

COMMONWEALTH OF MASSACHUSETTS

WORCESTER, ss.

SUPERIOR COURT  
CIVIL ACTION  
NO. 2009-2166-D

**JAMESON MELLO, *et al.*,**  
**on Behalf of Themselves and Others Similarly Situated,**

**Plaintiffs,**

**vs.**

**MILFORD WATER COMPANY, *et al.*,**

**Defendants.**

**ORDER FOR NOTICE AND  
SCHEDULING OF HEARING ON SETTLEMENT**

The parties to the above-captioned action (the "Action"), having made a joint motion for an order for notice and scheduling of a hearing with respect to a settlement of the Action in accordance with a Stipulation and Settlement Agreement filed with the Court on or about June 18, 2014 (the "Stipulation"), which, together with the exhibits thereto, sets forth the terms and conditions for the proposed settlement of the Action (the "Settlement"), and which provides for the ultimate dismissal of the Action with prejudice; and the Court having considered the Stipulation and accompanying documents; and counsel for the Plaintiffs<sup>1</sup> and counsel for the Defendants<sup>2</sup> having consented, on behalf of their clients, to the entry of this Order;

<sup>1</sup> Jameson Mello, Julie Gamy, Lucy Mello, a minor by Jameson Mello and Julie Gamy, George Marotta, Elizabeth Marotta, Pamela A. Fields, Frances Weaver, Susan Calabro, Kenneth Calabro and all others similarly situated.

<sup>2</sup> Milford Water Company, R.H. White Construction Co., Inc., Whitewater, Inc., Leonard H. White, Estate of Leonard H. White, David H. White, Henry C. Papuga, Joseph F. Edwards, John Peters, III, and William J. Vitalini. This list includes both Defendants and Reach and Apply Defendants.

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NOW, THEREFORE, IT IS HEREBY ORDERED this 25<sup>th</sup> day of June, 2014, that:

1. Definitions. Except for terms defined herein (with the definitions to be applicable to both the singular and the plural forms of each term defined if both such forms of such term are used herein), the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. Approval of Notice. The Court approves, in form and content, the proposed Notice of Class Action Settlement and Settlement Hearing (the "Notice"), substantially in the form submitted by the parties to the Court. The Court further finds that the publication and mailing of the Notice, pursuant to the procedures set forth in Section IV of the parties' Joint Motion for Approval of Class Action Settlement (the "Joint Motion"), will fully satisfy the requirements of Mass. R. Civ. P. 23, due process and applicable law, is the best notice practicable and shall constitute due and sufficient notice of the Settlement and Settlement Hearing (as defined below), and all other matters referred to in the Notice to all persons entitled to receive such Notice. Defendant Milford Water Company shall, no later than ten (10) business days before the Settlement Hearing, file or cause to be filed appropriate affidavits of proof of publication and mailing with respect to the Notice.

3. Certification of the Settlement Class. This Court previously certified this matter as a class action pursuant to Mass. R. Civ. P. 23. *See* Certification Order, dated December 31, 2012 (the "Certification Order"). To the extent that it may be necessary, the Court conditionally certifies the Class for purposes of the Settlement to include the claims set forth in the Second Amended Complaint that were added after the Certification Order entered, and the parties who were added after the Certification Order entered.

4. Preliminary Approval of the Settlement. The Court preliminarily approves the Stipulation and the Settlement set forth therein as fair, reasonable and adequate, and in the best interests of the Class, subject to further consideration at the Settlement Hearing.

