsive price management reports that were regularly generated during the relevant period.¹ PoolCorp has agreed to use its best efforts

¹ DPPs believe Prelude to be the name of PoolCorp's central pricing database from which a large number of regularly generated reports are obtained and in which a large amount of information

to search for these items within the documents it has already collected, but DPPs have requested that PoolCorp also search any other centralized source for such documents. The parties will continue to negotiate the scope of PoolCorp's search.

ii. Transaction Data

In Pretrial Order No. 17, the Court ordered defendants to respond to plaintiffs' questions about the transactional data each has produced by March 13, 2013. Responses were received from each defendant. On April 1, 2013, DPPs served additional follow-up questions and requests resulting from each defendant's response. DPPs are now awaiting additional responses from each defendant.

iii. Document Production

Since the opening of fact discovery on January 15, 2013, plaintiffs have received two productions of documents from the defendants:

- A January 16, 2013 production of catalogues from defendant Pentair; and
- A March 4, 2013 production predominantly comprised of catalogues from defendant Zodiac.

iv. Depositions

The depositions of all defendant witnesses taken by DPPs to date are listed in the table in Attachment C.

b. Discovery From DPPs to Defendants

i. Search Terms

on PoolCorp's pricing, vendors and costs are stored. In addition, DPPs believe that PoolCorp memorializes its prices in documents known as matrices (rather than price lists).

DPPs have received no edits or requests for additions to their proposed search terms for the named plaintiffs' ESI, and have set forth those terms in Attachment D. DPPs have applied the search terms to their collected ESI and will promptly commence their review and production.

ii. Document Production

Since the last status report to the Court, DPPs have made two additional document productions to defendants. These productions included:

- SPS Services, LLC (SPS_0001256-57)
- Aqua Clear Pools & Decks (AQUA_00000001-2557)

DPPs anticipate that further productions from the named plaintiffs will continue to be produced on a rolling basis.

II. Status Report by the IPPs

IPPs' counsel are cooperating with and supporting the efforts of counsel for DPPs. The first class plaintiff was deposed on March 22nd in Los Angeles by defendants. The next class plaintiff is scheduled for deposition on April 22nd in Miami. The remaining two class plaintiffs are scheduled for May. Documents are being produced for each plaintiff in accordance with the current schedule. There are no other discovery issues relating to the IPPs at this time.

III. Status Report on Third-Party Discovery

Pursuant to Pretrial Order No. 17, DPPs have served or attempted to serve subpoenas *duces tecum* on 38 third-party entities. In addition, the first of the third-party depositions noticed by defendant Pentair went forward on April 1, 2013.

Dated: April 2, 2013

/s/ Russ M. Herman
Russ M. Herman
HERMAN, HERMAN & KATZ, LLC
820 O'Keefe Avenue
New Orleans, LA 70113
504-581-4892

/s/ Camilo Kossy Salas, III
Camilo Kossy Salas, III
SALAS & CO., LC
650 Poydras St.
New Orleans, LA 70130
504-799-3080

Robert N. Kaplan
Gregory K. Arenson
**KAPLAN FOX &
KILSHEIMER LLP**
850 Third Avenue
New York, NY 10022
212-687-1980

Ronald J. Aranoff
Dana Statsky Smith
**BERNSTEIN LIEBHARD
LLP**
10 East 40th Street
New York, NY 10016
212-779-1414

Jay L. Himes²
**LABATON SUCHAROW
LLP**
140 Broadway
New York, NY 10005
212-907-0700

**Liaison Counsel and Executive Committee Counsel
for the Direct Purchaser Plaintiffs and the Class**

/s/ Tom Brill
Thomas H. Brill
Law Office of Thomas H. Brill
8012 State Line Road, Suite 102
Leawood, Kansas 66208
913-677-2004

Liaison for Indirect Purchaser Class Plaintiff

² Jay L. Himes is substituted in place of Hollis L. Salzman, who is no longer with the firm of Labaton Sucharow, LLP.

CERTIFICATE OF SERVICE

I hereby certify that the above and foregoing Plaintiffs' Fourth Status Report on Fact Discovery Pursuant to Pretrial Order No. 17 has been served on Direct Purchaser Plaintiffs' Co-Liaison Counsel, Russ Herman and Camilo Salas, III, Indirect Purchaser Plaintiffs' Liaison Counsel, Thomas H. Brill, Defendants' Liaison Counsel, William Gaudet, and Manufacturer Defendants' Liaison Counsel, Wayne Lee, by e-mail and upon all parties by electronically uploading the same to LexisNexis File & Serve in accordance with Pretrial Order No. 8, and that the foregoing was electronically filed with the Clerk of Court of the United States District Court for the Eastern District of Louisiana by using the CM/ECF System, which will send a notice of electronic filing in accordance with the procedures established in MDL 2328, on this 2nd day of April, 2013.

