

UCB, Inc. Defined Benefit Pension Plan Litigation

NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

Ahrens, et al., v. UCB Holdings, Inc., et al., No. 15-cv-348-TWT (N.D. Ga.)

A Federal Court authorized this Notice. This is not a solicitation from a lawyer.

**IF YOU WERE AN EMPLOYEE OF NORTHAMPTON OR WHITBY IN 1994
WHEN THOSE COMPANIES WERE ACQUIRED BY UCB AND YOU CONTINUED TO WORK FOR UCB
AND WERE A PARTICIPANT IN THE UCB PENSION PLAN**

You Could Receive Additional Benefits From a Class Action Settlement

- Former employees of UCB (the “Plaintiffs”) have sued Defendants (listed below) in connection with how their pension benefits were calculated under the UCB, Inc. Defined Benefit Pension Plan (the “Plan” or the “UCB Plan”). Plaintiffs allege that UCB did not comply with the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) by not crediting them for the years they worked at Northampton or Whitby before Northampton and Whitby were acquired by UCB.
- The Court has determined that the lawsuit can proceed as a class action on behalf of a group of current and former UCB employees who are or were participants in the Plan, and who worked for Northampton or Whitby prior to UCB’s acquisition of those companies.
- Under the proposed Settlement, you may be eligible to receive a benefit under the Plan based on the years you worked for Northampton or Whitby. To the extent feasible, the benefit to be paid to you, if any, will be paid through the Plan.
- The Court has preliminarily approved the Settlement. In order for the Settlement to become final and any payments to be distributed, the Court will need to issue final approval after a final approval hearing, which is currently scheduled for May 19, 2017.

PLEASE READ THIS NOTICE CAREFULLY. IF YOU ARE A MEMBER OF THE CLASS, THIS SETTLEMENT WILL AFFECT YOUR RIGHTS.

<u>SUMMARY OF YOUR LEGAL RIGHTS & OPTIONS</u>	
ALL MEMBERS OF THE CLASS	OPTION #1: DO NOTHING. If the Settlement is approved by the Court, it will be allocated pursuant to a Plan of Allocation approved by the Court.
	OPTION #2: OBJECT/COMMENT. Write to the Court and explain why you do not like one or more aspects of the proposed Settlement, the proposed Plan of Allocation, or the request for attorneys’ fees and reimbursement of expenses and costs. You must do so by no later than April 12, 2017.

If you have any questions after you have read this Notice, contact Class Counsel; PLEASE DO NOT CONTACT THE COURT as they will not be able to answer your questions.

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BASIC INFORMATION

1. Why did I receive this Notice?

You received this Notice because the Court has ordered that this Notice be sent to the participants or beneficiaries in the Plan whom Defendants and/or Class Counsel identified as potential Class Members. Defendants' records show that you worked for Whitby, Inc. or Whitby Pharmaceuticals, Inc. ("Whitby") (previously affiliated with Ethyl Corporation) or Northampton Medical, Inc. ("Northampton") prior to UCB's acquisition of Whitby and Northampton in 1994 and you continued to work for UCB after the acquisitions and participated in the Plan, or that you are a beneficiary of such a person. This means that you may be a Class Member. This case is pending in the United States District Court for the Northern District of Georgia, and is called *Ahrens, et al., v. UCB Holdings, Inc., et al.*, No. 15-cv-348-TWT (N.D. Ga.).

This Notice informs you of a proposed settlement (referred to as "Settlement" or "Settlement Agreement") of this class action consisting of \$5.5 million, a portion of which may be paid to you, after deduction of attorneys' fees and expenses, through the Plan. It describes a Class Member's rights and options in connection with the Settlement.

2. What is this lawsuit about?

The lawsuit is a class action brought under ERISA. The Class Representatives who brought the lawsuit are former employees of UCB who worked for Northampton or Whitby before UCB's acquisition of those companies, and who are participants in the Plan. Defendants are UCB, Inc., UCB Holdings, Inc., the Plan, the Administrative Committee of the Plan, and past and present fiduciaries of the Plan.