5. Settlement Hearing. A hearing (the "Settlement Hearing") shall be held before this Court on Wednesday, October 15, 2014 at 3:00 p.m. at the Worcester County Superior Court, 225 Main Street, Worcester, Massachusetts, to: (a) determine whether, for settlement purposes only, the Court's prior certification of the Class, pursuant to Mass. R. Civ. P. 23, should be made final; (b) determine whether the Court should enter a Final Order granting final approval of the proposed Settlement on the terms and conditions provided for in the Stipulation; (c) determine whether final judgment should enter pursuant to the Stipulation, *inter alia*, dismissing the Action with prejudice (the "Final Judgment"); (d) consider Plaintiffs' Motion for Attorneys' Fees and Expenses (the "Fee and Expense Motion"); and (e) hear and determine any other issues and matters relating to the proposed Settlement. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including with respect to Plaintiffs' Fee and Expense Motion, without further notice to the Class Members, other than an oral announcement at the Settlement Hearing or any adjournment thereof. Plaintiffs' and Defendants' papers in support of final approval and/or in opposition to any objections, and Plaintiffs' papers in support of their Fee and Expense Motion, may be filed with the Court and served upon all parties no later than fifteen (15) business days before the Settlement Hearing, and on any Class Members filing objections or, if they are represented by independent legal counsel, on their counsel, no later than five (5) business days before the Settlement Hearing. Defendants may file papers, if any, opposing Plaintiffs' Fee and Expense Motion no later than

ten (10) business days before the Settlement Hearing. All papers in further support of the Settlement or the Fee and Expense Motion, and responding to any objections or oppositions shall be filed with the Court and served on all parties and any objecting Class Member at least three (3) business days before the Settlement Hearing. The Court may approve the Settlement at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice to the Class Members.

6. Appearance at Settlement Hearing and Objections to Settlement. Any Class Member may appear and show cause, if he, she or it has any reason why the Settlement should or should not be approved, or why the Final Order and/or Final Judgment should or should not enter, *provided, however*, that no Class Member shall be heard or entitled to contest the approval of the proposed Settlement or, if the Settlement is approved, the Final Order and Final Judgment to be entered thereon, unless that Class Member, no later than Tuesday, September 30, 2014: (a) has served (i) a written notice of objection, including a written notice of his, her or its intention to appear if he, she or it intends to do so, (ii) proof of his, her or its membership in the Class, (iii) a written statement of the position he, she or it will assert, (iv) the reasons for his, her or its position, and (v) copies of any papers, briefs or other matter they wish the Court to consider, on the following legal counsel by certified or overnight mail, return receipt requested:

Counsel for the Plaintiffs:

James L. O'Connor, Jr., Esq.  
C. Deborah Phillips, Esq.  
NICKLESS, PHILLIPS and O'CONNOR  
625 Main Street  
Fitchburg, MA 01420

-and-

James M. Galliher, Esq.  
BONVILLE & HOWARD  
154 Prichard Street  
Fitchburg, MA 01420

-and-

Barry Altman, Esq.  
ALTMAN & ALTMAN  
404 Main Street, Suite #3  
Wilmington, MA 01887  
Counsel for the Plaintiff

Counsel for the Defendants:

Jeffrey B. Loeb, Esq.  
David Glod, Esq.  
RICH MAY, P.C.  
176 Federal Street  
Boston, MA 02110

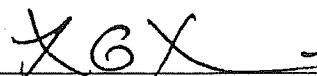
-and-

William D. Jalkut, Esq.  
FLETCHER TILTON, P.C.  
370 Main Street, Suite 1200  
Worcester, MA 01680

and (b) filed said objections, papers and briefs, and proof of service on the above-listed counsel, with the Clerk of Court, Civil, Worcester County Superior Court, 225 Main Street, Worcester, MA 01608, on or before the same date. Any Class Member who does not make his, her or its objection in the manner provided herein shall be deemed to have waived such objection (including any right of appeal), and shall forever be foreclosed from making any such objection, including any objection to the fairness or adequacy of the proposed Settlement as incorporated in the Stipulation, unless otherwise ordered by the Court.

7. Stay of Proceedings. All proceedings in the Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement or proceedings in connection with Plaintiffs' Fee and Expense Motion, are hereby stayed and suspended until further order of this Court. Pending final determination of whether the Settlement provided for in the Stipulation shall be approved, Plaintiffs and all other members of the Class, or any of them, are barred and enjoined from commencing, prosecuting, instigating or in any way participating in the commencement or prosecution of any action asserting any Released Claims against any of the Released Parties.

8. Retention of Jurisdiction. This Court retains exclusive jurisdiction over the Action to consider all further motions, applications or proceedings arising out of or in connection with the Settlement and the Stipulation.



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Brian A. Davis  
Associate Justice of the Superior Court