/s/ Leonard A. Davis _____

LEONARD A. DAVIS

Attachment A**Currently Agreed Search Terms To Be Applied To Manufacturer Defendants' Documents**¹

Term	Manufacturer Defendants²
American Pool Supply	All
Analys* w/3 (revenue* or cost* or profit*) w/3 (customer* or agreement* or relationship)	All
Aquatech	All
Business w/2 plan	All
Care Craft	All
Carecraft	All
Competit*	All
(contract* or agreement*) w/5 (customer* or employ* or vendor* or supplier* or distrib* or incentiv* or supply or VIP or market*)	All
Customer w/3 criteria	All
Discount w/5 (formula or polic* or procedure*)	All ³
Discount Pool Supply	All
Disfavor* w/3 customer	All
Disincentiv* w/3 customer	All
Exclusiv* w/5 (agree* or product* or label or distribut*)	All
Exclud* w/5 (entr* or market*)	All
Expand* w/5 (location* or footprint or geogr* or deal*)	All

¹ DPPs await final confirmation that these terms have been accepted by the manufacturer defendants. Two string searches, not listed here, as the subject of continued negotiations.

² Certain terms are to be applied to less than all manufacturer defendants' ESI.

³ DPPs agreement to this term is subject to the defendants' commitment to work with DPPs to locate, on a timely basis and prior to June 1, 2013, documents necessary to calculate the net price paid for Pool Products taking into account any rebates, incentives or discounts.

Term	Manufacturer Defendants²
(Florida w/1 Water) or FWP	All
IDN	All
Incentive* w/5 (formula* or polic* or procedure*)	All ⁴
Marketshare	All
Marketing w/3 allowance*	All
(Most w/1 Favored) or (Favored w/1 Nation)	All
MFN	All
New w/5 (distribut* or customer*)	All
New w/3 entrant*	All
New w/2 location*	All
"Partner Incentive Program*"	All
PC	All
"PIP Non Standard"	All
"PIP Standard"	All
Pool Corp*	All
"Pool Source"	All
Curtis w/3 Chris* All	All
Watley*	All
Poolcorp.com	All
Prefer* w/5 (treat* or vendor* or relation* or supplier*)	All

⁴ DPPs agreement to this term is subject to the defendants' commitment to work with DPPs to locate, on a timely basis and prior to June 1, 2013, documents necessary to calculate the net price paid for Pool Products taking into account any rebates, incentives or discounts.

Term	Manufacturer Defendants ²
Present* w/5 (committee* or board)	
Present* w/5 (sales or market* or strategy)	All
Pric* w/3 (list* or polic* or forecast* or strateg* or analy* margin* or flyer* or announc* or distrib* or fix* or MAP*)	All
(Refrain* or restrict*) w/3 (deal* or sale* or sell* or open*)	All
Refus* w/3 (deal* or sale* or sell* or open*)	All
Reject* w/5 (customer* or distrib*)	All
Retaliat*	All
SCP	All
SPP	All
standard w/3 pric*	All
strateg* w/3 plan*	All
(study or plan or present*) w/3 (sales or market* or business or strateg*)	All
Superior Pool	All
Threat* w/3 (termin* or discrim* or harm)	All
Turn* Down w/3 distribut* or customer*	All
VIP w/2 Program	All
VIP w/2 (vendor or supplier)	All
"Windo"	All
(worse or disadvantageous or advantageous or discrim* or inferior or poor*) w/3 (deal* or treat* or rebate* or pric*)	All
Hayward	Zodiac and Pentair

Term	Manufacturer Defendants²
Haywardnet.com	Zodiac and Pentair
Heyward	Zodiac and Pentair
Buffa* or Carlo	Zodiac and Pentair
Mayer w/3 Jack	Zodiac and Pentair
Fisher w/3 Bruce	Zodiac and Pentair
Jandy	Pentair and Hayward
Jandy.com	Pentair and Hayward
Zodiac	Pentair and Hayward
Zodiak	Pentair and Hayward
Zodiac.com	Pentair and Hayward
zmp-zodiac.com	Pentair and Hayward
Gillette w/3 (Vance or Vince)	Pentair and Hayward
Barracuda	Pentair and Hayward
Polaris	Pentair and Hayward
Waterpik	Pentair and Hayward
Pentair	Hayward and Zodiac
Sta-rite	Hayward and Zodiac
(National w/2 Tile) or NPT	Hayward and Zodiac
Murray w/3 Dav*	Hayward and Zodiac
Whitehurst*	Hayward and Zodiac

Term	Manufacturer Defendants²
Golden w/3 Gary [HAYWARD AND ZODIAC ONLY]	Hayward and Zodiac
Aqua Clear	All
Aquaclear	All
Imperial	All
A Plus Pool*	All
A-Plus Pool*	All
Liquid w/1 Art	All
Pool PhD	All
Pool Ph.D	All
Oasis w/1 Pool*	All
(Only w/1 Alpha) or (OnlyAlpha) or (Alpha w/1 3) or (Alpha3)	All
"Pro Pool"	All
SPS	All
"Premier Pools"	All
Thatcher	All
Pearl w/2 Alan	All
McClelland*	All
Boucher	All
Broussard	All
Whitfield	All
Murawski	All