The Complaint alleges that under the terms of the Plan, UCB was required to provide service credit under the Plan for the years that employees worked at Northampton or Whitby prior to those companies' being acquired by UCB. The Complaint also alleges claims about the disclosures that were made concerning pre-acquisition service credit, the procedures and disclosures related to UCB's recalculation of pension benefits related to pre-acquisition service credit, the procedures related to the administrative process whereby Plaintiffs challenged the recalculation of their benefits related to pre-acquisition service credit, and attempted or actual recoupment of monies previously paid by the Plan related to pre-acquisition service credit. As the Plan provides for benefits based on a participant's salary and the number of years an employee worked, other things held constant, having more years included in the calculation of pension benefits yields greater benefits.

Defendants have denied the claims in this lawsuit and maintain that Plaintiffs and other members of the Class are not entitled to relief.

Additional information about the claims and a copy of the Complaint and other documents are available at www.UCBPensionSettlement.com.

3. What has happened so far in the lawsuit?

Plaintiffs filed the Complaint on February 3, 2015. On May 15, 2015, Defendants filed a motion to dismiss counts IV through VIII. Defendants raised several arguments about why they believed the claims should be dismissed, including arguments that the time limit within which to bring these claims had expired. On January 6, 2016, the Court granted Defendants' motion and dismissed these claims. The parties discussed engaging in mediation to settle their remaining claims. After informing the Court of the parties' intent to attempt a mediation, on February 2, 2016, the Court ordered the case be stayed pending settlement discussions.

During the stay of the lawsuit, Defendants provided Plaintiffs' counsel with information about the current and former UCB employees who previously worked for Northampton or Whitby and participated in the Plan. Using

the data that Defendants provided, Plaintiffs hired an expert (a pension actuary) to calculate the additional pension benefits these participants would receive if they were provided service credit for the years they worked for Northampton or Whitby. After those calculations were completed and the parties exchanged their position statements, the parties had an in-person meeting/mediation with former Magistrate Judge Morton Denlow on July 26, 2016. After approximately 10 hours of negotiation, on July 26, 2016, the parties reached agreement on the essential terms of settlement to resolve the lawsuit. The parties then formalized and finalized their agreement and presented it to the Court.

On February 9, 2017, the Court preliminarily approved the settlement, certified a Class as to all claims alleged in the Complaint, and appointed Plaintiffs' counsel as Class Counsel and Plaintiffs as the Class Representatives. A final hearing to evaluate the fairness and adequacy of the Settlement has been set for May 19, 2017.

THE CLASS

4. What is a Class Action?

A class action is a lawsuit in which the claims and rights of many people are decided in a single court proceeding. In a class action, one or more people, called Plaintiffs, file suit on behalf of others with similar claims, called the Class or Class Members. If a class is certified, the Court appoints a person, called the Class Representative, to represent and act on behalf of the class. Here the Class Representatives are Mary Anne Geiger, Robert Hylander, Kenneth Johnson, and Timothy Walker.

5. Who is included in the Class?

The Class is defined as

- (a) All participants in the UCB, Inc. Defined Benefit Pension Plan who were employees of a subsidiary or affiliate of UCB, Inc. or a successor thereto (including UCB Holdings, Inc.) who had service with Northampton Medical, Inc. or at Whitby, Inc. or Whitby Pharmaceuticals, Inc. before UCB acquired those companies and, after such acquisition, was a participant in the UCB Plan.
- (b) Beneficiaries of each such participant.

The following persons are excluded from the Settlement Class: (a) the Administrative Committee Defendants (as that term is defined in the Complaint); (b) any fiduciaries of the UCB Plan; (c) any officers or directors of UCB; (d) any other persons who had decision-making or administrative authority relating to the establishment, administration, modification, funding, or interpretation of the UCB Plan; (e) any member of the immediate family of any heirs, successors, or assigns of any such Excluded Person and (f) any Plan participant who died prior to commencement of benefits from the UCB Plan without a qualifying surviving spouse, alternate payee or designated beneficiary.

If you are included in the above definition and you do not fall under any of the categories of excluded persons, you are included in the Class. If you are unsure whether you are included in the Class, you can contact the lawyers representing the Class by telephone or e-mail. Their contact information is listed below.

