



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ALAN KAHN,

Plaintiff,

v.

C.A. No. 2021-0103-PAF

JAMES G. GIDWITZ, RALPH W.

GIDWITZ, STEVEN GIDWITZ,

SCOTT GIDWITZ, THEODORE R.

TETZLAFF, DARRELL M. TRENT,

PETER E. THIERIOT, RYAN

SULLIVAN, BEE STREET

HOLDINGS LLC, and BEE STREET

II, INC.,

Defendants.

[PROPOSED] DISTRIBUTION ORDER

WHEREAS,

A. This Order incorporates by reference the definitions in the Stipulation and Agreement of Compromise, Settlement, and Release dated January 4, 2022 (the “Stipulation”), and all terms used herein shall have the same meanings as set forth in the Stipulation.

B. Pursuant to the Stipulation, Defendants timely delivered \$1.7 million to the Administrator, RG2 Claims Administration LLC.

C. Pursuant to this Court’s June 13, 2022 Order and Final Judgment, the Administrator paid counsel for Plaintiffs \$332,000 and paid itself fees in connection with notice and administration of the Settlement.

D. After these previously approved costs and fees are paid, there will be a total of \$1,372,537.32 to be distributed (“Net Settlement Fund”) to the Class Members.

E. RG2 Claims Administration LLC (“RG2”) was retained as the settlement “Administrator” according to the Stipulation, and Tina Chiango has provided an affidavit herewith (the “RG2 Affidavit”) explaining the work performed by RG2 to distribute the Net Settlement Amount to all Class Members eligible to receive a distribution.

IT IS ORDERED this ____ day of _____, 2023:

1. The acts of the Administrator and Plaintiffs’ Counsel in connection with the administration of the Settlement Fund and Net Settlement Fund and the implementation of the Stipulation as described in this Order and the RG2 Affidavit are hereby approved.

2. As soon as practicable, the Administrator shall send to record holders of CMC common stock (which excludes payments of less than \$5), his, her or its pro-rata share of the Net Settlement Fund. A preliminary list of payment amounts due to each eligible record owner based on the estimated amount of funds that will be available to distribute to Class Members is attached as Exhibit B to the RG2 Affidavit.

3. The CMC beneficial holders will automatically receive a distribution by check or wire payment through the Depository Trust & Clearing Corporation (“DTCC”).

4. DTCC is directed to make a pro rata distribution to all beneficial owners

of CMC common stock whose shares were (i) tendered and exchanged into the right to receive \$9.50 cash per share in connection with the first step Tender Offer and subsequent offering period that expired on April 17, 2020; and/or (ii) exchanged into the right to receive \$9.50 cash per share in connection with the second step Merger consummated on October 14, 2020, but in each case excluding the Excluded Stockholders¹ who have provided suppression letters as required by the DTCC.

3. If the Net Settlement Fund has any funds remaining after six (6) months from the date of distribution of the Net Settlement Amount, if economically feasible, the funds shall be re-distributed, after payment of unpaid costs and fees incurred in administering the Net Settlement Fund for such re-distribution, among Class Members in an equitable and economic manner (except that supplemental distributions to non-DTC holders that result in payment less than \$5 will not be paid). If such supplemental distribution is not economically feasible, or if funds still remain after the second distribution, then Plaintiff's Counsel may instruct the Administrator to distribute any

¹ The Excluded Stockholders are: Peter E. Thieriot, Darrell M. Trent, Paul Ainsworth, Nancy Gidwitz, Nancy Gidwitz Revocable Trust, Joyce Gidwitz, Joyce Gidwitz Declaration of Trust, Pamela C. Gidwitz, Pamela C. Gidwitz Revocable Trust, Mary Kathryn Gidwitz, Mary Kathryn Gidwitz Revocable Trust, Thomas R. Gidwitz, Thomas R. Gidwitz Revocable Trust, Betsy R. Gidwitz, Betsy R. Gidwitz Revocable Trust, Julie Gidwitz, Julie Gidwitz Declaration of Trust, Jill Gidwitz Zisook, Jill Gidwitz Zisook Declaration of Trust, Ronald Gidwitz, Ronald J. Gidwitz Revocable Trust, James G. Gidwitz Revocable Trust, Steven B. Gidwitz Living Trust, CMC Partnership, and GFAM CMC Partnership.

balance which still remains in the Net Settlement Fund, after provision for all anticipated expenses pursuant to Delaware's unclaimed property law.

4. Payment pursuant to this Order shall be deemed final and conclusive against all Class Members. No Class Member shall have any claim against Plaintiff, Plaintiff's Counsel, Defendants, the Released Parties, the Administrator, or any of their counsel, based on the distributions made substantially in accordance with this Order.

5. The incurred administrative fees and expenses in the amount of \$13,837, as identified in Exhibit A to the RG2 Affidavit, shall be paid from the Settlement Fund.

6. The estimated administrative fees and expenses in the amount of \$10,998, as identified in Exhibit A to the RG2 Affidavit, shall be withheld from the initial distribution of the Settlement Fund, and shall be paid to the Administrator from the Settlement Fund when such fees and expenses are incurred.

7. RG2 is authorized to destroy paper copies of all supporting documentation one (1) year after all funds in the Net Settlement Fund have been distributed.

8. This Court retains jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as this Court deems appropriate.

Vice Chancellor Paul A Fioravanti Jr.

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Paul A Fioravanti Jr

File & Serve

Transaction ID: 68926968

Current Date: Jan 19, 2023

Case Number: 2021-0103-PAF

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Court Authorizer: Paul A Fioravanti Jr

/s/ Judge Paul A Fioravanti Jr