Term	Manufacturer Defendants²
Thatcher	All
Hilton not (hotel or reserv*)	All
ATX	All
(Gulf w/1 Coast) or (Gulfcoast)	All
Cardinal	All
WEK w/1 Associates	All
Brenntag	All
Aquastar	All
Aqaustar	All
Mareva	All
Pacific Pools	All
Baystate	All
Atlas w/3 Ron*	All
Bradley w/3 Skip	All
Byrd w/3 Stev*	All
Byrd w/3 Stephen	All
Canaday	All
Canad*y	All
Canad*y	All
Castator	All
Coulter	All
Crocket*	All

Term	Manufacturer Defendants²
Cook w/3 (Dav* or Bill)	All
Dent w/3 Dav*	All
Dytrt	All
Epple	All
Epstein w/3 Josh*	All
Fauset*	All
Garcia w/3 (Tom* or John*)	All
Garcia w/3 Thomas	All
Gwaltney	All
Haas w/3 Bill	All
Haas w/3 Will*	All
King w/3 Shelly	All
Knox w/3 Bill	All
Knox w/3 Will*	All
Krakora	All
Lacey w/3 Jack	All
Latino w/3 Dominick	All
Lav*n w/1 Mark	All
Levin w/3 Scott	All
Learn w/3 Doug*	All
Lohf*	All
Manny	All

Term	Manufacturer Defendants²
Maurer or Tmaurer*	All
Moyer w/3 Ken*	All
(Murphy w/3 John) or JMM	All
Nelson w/3 Steve*	All
Nelson w/3 Stephen	All
O'Dell w/3 Dale	All
O'Dell	All
("O'Neill" or "O'Neil") w/3 (Michael or Mike)	All
Perez de la Mesa w/3 Manuel J.	All
Perez w/6 Manuel	All
Ruesch w/3 Tim*	All
Salas w/3 Ern*	All
Salvo w/3 John	All
Saxer w/3 Tim*	All
Shuherk	All
Shuherk	All
Snodgrass	All
Romain w/3 Ken*	All
Thielscher	All
Wallace w/3 Mike	All
Wallace w/3 Michael	All
Walter w/3 Paul	All

Term	Manufacturer Defendants²
Watters	All
(distribut* or channel*) w/3 support	All
buying w/2 group*	All
Greg w/3 Howard	All
agree* w/3 open	All
(back w/1 end) w/15 (deal* or discount* or rebate*)	All
backend w/15 (deal* or discount* or rebate*)	All
monopoly or monopolize	All
(federal w/1 trade) or FTC	All
(PK w/1 Data) or Pkdata	All
share w/5 (loss or gain)	All
Accordino	All
Adcock	All
aldenleeds.com	All
antitrust or anticompetitive or (anti w/2 competitive)	All
Aquagon or (Aqua w/1 gon)	All
Backlash	All
Boettcher*	All
Browne w/1 Thomas or Tom*	All
BT2	All
Burba	All

Term	Manufacturer Defendants²
Cactus w/1 Valley	All
Cobian	All
(Del w/1 Amo) or Delamo	Hayward and Zodiac
Deutsch w/1 Chris*	All
Diamond w/2 (Andrew or Andy)	Pentair and Zodiac
disciplin*	All
Dissinger	Pentair and Zodiac
Diversified w/25 (distrib* or Epstein or open* or jet*)	All
Williams w/2 Donna	All
(Early w/1 Buy) w/5 (program or rebate)	All
Easterlin* w/2 Lynn	All
Engel w/2 (Thomas or Tom*)	All
Five w/1 County	All
Frantz	All
Frykman	Hayward and Zodiac
(Grendal* or Grendel*) w/2 Dav*	All
Guild w/3 (Master or member*)	All
Harben	All
Hogan w/2 Rand*	Hayward and Zodiac
Horner*	All
Housey w/2 Melan*	All

Term	Manufacturer Defendants²
Hulme w/2 (John* or Jon*)	All
Jetline* or (Jet w/1 Line)	All
Keller w/2 Don*	All
Laube w/2 (Jim or James)	All
loyal w/5 (distrib* or channel*)	All
Massa	Pentair and Zodiac
Miller w/2 (Bob or Robert)	Hayward and Zodiac
Nationwide w/5 (distrib* or vegas)	All
Nofie w/2 Alfonso	All
PBS or "Pool Builder Supply" or "Pool Builders Supply"	All
pentairpool.com	Hayward and Zodiac
pentairwater.com	Hayward and Zodiac
PEP	All
Pioneer w/5 (pool* or direct* or distrib*)	All
Pool w/1 Quip	All
Portal	All
Postoll or (Ric* w/2 Postal) or (Ric* w/2 Postol)	All
Pseudo w/2 distrib*	All