THE SETTLEMENT

6. What does the Settlement provide?

The proposed Settlement requires Defendants to pay \$5.5 million in settlement of the lawsuit (valued as of July

26, 2016). After deducting certain amounts, including attorneys' fees, costs, and expenses, the remaining amount (*i.e.*, the Net Settlement Amount) will be allocated to Class Members under a proposed methodology called the Plan of Allocation, described below, unless modified by the Court. The Settlement also requires Defendants to adopt and implement an amendment to the UCB Plan that will adjust benefits for Class Members in accordance with and consistent with the Plan of Allocation.

This Notice is not to be understood as an expression of opinion by the Court as to the merits of any claim or defense. This Notice does not imply that there has been any violation of law or that the Class will recover if the lawsuit is not settled and instead is resolved in Court by trial or otherwise.

7. What do I give up as a result of the Settlement?

As part of the Settlement and in exchange for receiving the benefits of the Settlement, Class Members will release (or give up) any claims that they have or could have brought related to their entitlement to pre-acquisition service credit, disclosures related to pre-acquisition service credit, the procedures and disclosures related to recalculation of pension benefits related to pre-acquisition service credit, the procedures related to the administrative process whereby Plaintiffs challenged the recalculation of their benefits related to pre-acquisition service credit and attempted or actual recoupment of monies previously paid by the Plan related to pre-acquisition service credit, including any claims for attorneys' fees, costs or expenses, whether such claims arise under ERISA or any federal law, state law, foreign law, common law doctrine, rule, or regulation. The full content of the release is set forth in the formal Settlement Agreement which is available at www.UCBPensionSettlement.com.

8. Why is there a Settlement?

In deciding to settle the lawsuit, the Class Representatives and Class Counsel considered, among other things (a) the strength of the Class's claims as determined from a review of the law and an investigation of the facts; (b) the potential monetary recovery; (c) the expense and length of continued proceedings, including possible trial and post-trial proceedings and appeals, necessary to prosecute the lawsuit; (d) the risks arising from the existence of unresolved questions of law and fact; (e) the nature and strength of defenses asserted by and available to Defendants; and (f) the risks and uncertainties of continued ERISA class action litigation of this nature. The Class Representatives and Class Counsel believe that the proposed Settlement is fair, reasonable and adequate and in the best interests of the Class.

9. What will be my share of the Net Settlement Amount?

The amount that you will receive will be determined by the Plan of Allocation approved by the Court. Under the Plan of Allocation proposed by Class Counsel, a Class Member entitled to receive monetary benefits under the settlement will receive a benefit based on his or her share of the Net Settlement Amount.

The Plan of Allocation allocates the Net Settlement Amount among the participant Class Members *pro rata* based on their Recognized Claim. A Class Member's Recognized Claim will be divided by the total value of Recognized Claims, and the resulting percentage will represent that Class Member's share of the Net Settlement Amount. The amount of a participant Class Member's Recognized Claim depends on which Group the person is categorized under as follows:

Group 1 consists of participant Class Members who received a letter in 2011 or 2012 notifying them that their pension benefits under the UCB Plan would not include pre-acquisition service credit for years worked at Northampton or Whitby, and who either (i) were in payment status (whether by annuity or prior lump sum) and for which the monthly annuity was reduced or some amount of a prior payment was returned to UCB or the UCB Plan, or (ii) are individuals with deferred vested pensions and the amount of their expected payment

was reduced from an amount that had previously been communicated to them. The Recognized Claim for Group 1 Class Members will be based on 100% of the years they worked at Northampton or Whitby.

Group 2 consists of participant Class Members who received a letter in 2011 or 2012 notifying them that their pension benefits under the UCB Plan would not include pre-acquisition service credit for years worked at Northampton or Whitby, and who had previously received payment from the UCB Plan reflecting credit for such service but no prior payment was returned to the UCB Plan and no expected payment was reduced under the UCB Plan. As Group 2 Class Members have already received and retained pension benefit payments reflecting the years they worked for Northampton or Whitby, their Recognized Claim will be zero and they will not receive any additional monetary distribution from the Settlement. However, the UCB Plan will be amended to recognize the prior amount of benefits that these persons already received and retained as their benefit under the Plan. This is intended to provide important tax protections and precludes UCB from trying to recoup any pension benefit payments that have been distributed to these individuals that reflect the years that these individuals worked for Northampton or Whitby.