Term	Manufacturer Defendants²
Rebate* w/5 (formula* or polic* or procedure*)	All ⁵
Report* w/3 (Manager* or President* or Field or Region* or Quarter* or Annual*)	All
rumor* w/15 (distrib* or open* or clos* or location or branch or market)	All
Schrock	Hayward and Zodiac
Schultz w/5 (Ron* or Tara)	All
scppool.com	All
(secret* or secrecy) w/5 (deal* or agree* or program*)	All
(sell* w/1 direct*) w/5 agree*	All
Sethman w/2 John	All
Shay or Oliphant	All
Shoreline or (shore w/1 line)	All
Silber	Pentair and Zodiac
Stockbridge w/2 Gary or Garry	All
superiorpool.com	All
swimmingpool.com	All
Sylvester w/2 Ted*	All
Tarleton	All
Terry w/2 Allen	All

⁵ DPPs agreement to this term is subject to the defendants' commitment to work with DPPs to locate, on a timely basis and prior to June 1, 2013, documents necessary to calculate the net price paid for Pool Products taking into account any rebates, incentives or discounts.

Term	Manufacturer Defendants²
Tracy w/2 Thompson	All
Vak w/1 Pak	All
White w/2 Don*	All
Whitmarsh	Pentair and Zodiac
Wilson w/2 Chris	All
Todd w/2 Cramer	Pentair and Hayward
Damaska	Pentair and Hayward
Ferguson w/2 Scott*	Pentair and Hayward
Franzen	Pentair and Hayward
Frost w/2 Scott*	Pentair and Hayward
Craig w/2 Goodson	Pentair and Hayward
Calvin w/2 Johnston	Pentair and Hayward
Nibler	Pentair and Hayward
Prudhomme w/2 (Tony or Anthony)	Pentair and Hayward
Rasp	Pentair and Hayward
Michelle w/2 Baldwin	Pentair and Hayward
Barry w/2 Greenwald	Pentair and Hayward
"Jason Anderson"	Pentair and Hayward
Enrique w/2 Gomez	Pentair and Hayward
(Bob* or Rob*) w/2 Haning	Pentair and Hayward

Term	Manufacturer Defendants²
Lamacz	Pentair and Hayward
Markowitz w/2 (Stev* or Stephen)	Pentair and Hayward
Mullikin	Pentair and Hayward
Ronald w/2 Soto	Pentair and Hayward
Tamburri	Pentair and Hayward
John w/2 Brown	Pentair and Hayward
Bushey w/2 Scott*	Pentair and Hayward
Cason w/2 Chris*	Pentair and Hayward
Marvin w/1 Cruz	Pentair and Hayward
Grant w/2 Eaton	Pentair and Hayward
Rudy w/2 Garcia	Pentair and Hayward
Ric w/2 Hart	Pentair and Hayward
Henley w/2 Jo*	Pentair and Hayward
"James Hill" or "Jim Hill"	Pentair and Hayward
Huffman w/2 Brand*	Pentair and Hayward
Ingrando	Pentair and Hayward
Jagello	Pentair and Hayward
Prokop	Pentair and Hayward
Sadler w/2 (Bob* or Rob*)	Pentair and Hayward
Adrian w/2 Sanchez	Pentair and Hayward

Term	Manufacturer Defendants²
Jody w/2 Smith	Pentair and Hayward
Warriner w/2 Dan*	Pentair and Hayward
Evan w/2 Williams	Pentair and Hayward
Document w/3 (delet* OR destruct* OR destroy*)	All
“destroy after reading”	All
eyes w/1 only	All

Attachment B**Currently Agreed Search Terms To Be Applied To PoolCorp Documents¹**

I. Search Term
American Pool Supply
Analys* w/3 (revenue* or cost* or profit*) w/3 (customer* or agreement* or relationship)
Aquatech
Business w/2 plan
Care Craft
Carecraft
Competit*
(contract* or agreement*) w/5 (customer* or employ* or vendor* or supplier* or distrib* or incentiv* or supply or VIP)
Customer w/3 criteria
Discount* w/5 (formula or polic* or procedure*) ²
Discount Pool Supply
Disfavor* w/3 customer
Disincentiv* w/3 customer
Exclusiv* w/5 (agree* or product* or label or distribut*)
Exclud* w/5 (entr* or market*)
Expand* w/5 (location* or footprint or geogr* or deal*)

¹ Two string searches, not listed here, as the subject of continued negotiations.

² DPPs agreement to this term is subject to the PoolCorp's commitment to work with DPPs to locate, on a timely basis and prior to June 1, 2013, documents necessary to calculate the net price paid for Pool Products taking into account any rebates, incentives or discounts.

I. Search Term
(Florida w/1 Water) or FWP
IDN
Incentive* w/5 (formula* or polic* or procedure*) ³
Marketshare
Marketing w/3 allowance*
(Most w/1 Favored) or (Favored w/1 Nation)
MFN
New w/5 distribut*
New w/3 entrant*
New w/2 location*
"Pool Source"
Curtis w/3 Chris*
Watley*
Prefer* w/5 (treat* or vendor* or relation* or supplier*)
Present* w/5 (committee* or board)
Present* w/5 (sales or market* or strategy)
Pric* w/3 (list* or polic* or forecast* or strateg* or analy* margin* or flyer* or announc* or distrib* or fix* or MAP*)
(Refrain* or restrict*) w/3 (deal or sale* or sell* or open*)

³ DPPs agreement to this term is subject to the PoolCorp's commitment to work with DPPs to locate, on a timely basis and prior to June 1, 2013, documents necessary to calculate the net price paid for Pool Products taking into account any rebates, incentives or discounts.

I. Search Term
Refus* w/3 (deal* or sale* or sell* or open*)
Reject* w/5 distrib*
Retaliat*
standard w/3 pric*
strateg* w/3 plan*
(study or plan or present*) w/3 (sales or market* or business or strateg*)
"Superior Pool Services"
Threat* w/3 (termin* or discrim* or harm)
Turn* Down w/3 distribut* or customer*
VIP w/2 Program
VIP w/2 (vendor or supplier)
"Windo"
(worse or disadvantageous or advantageous or discrim* or inferior or poor*) w/3 (deal* or treat* or rebate* or pric*)
Haywardnet.com
Heyward
Buffa* or Carlo
Mayer w/3 Jack
Fisher w/3 Bruce
Jandy.com
Zodiak

I. Search Term
Zodiac.com
zmp-zodiac.com
Gillette or Vance
Barracuda
Sta-rite
Murray w/1 Dav*
Whitehurst*
Golden w/3 Gary
Aqua Clear
Aquaclear
Imperial
A Plus Pool*
A-Plus Pool*
Liquid w/1 Art
Pool PhD
Pool Ph.D
Oasis w/1 Pool*
(Only w/1 Alpha) or (OnlyAlpha) or (Alpha w/1 3) or (Alpha3)
"Pro Pool"
SPS
"Premier Pools"

I. Search Term
Thatcher
Pearl w/2 Alan
McClelland*
Boucher
Broussard
Whitfield
Murawski
Thatcher
Hilton not (hotel or reserv*)
ATX
(Gulf w/1 Coast) or (Gulfcoast)
Cardinal
WEK w/1 Associates
Brenntag
Aquastar
Aquastar
Mareva
Pacific Pools
Baystate
Atlas w/3 Ron*
Bradley w/3 Skip
Byrd w/3 Stev*

I. Search Term
Byrd w/3 Stephen
Castator
Coulter
Crocket*
Dent w/3 Dav*
Dytrt
Epple
Epstein w/3 Josh*
Fauset*
Gwaltney
Haas w/3 Bill
Haas w/3 Will*
Knox w/3 Bill
Knox w/3 Will*
Krakora
Lacey w/3 Jack
Lav*n w/1 Mark
Levin w/3 Scott
Learn w/3 Doug*
Lohf*
Maurer or Tmaurer*

I. Search Term
Moyer w/3 Ken
(Murphy or JMM) w/50 (committee* or meeting* or minute* or program* or attendee*)
Ruesch w/3 Tim*
Salvo w/3 John
Saxer w/3 Tim*
Shuherk ⁴
Snodgrass
Thielscher
Wallace w/3 Mike
Wallace w/3 Michael
Watters
(distribut* or vendor* or supplier* or channel*) w/3 support*
buying w/2 group*
Greg w/3 Howard
agree* w/3 open
(back w/1 end) w/15 (deal* or discount* or rebate*)
backend w/15 (deal* or discount* or rebate*)
monopoly or monopolize
(federal w/1 trade) or FTC
(high or low or ero* or maintain*) w/2 margin*
(PK w/1 Data) or Pkdata

⁴ Search limited to documents created after March 14, 2008.

I. Search Term
share w/5 (loss or gain)
Adcock
Albee w/2 Dav*
aldenleeds.com
antitrust or anticompetitive or (anti w/2 competitive)
Aquagon or (Aqua w/1 gon)
acquisition*
Backlash
Bragg w/2 Doug*
Browne w/1 Thomas or Tom*
BT2
Cactus w/1 Valley
Caldwell w/2 Dav*
Cannon w/2 (Jon or John)
CLI
Cobian
Cummings
Davis w/2 (Robert or Bob)
(Del w/1 Amo) or Delamo
Devin w/1 Cahn
Diamond w/2 (Andrew or Andy)

I. Search Term
disciplin*
Dissinger
Diversified w/25 (distrib* or Epstein or open* or jet*)
Duhammel* or Duhamel*
(Early w/1 Buy) w/5 (program or rebate)
Echols w/2 (Mike or Michael)
Evans w/2 (Thomas or Tom*)
Fisher w/2 Jim
Five w/1 County
Frykman
Guild w/3 (Master or member*)
Harben
Haviland
Hogan w/2 Rand*
Horner*
Huntley w/2 Matt*
Jacobbsen w/2 Eric
(Jetline* or (Jet w/1 Line)) w/10 (Epstein or distrib* or compet* or levinson)
Kahle
loyal w/5 (distrib* or channel* or supplier* or vendor* or PoolCorp or SCP or SPP or PC or Pool)

I. Search Term
Manno
Mapei
Massa
Metkovich
Miller w/2 (Bob or Robert)
Nationwide w/5 (dealer or distrib* or vegas)
Nichols w/2 (Bob or Robert)
noncompet* or (non w/1 compet*)
Oster w/2 John
Parrish w/2 Chris*
PBS or "Pool Builder Supply" or "Pool Builders Supply"
pentairpool.com
pentairwater.com
PEP
Piessens
Pioneer w/5 (pool* or direct* or distrib*)
Pool w/1 Quip
Porter w/2 Dan*
Potucek
Quiroz
Pseudo w/2 distrib*

I. Search Term
Rebate* w/5 (formula* or polic* or procedure*) ⁵
Report* w/3 (Manager* or President* or Region* or Quarter*)
Roloff w/2 Sand*
Ruis w/2 Dennis
rumor* w/15 (distrib* or open* or clos* or location or branch or market)
Schrock
Schultz w/5 (Ron* or Tara)
(secret* or secrecy) w/5 (deal* or agree* or program*)
(sell* w/1 direct*) w/5 agree*
Shoreline or (shore w/1 line)
Silber
Stellar
swimmingpool.com
Tacconi
Tara w/10 (Ron* or Manuf* or agree*)
(VaK w/1 Pak) w/10 (agree* or Hayward or Pentair or Jandy or Zodiac)
Whitmarsh
Zorn

⁵ DPPs agreement to this term is subject to the PoolCorp's commitment to work with DPPs to locate, on a timely basis and prior to June 1, 2013, documents necessary to calculate the net price paid for Pool Products taking into account any rebates, incentives or discounts.

I. Search Term
Todd w/2 Cramer
Damaska
Ferguson w/2 Scott
Franzen
Frost w/2 Scott*
Craig w/2 Goodson
Calvin w/2 Johnston
Nibler
Prudhomme w/2 (Tony or Anthony)
Rasp
Michelle w/2 Baldwin
Barry w/2 Greenwald
"Jason Anderson"
Enrique w/2 Gomez
(Bob* or Rob*) w/2 Haning
Lamacz
Markowitz w/2 (Stev* or Stephen)
Mullikin
Ronald w/2 Soto
Tamburri

I. Search Term
John w/2 Brown
Bushey w/2 Scott*
Cason w/2 Chris*
Marvin w/1 Cruz
Grant w/2 Eaton
Rudy w/2 Garcia
Ric w/2 Hart
Henley w/2 Jo*
James Hill or "Jim Hill"
Huffman w/2 Brand*
Ingrando
Jagello
Prokop
Sadler w/2 (Bob* or Rob*)
Adrian w/2 Sanchez
Jody w/2 Smith
Warriner w/2 Dan*
Evan w/2 Williams
Document w/3 (delet* OR destruct* OR destroy*)
“destroy after reading”

I. Search Term
eyes w/1 only

II. Proposed Substitute Search Terms for “Prelude” and “Matrix or Matrices”^{6 1}
Manny and matrix* ⁷
Manny and matri*es
Matrix* w/20 procedure*
Matri*es w/20 procedure*
Matrix* w/20 polic*
Matri*es w/20 polic*
Matrix* w/20 control*
Matri*es w/20 control*
Matri*es and “pricing management”
Matrix* and “pricing management”
Matrix* w/20 management
Matri*es w/20 management
Matrix* w/25 PMM
Matri*es w/25 PMM

⁶ The following search terms are those that DPPs agreed to substitute for the terms “matrix or matrices” and “prelude” in exchange for PoolCorp’s commitment use its best efforts to search for and produce its pricing matrices for the relevant period, as well as otherwise responsive price management reports that were regularly generated during the relevant period. The parties continue to negotiate whether PoolCorp will search for these items only within its already collected documents, or whether it will search otherwise available centralized sources of pricing matrixes and regularly generated reports for the time period.

Matrix* w/25 committee*
Matr*es w/25 committee*
Matrix* w/20 margin*
Matri*es w/20 margin*
Matrix* w/10 override
Matrix* w/10 (over w/1 ride)
Manny and (prelude w/10 pric*)
Prelude w/20 procedure*
Prelude w/20 polic*
Prelude w/25 control*
Prelude w/25 management
Prelude w/25 manage
Prelude w/25 PMM
Prelude and committee*
Prelude and meeting*
Prelude w/20 margin*
Pric* w/2 control*

Attachment C

Depositions of Defendant Witnesses Taken by DPPs			
<u>Date</u>	<u>Deponent Name</u>	<u>Company Affiliation</u>	<u>Deposition Location</u>
March 19, 2013	Jon Damaska	Zodiac	Chicago, IL
March 20, 2013	Scott Bushey	Zodiac	Chicago, IL
April 2, 2013	Pentair 30(b)(6) on Code of Conduct	Pentair	Raleigh, NC

Attachment D

Agreed Search Terms To Be Applied To DPP Documents

Search Terms
(Add* or open* or restrict*) w/3 (distributor* or distribution)
American Pool Supply
Analys* w/3 (revenue* or cost* or profit*) w/3 (agreement* or relationship)
Aquatech
Business w/2 plan
Care Craft
Carecraft
Competit*
(contract* or agreement*) w/5 (customer* or employ* or gentleman* or vendor* or supplier* or distrib* or incentiv* or supply or mutual or VIP or market*)
Discount* w/5 (formula or polic* or procedure*)
Discount Pool Supply
Exclusiv* w/5 (agree* or product* or label or distribut*)
Exclud* w/5 entr* or market*
Expand* w/5 (location* or footprint or geogr* or deal*)
(Florida w/1 Water) or FWP
IDN
incentive* w/5 (formula* or polic* or procedure*)

Search Terms
(Market* or mkt) w/5 (size or share* or geogr* or region* or national or local or pric* or stud* or plan* or product* or or agree* or report* or major or sunbelt or snowbelt or enter* or entr* or distrib* or demand or key or domin* or control* or cost* or channel* or fix* or analy* or destroy* or support* or position or foothold or lead* or rais* or lower*)
Marketshare
Marketing w/3 allowance*
(Most w/1 Favored) or (Favored w/1 Nation)
MFN
New w/5 distribut*
New w/3 entrant*
New w/2 location*
"Partner Incentive Program*"
PC
"PIP Non Standard"
"PIP Standard"
Pool Corp*
"Pool Source"
Curtis w/3 Chris*
Watley*
Poolcorp.com
Prefer* w/5 (treat* or vendor* or relation* or supplier*)
Present* w/5 (committee* or board)
Present* w/5 (sales or market* or strategy)

Search Terms
Pric* w/3 (level* or list* or polic* or forecast* or strateg* or analy* or reduc* or increas* or rais* or low* or cut* or margin* or matrix or flyer* or announc* or dealer* or distrib* of fix* or agree* or direct* or customer* or high* or maintain* or MAP*)
(Refrain* or restrict*) w/3 (deal or sale* or sell* or open*)
Refus* w/3 (deal* or sale* or sell* or open*)
Reject* w/5 distrib*
Retaliat*
standard w/3 pric*
strateg* w/3 plan*
(study or plan or present*) w/3 (sales or market* or business or strateg*)
Superior Pool
Threat* w/3 (termin* or discrim* or harm)
Turn* Down w/3 distribut*
VIP w/2 Program
VIP w/2 (vendor or supplier)
"Windo"
(worse or disadvantageous or discrim* or better or special or inferior or poor*) w/3 (rebate* or pric*)
Hayward
Haywardnet.com
Heyward
Buffa* or Carlo
Mayer w/3 Jack

Search Terms
Fisher w/3 Bruce
Jandy
Jandy.com
Zodiac
Zodiak
Zodiac.com
zmp-zodiac.com
Gillette or Vance
Barracuda
Polaris
Waterpik
Pentair
Sta-rite
*National w/2 Tile) or NPT
Murray w/3 Dav*
Whitehurst*
Golden w/3 Gary
Aqua Clear
Aquaclear
Imperial
(Only w/1 Alpha) or (OnlyAlpha) or (Alpha w/1 3) or (Alpha3)
Boucher

Search Terms
Hilton not (hotel or reserv*)
ATX
(Gulf w/1 Coast) or (Gulfcoast)
Cardinal
WEK w/1 Associates
Brenntag
Aquastar
Aqaustar
Mareva
Pacific Pools
Baystate
Atlas w/3 Ron*
Bradley w/3 Skip
Byrd w/3 Stev*
Byrd w/3 Stephen
Canaday
Canad*y
Canad*y
Castator
Coulter
Crocket*

Search Terms
Cook w/3 (Dav* or Bill)
Dent w/3 Dav*
Dytrt
Epple
Epstein w/3 Josh*
Fauset*
Garcia w/3 (Tom* or John*)
Garcia w/3 Thomas
Gwaltney
Haas w/3 Bill
Haas w/3 Will*
King w/3 Shelly
Knox w/3 Bill
Knox w/3 Will*
Krakora
Lacey w/3 Jack
Latino w/3 Dominick
Lav*n w/1 Mark
Levin w/3 Scott
Learn w/3 Doug*
Lohf*
Manny

Search Terms
Maurer or Tmaurer*
Moyer w/3 Ken
(Murphy w/3 John) or JMM
Nelson w/3 Steve*
Nelson w/3 Stephen
O'Dell w/3 Dale
O'Dell
("O'Neill" or "O'Neil") w/3 (Michael or Mike)
Perez de la Mesa w/3 Manuel J.
Perez w/6 Manuel
Ruesch w/3 Tim*
Salas w/3 Ern*
Salvo w/3 John
Saxer w/3 Tim*
Shuherk
Snodgrass
Romain w/3 Ken*
Thielscher
Wallace w/3 Mike
Wallace w/3 Michael
Walter w/3 Paul
Watters