Group 3 consists of participants who did not receive in 2011 or 2012 a letter referenced above in the description of Groups 1 and 2, and whose pension benefits under the UCB Plan did not include pre-acquisition service credit for years worked at Northampton or Whitby (*i.e.*, Class Members not included in Groups 1 or 2). The Recognized Claim for Class Members in Group 3 will be based on a minimum of 50% of the years they worked at Northampton or Whitby, plus an additional 3% for each full year of post-acquisition service completed with UCB after the first year post-acquisition and before January 1, 2006, with a maximum of 75% of their service with Northampton or Whitby credited. (For example, for a Class Member in Group 3 with less than two years of post-acquisition service with UCB, their Recognized Claim will be based on 50% of their pre-acquisition service with Northampton or Whitby; a Class Member in Group 3 with two years or more, but less than three years, of post-acquisition service with UCB, their Recognized Claim will be based on 53% of pre-acquisition service with Northampton or Whitby; a Class Member in Group 3 with three years or more, but less than four years, of post-acquisition service with UCB, their Recognized Claim will be based on 56% of pre-acquisition service with Northampton or Whitby).

Appendix A to the Plan of Allocation includes a listing of the proposed percentage of the Net Settlement Amount for each participant Class Member, and identifies whether the participant Class Member is in Group 1, 2, or 3. Each participant Class Member is identified with a unique participant ID number. Your participant ID number is enclosed with this Class Notice. The Plan of Allocation is available at www.UCBPensionSettlement.com.

10. When would I receive my portion of the recovery?

Payment is conditioned on the Court's approval of the Settlement and such approval becoming Final and no longer subject to any appeals. If there is no appeal, the Settlement will become effective 30 days after the Court enters Final Judgment. If there is an appeal, the time to pay out the Net Settlement Amount could be more than a year after Final Approval.

Class Members Entitled to Additional Benefit Payments

Once the Court enters Final Judgment, when and how Class Members will receive any monetary portion of the Net Settlement Amount will depend on whether they are currently receiving pension benefits and the form in which they receive their benefits.

- *Annuitant Class Members:* Class Members who are already receiving pension benefits in the form of an annuity and who are entitled to an additional benefit under the proposed Settlement will be provided their *pro rata* share of the Net Settlement Amount in the form of both (1) an increase to their monthly annuity going forward and (2) a monetary restorative payment representing the difference between prior monthly payments received and the adjusted monthly annuity going forward, adjusted with interest, within 60 days after the Settlement becomes non-appealable.

- *Lump Sum Class Members*: Class Members who took their pension benefit in a lump sum and who are entitled to an additional benefit under the proposed Settlement will be provided a lump sum payment of their *pro rata* share of the Net Settlement Amount within 60 days after the Settlement becomes non-appealable.
- *Deferred Vested Class Members*: Class Members who have not yet begun receiving pension benefits and who are entitled to an additional benefit under the proposed Settlement will be provided their *pro rata* share of the Net Settlement Amount after the Settlement becomes non-appealable and once they are eligible to and elect to start receiving pension benefits under the Plan. The Plan will provide all Deferred Vested Class Members with an updated statement as to the amount of their benefit within 30 days after the Settlement becomes non-appealable. To the extent that a Deferred Vested Class member is eligible to elect to receive a distribution at the time of Final Approval, the UCB Plan will provide them with the forms necessary to elect and receive a distribution within 30 days of the date of Final Approval.

Class Members Entitled to Non-Monetary Relief Only

Class Members who received payment of their pension benefits that included credit for the years they worked for Northampton or Whitby and did not return any portion of what UCB claimed was an overpayment will not receive a monetary payment from the Settlement Amount; instead these Class Members will receive non-monetary benefits from the Settlement described above.

As the Settlement involves over 200 individuals, processing all of those distributions may take some time. Your patience is appreciated.

11. Will I have to pay taxes on the additional benefits that I receive?

If you do nothing, under the Plan of Allocation proposed by Class Counsel and preliminarily approved by the Court, you may receive a *pro rata* distribution of the Settlement Fund, depending on the factors described above. The parties intend to have the Settlement paid through the Plan, which is intended to allow participants to be able to potentially utilize certain tax-favorable treatment of the payments (depending on their individual circumstances) as the Plan is intended to be a tax qualified plan under the Internal Revenue Code. You should, however, consult your own tax advisor about the tax implications of any benefits that you receive as part of the Settlement.

OBJECTIONS

12. How do I tell the Court what I think about the Settlement?

Any Class Member may object to any aspect of the Settlement or attorneys' fees or expenses by filing a written objection with the Court. To object, you must send a written statement that includes: (a) your full name and address and an appearance on behalf of any counsel representing you (if any); (b) a written statement of the grounds for your objection, including any evidence supporting your objection; (c) any supporting memorandum or brief; (d) a list of any persons who will be called to testify in support of your objection(s), and the subject matter(s) on which such person(s) will testify; and (e) a statement whether you intend to appear at the Final Approval Hearing, and, if you will appear through counsel, the identity of your counsel. Your objection should state the supporting bases and reasons for the objection, identify any and all witnesses, documents or other evidence you would like to present at the Final Approval Hearing, and describe the substance of any testimony to be provided by you or other witnesses. Your objection should state whether you object to the Settlement, the Plan of Allocation and/or the attorneys' fee award. Include your name, address, telephone number, signature, and the title of the case, *Ahrens, et al., v. UCB Holdings, Inc., et al.*, No. 15-cv-348-TWT (N.D. Ga.). Please be advised that failure to include these details may result in the Court refusing to consider your objection.

Your written objection must be either sent via U.S. Mail and postmarked, or electronically filed with the Court through the Court's electronic filing system, no later than April 12, 2017, to:

United States District Court for the District of Northern Georgia
Attn: Judge Thomas W. Thrash, Jr. / Objection to UCB Holdings, Inc. Settlement
2188 Richard B. Russell Federal Building and United States Courthouse
75 Ted Turner Drive, SW
Atlanta, GA 30303-3309

If your written objection is sent by mail, you must also serve your written objection by U.S. Mail, postage prepaid and postmarked no later than April 12, 2017, to each of the following counsel of record:

<i>Co-Lead Class Counsel</i>	<i>Co-Lead Class Counsel</i>
BLOCK & LEVITON LLP R. Joseph Barton, Esq. 1735 20th Street. Washington, D.C. 20009	CREITZ & SEREBIN LLP Joseph A. Creitz 250 Montgomery, Suite 1410 San Francisco, CA 94104
<i>Defendants' Counsel</i>	
Anne E. Rea SIDLEY AUSTIN LLP One South Dearborn Street Chicago, IL 60603 <i>Counsel for Defendants</i>	

IF YOU DO NOT OBJECT IN THE MANNER DESCRIBED IN THIS NOTICE, THE COURT MAY CONCLUDE THAT YOU HAVE WAIVED ANY OBJECTION AND MAY NOT PERMIT YOU TO SPEAK AT THE FINAL APPROVAL HEARING.

THE FINAL APPROVAL HEARING

13. When and where will the Court hold the Final Approval Hearing?

The Court will hold the Final Approval Hearing (also called the Fairness Hearing) before the Honorable Thomas W. Thrash, Jr. in Courtroom 2108 of the Atlanta Division of the United States District Court, District of Northern Georgia, located at 75 Ted Turner Drive, SW Atlanta, GA 30303-33091, at 11:00 AM, on May 19, 2017. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check www.UCBPensionSettlement.com for updates. At the hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate, how much to pay Class Counsel in fees, and what to reimburse Class Counsel for their expenses. If there are objections or comments, the Court will consider them at the hearing. At or after the hearing, the Court will decide whether to approve the Settlement and enter Final Judgment. We do not know how long these decisions will take. Please be patient.

14. Do I have to come to the Final Approval Hearing?

Your attendance is not required, even if you submit a written response. Class Counsel will answer questions the Court may have at the Final Approval Hearing. If you or your personal attorney wants to attend the hearing, you may attend at your own expense. As long as any objection or comment you filed was submitted by the deadline, the Court will consider it even if you do not attend the Final Approval Hearing.

15. May I speak at the Final Approval Hearing?

You may ask the Court for permission to speak at the Final Approval Hearing, so long as you are a member of the Class and have properly and timely submitted a written response as set forth above and have stated in your response your intention to appear at the Final Approval Hearing.