Search Terms
(distribut* or vendor* or supplier* or channel*) w/3 support*
buying w/2 group*
Greg w/3 Howard
agree* w/3 open
(back w/1 end) w/15 (deal* or discount* or rebate*)
backend w/15 (deal* or discount* or rebate*)
monopoly or monopolize
(federal w/1 trade) or FTC
(high or low or ero* or maintain*) w/2 margin*
(PK w/1 Data) or Pkdata
share w/5 (loss or gain)
Accordino
Adcock
Albee w/2 Dav*
aldenleeds.com
antitrust or anticompetitive or (anti w/2 competitive)
Aquagon or (Aqua w/1 gon)
Backlash
Boettcher*
Bragg w/2 Doug*
Browne w/1 Thomas or Tom*

Search Terms
BT2
Burba
Cactus w/1 Valley
Caldwell w/2 Dav*
Cannon w/2 (Jon or John)
CLI
Cobian
Cummings
Davis w/2 (Robert or Bob)
(Del w/1 Amo) or Delamo
Deutsch w/1 Chris*
Devin w/1 Cahn
Diamond w/2 (Andrew or Andy)
disciplin*
Dissinger
Diversified w/25 (distrib* or Epstein or open* or jet*)
Duhammel* or Duhamel*
Williams w/2 Donna
(Early w/1 Buy) w/5 (program or rebate)
Easterlin* w/2 Lynn
Echols w/2 (Mike or Michael)
Engel w/2 (Thomas or Tom*)

Search Terms
Evans w/2 (Thomas or Tom*)
Fisher w/2 Jim
Five w/1 County
Frantz
Frykman
(Grendal* or Grendel*) w/2 Dav*
Guild w/3 (Master or member*)
Harben
Haviland
Hogan w/2 Rand*
Horner*
Housey w/2 Melan*
Hulme w/2 (John* or Jon*)
Huntley w/2 Matt*
Jacobbsen w/2 Eric
Jetline* or (Jet w/1 Line)
Kahle
Keller w/2 Don
Laube w/2 (Jim or James)
loyal w/5 (distrib* or channel* or channel* or supplier* or vendor* or PoolCorp or SCP or SPP or PC or Pool)
Manno

Search Terms
Mapei
Massa
Matrix or Matrices
Metkovich
Miller w/2 (Bob or Robert)
Nationwide w/5 (dealer or distrib* or vegas)
Nichols w/2 (Bob or Robert)
Nofie w/2 Alfonso
noncompet* or (non w/1 compet*)
Oster w/2 John
Parrish w/2 Chris*
PBS or "Pool Builder Supply" or "Pool Builders Supply"
pentairpool.com
pentairwater.com
PEP
Piessens
Pioneer w/5 (pool* or direct* or distrib*)
Pool w/1 Quip
Portal
Porter w/2 Dan*
Postoll or (Ric* w/2 Postal) or (Ric* w/2 Postol)

Search Terms
Potucek
Prelude
Quiroz
Pseudo w/2 distrib*
Rebate* w/5 (formula* or polic* or procedure*)
Report* w/3 (Manager* or President* or Field or Region* or Quarter* or Annual*)
Roloff w/2 Sand*
Ruis w/2 Dennis
rumor* w/15 (distrib* or open* or clos* or location or branch or market)
Schrock
Schultz w/5 (Ron* or Tara)
scppool.com
(secret* or secrecy) w/5 (deal* or agree* or program*)
(sell* w/1 direct*) w/5 agree*
Sethman w/2 John
Shay or Oliphant
Shoreline or (shore w/1 line)
Silber
Stellar
Stockbridge w/2 Gary or Garry
superiorpool.com

Search Terms
swimmingpool.com
Sylvester w/2 Ted*
Tacconni
Tara w/10 (Ron* or Manuf* or agree*)
Tarleton
Terry w/2 Allen
Tracy w/2 Thompson
Vac w/1 Pak
White w/2 Don*
Whitmarsh
Wilson w/2 Chris
Zorn
Todd w/2 Cramer
Damaska
Ferguson w/2 Scott
Franzen
Frost w/2 Scott*
Craig w/2 Goodson
Calvin w/2 Johnston
Nibler
Prudhomme w/2 (Tony or Anthony)
Rasp

Search Terms
Michelle w/2 Baldwin
Barry w/2 Greenwald
"Jason Anderson"
Enrique w/2 Gomez
(Bob* or Rob*) w/2 Haning
Lamacz
Markowitz w/2 (Stev* or Stephen)
Mullikin
Ronald w/2 Soto
Tamburri
John w/2 Brown
Bushey w/2 Scott*
Cason w/2 Chris*
Marvin w/1 Cruz
Grant w/2 Eaton
Rudy w/2 Garcia
Ric w/2 Hart
Henley w/2 Jo*
James Hill or "Jim Hill"
Huffman w/2 Brand*
Ingrando
Jagello

Search Terms
Prokop
Sadler w/2 (Bob* or Rob*)
Adrian w/2 Sanchez
Jody w/2 Smith
Warriner w/2 Dan*
Evan w/2 Williams
Document w/3 (delet* OR destruct* OR destroy*)
"destroy after reading"
eyes w/1 only