16. What happens if I do nothing at all?

If you do nothing and you are entitled to participate in the Settlement, you will be bound by the Settlement, including the release of claims described above, and will participate as described above, if the Settlement is approved.

THE LAWYERS REPRESENTING YOU

17. Do I have a lawyer in this case?

Yes. The Court has appointed the following law firms to serve as the attorneys for the Class:

<i>Co-Lead Class Counsel</i>	<i>Co-Lead Class Counsel</i>
BLOCK & LEVITON LLP R. Joseph Barton Ming Siegel, Paralegal 1735 20th Street. Washington, D.C. 20009 Telephone: (202)-734-7046 Email: UCBPensionSettlement@blockesq.com	CREITZ & SEREBIN LLP Joseph A. Creitz 250 Montgomery, Suite 1400 San Francisco, CA 94104 Telephone: (415) 466-3090 Facsimile: (415) 513-4475
<i>Liaison Class Counsel</i>	
ANDERSON DAILEY LLP Stephen Anderson 2002 Summit Boulevard, Suite 1250 Atlanta, GA 30319 Telephone: (404) 442-1812 Facsimile: (404) 442-1820	

The Court has approved these law firms to serve as Class Counsel. You have the right to hire your own attorney (at your own expense), but if you are in the Class, you are not required to hire a separate attorney.

18. How will the lawyers for the Class be paid?

Class Counsel began investigating this case in 2012 and litigated this matter for more than two years on a wholly contingent basis. Subject to approval of the Court, Class Counsel is permitted to seek an award of attorneys’ fees as a percentage of the Settlement Amount, and reimbursement of its expenses incurred during the litigation. These attorneys’ fees pay for work the attorneys have performed on behalf of the Class and for work yet to be done. Before the Final Approval Hearing, Class Counsel will seek the Court’s approval of an award of attorneys’ fees in the amount not to exceed 30% of the Settlement Amount and reimbursement for costs and expenses, including expenses related to the hiring of an expert actuary. Whether the Settlement is approved or not, you will not be required to directly pay any attorneys’ fees or other expenses or costs; any attorneys’ fees or costs only will be paid out of the Settlement Amount in the amount approved by the Court.

SETTLEMENT NOT YET FINAL

19. Can the Settlement be terminated?

If there is no final Court approval of the proposed Settlement in this case, or if Class Counsel or Defendants withdraw from the Settlement in accordance with the Settlement Agreement, or if the Settlement is not consummated for any other reason, the Settlement Agreement will become null and void, and the parties will resume their former positions in the lawsuit.

GETTING MORE INFORMATION

20. How do I get more information?

This Notice contains only a summary of the proposed Settlement and your rights as a potential Class Member. Full details of the Settlement are set forth in the Settlement Agreement. The Settlement Agreement and certain other documents about the litigation are available on Class Counsel’s website at www.blockesq.com. You may obtain additional information regarding the matters involved in this lawsuit by reviewing the papers on file in this litigation, which may be (a) inspected, during business hours, at the Office of the Clerk of Court, United States District Court for the Northern District of Georgia, 75 Ted Turner Drive, SW Atlanta, GA 30303-3309, or (b) accessed online for a fee by obtaining a password at www.uscourts.gov.

Please do not contact UCB, Inc. or any of the Defendants about this Settlement. They may not be able to give you additional information.

21. How do I ensure that I receive any updates?

If your contact information changes after you receive this Notice, you should contact Class Counsel. You may e-mail any updates to your contact information to Class Counsel at UCBPensionSettlement@blockesq.com.

22. Who do I call about questions?

<i>For Questions About the Settlement:</i>	<i>For Questions Directed to the UCB, Inc. Defined Benefit Pension Plan:</i>
BLOCK & LEVITON LLP R. Joseph Barton Ming Siegel, Paralegal 1735 20th Street. Washington, D.C. 20009 Tel: 202-734-7046 Email: UCBPensionSettlement@blockesq.com	Mercer Retirement Services (800) 868-4846

PLEASE DO NOT CONTACT THE COURT REGARDING THIS NOTICE.

Dated: March 13, 2017

BY ORDER OF THE COURT

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA