IN THE UNITED STATES DISTRICT COURT FOR THE MIDDLE DISTRICT OF NORTH CAROLINA

IN RE: COTTON YARN ANTITRUST LITIGATION)	1:04MD1622
This Document Relates To: ALL ACTIONS)	

NOTICE OF PROPOSED PLAN OF ALLOCATION OF SETTLEMENT PROCEEDS AND DISTRIBUTION OF SETTLEMENT FUNDS TO CLASS MEMBERS AND APPROVAL OF REQUEST FOR ATTORNEYS' FEES AND REIMBURSEMENT OF COSTS TO BE PAID FROM SETTLEMENT PROCEEDS AND THE SCHEDULING OF A HEARING WITH RESPECT THERETO

TO: ALL PERSONS OR ENTITIES (EXCLUDING GOVERNMENT ENTITIES, DEFENDANTS, THEIR PARENTS, PREDECESSORS, SUBSIDIARIES AND AFFILIATES) WHO PURCHASED COTTON YARN IN THE UNITED STATES DIRECTLY FROM ANY DEFENDANT LISTED BELOW DURING THE PERIOD OCTOBER 1, 2000 TO JUNE 15, 2001:

Parkdale America, LLC Parkdale Mills, Inc. Frontier Spinning Mills LLC Frontier Spinning Mills, Inc. Frontier Inc. Avondale Mills, Inc. Avondale Incorporated

Please read this Notice carefully and in its entirety. Your rights may be affected by this Notice and the proceedings described herein. If you are a member of the Class (defined below), you may be entitled to a portion of the settlement fund resulting from a settlement (the "Parkdale Settlement") with defendants Parkdale America, LLC and Parkdale Mills, Inc. (collectively, the "Parkdale Defendants"), which was approved by the Court's Order and Judgment dated February 16, 2006 ("Final Approval Order").

TO PARTICIPATE AND RECEIVE A SHARE OF THE PROCEEDS OF THE PARKDALE SETTLEMENT, YOU MUST SUBMIT THE ACCOMPANYING PROOF OF CLAIM FORM POSTMARKED NO LATER THAN AUGUST 10, 2007.

This Notice has been sent pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Middle District of North Carolina (the "Court"). Its purpose is to inform you of the Court's final approval of the settlement with the Parkdale Defendants in the amount of Seven Million Eight Hundred Thousand Dollars (\$7,800,000) ("Parkdale Settlement Fund") and of your rights with respect thereto.

If you are a member of the Settlement Class defined below, you have the right to share in the settlement fund provided you submit the accompanying Proof of Claim form and in the manner specified therein by August 10, 2007. You also have the right to be heard and/or object to the proposed plan of allocation and request for attorneys' fees and reimbursement of costs, all as described below. However, if you previously excluded yourself from the Settlement Class, you are **not** entitled to share in this settlement fund or to object to the plan of allocation of the proceeds of the Parkdale Settlement or to the request of plaintiffs' counsel for an award of counsel fees and reimbursement of expenses from the proceeds of the Parkdale Settlement.

THE SETTLEMENT CLASS

In the Final Approval Order, the Court granted final approval of the settlement with the Parkdale Defendants and certified a Settlement Class defined as follows:

All persons (excluding governmental agencies, Defendants, their parents, predecessors, subsidiaries and affiliates) who purchased Cotton Yarn in the United States, or from facilities located in the United States, directly from any of the Defendants or any of their predecessors, subsidiaries and/or affiliates, at any time during the period from October 1, 2000 to June 15, 2001.

Plaintiffs Atlantic Textiles, South Carolina Tees, Inc., Lisa Lesavoy, Armen Co., Inc., Mekfir International Corporation, Del Cartier Associates, Inc., Perfect Fit Glove, Co., LLC, Robert Little and Thomaston Mills, Inc. have been appointed by the Court to serve as representatives for the Settlement Class. Co-Lead Counsel for the Settlement

Class are Steven A. Asher, Esquire of Weinstein Kitchenoff & Asher LLC, Anthony J. Bolognese, Esquire of Bolognese & Associates, LLC, Joseph C. Kohn, Esquire of Kohn Swift & Graf, P.C., and Steven A. Kanner, Esquire of Freed Kanner London & Millen, LLC.

THE LITIGATION

Beginning in March 2004, numerous class action lawsuits were filed against Defendants by direct purchasers of Cotton Yarn. The cases have been centralized in the United States District Court for the Middle District of North Carolina. Plaintiffs allege that Defendants entered into and implemented a contract, combination and conspiracy to fix, raise, maintain or stabilize prices for Cotton Yarn sold in the United States in violation of Section 1 of the Sherman Act, 15 U.S.C. §1. Plaintiffs further allege that as a result of the conspiracy, they and other purchasers of Cotton Yarn paid more for Cotton Yarn than they would have paid absent the conspiracy, and they seek to recover treble damages together with reimbursement of costs and an award of attorneys' fees.

Defendants deny Plaintiffs' allegations. At this time, neither Plaintiffs nor Defendants have proven their assertions. The Court expresses no opinion as to whether Plaintiffs' allegations are correct or whether Defendants have engaged in any wrongdoing. The purpose of this Notice is to inform you of (a) the certification of the Settlement Class, (b) the Court's final approval of the settlement with the Parkdale Defendants, and (c) the scheduling of a hearing to consider approval of the Class Plaintiffs' plan of allocation of the settlement fund and their request for an award of attorneys' fees and reimbursement of costs.

THE SETTLEMENT WITH THE PARKDALE DEFENDANTS

Plaintiffs, on behalf of the Settlement Class, have entered into a Settlement Agreement with the Parkdale Defendants, dated August 16, 2005 (the "Settlement Agreement"), under which the Parkdale Defendants have paid into escrow the sum of \$7,800,000, in exchange for a release of all claims asserted on behalf of Settlement Class Members against the Parkdale Defendants for the alleged price fixing of Cotton Yarn in the United States during the Class Period. The Court approved the Settlement Agreement in the Final Approval Order.

Under the settlement approved by the Court, the Settlement Fund, plus accrued interest, is now available for distribution to the Settlement Class Members who did not previously exclude themselves from the Class in response to the prior notice.

PLAN OF ALLOCATION OF PARKDALE SETTLEMENT PROCEEDS

The Parkdale Settlement Fund, after deduction of any fees and expenses awarded by the Court to Plaintiffs' Counsel (as described below), will be available for distribution to the Class and will be distributed on a *pro rata* basis among the members of the Settlement Class who timely and properly file a Proof of Claim. Each claimant's *pro rata* share will be based on the dollar amount of its purchases of Cotton Yarn in the United States from all Defendants. Purchases must have been made directly from a Defendant during the Class Period to qualify. The Court retains the power to approve or reject, in full or in part, any individual claim of a Class Member based on equitable grounds. Because the alleged overcharge is only a portion of the price paid for Cotton Yarn, your recovery will be less than the total amount that you paid.

SUBMISSION OF PROOF OF CLAIM FORM

To submit a claim, complete and sign the enclosed Proof of Claim form. It must be postmarked **no later than August 10, 2007** and mailed to:

In re Cotton Yarn Antitrust Litigation (Parkdale Defendants) Claims Administrator c/o Heffler, Radetich & Saitta L.L.P. P.O. Box 300 Philadelphia, PA 19105-0300

YOU MUST SUBMIT A PROOF OF CLAIM FORM IN ORDER TO CLAIM AND RECEIVE A PORTION OF THE PARKDALE SETTLEMENT FUNDS.

ATTORNEYS' FEES AND COSTS SOUGHT BY PLAINTIFFS' COUNSEL FROM THE PROCEEDS OF THE PARKDALE SETTLEMENT

Plaintiffs' Counsel will apply to the Court for an award from the proceeds of the Parkdale Settlement of attorneys' fees and reimbursement of actual costs incurred in the prosecution of this litigation, including the fees of any experts or consultants. Plaintiffs' Counsel have indicated that they intend to apply to the Court for an award of attorneys' fees, in compensation for their time and the risk in prosecuting the litigation on a wholly contingent fee basis, in an amount not to exceed 30% of the Parkdale Settlement Fund, plus interest, as well as reimbursement for their costs actually incurred in the prosecution of the litigation, including experts' fees, in an amount not to exceed

\$230,000. Plaintiffs' Counsel must file their Motion for attorneys' fess and costs, with supporting affidavits and documentation, by August 17, 2007, and any objection to that Motion must be filed by September 14, 2007, as discussed below.

THE HEARING

The Court will hold a hearing on **Friday, September 21, 2007** at 10:00 a.m. in Courtroom #1 of the Hiram H. Ward Federal Building, 251 North Main Street, Winston-Salem, North Carolina 27101 to decide Plaintiffs' motions for approval of the plan of allocation and request for attorneys' fees and reimbursement of costs ("the Motions"). The hearing date and/or time may change without further notice, so if you are interested in attending the hearing, please contact Plaintiffs' Counsel at the addresses or telephone numbers listed below to confirm the date and time.

No later than **August 17**, **2007**, Plaintiffs' Counsel must file their Motions with the Court. You may view these papers in the office of the Clerk of the Court or by writing to Plaintiffs' Counsel at the addresses listed below.

Any member of the Settlement Class who objects to one or both of the Motions must do so in writing. The objection must include the caption of this case, be signed, and be **received** no later than **September 14**, **2007** by the Clerk of the Court at the following address:

Clerk of Court, United States District Court The L. Richardson Preyer Federal Courthouse 324 West Market Street Greensboro, NC 27401

Any objections should also be sent to Plaintiffs' Counsel at the addresses below:

Steven A. Asher, Esquire WEINSTEIN KITCHENOFF & ASHER LLC 1845 Walnut Street, Suite 1100 Philadelphia, PA 19103 (215) 545-7200

Anthony J. Bolognese, Esquire BOLOGNESE & ASSOCIATES, LLC Two Penn Center 1500 JFK Boulevard, Suite 320 Philadelphia, PA 19102 (215) 814-6750 Joseph C. Kohn, Esquire KOHN, SWIFT & GRAF, P.C. One South Broad Street, Suite 2100 Philadelphia, PA 19107 (215) 238-1700

Steven A. Kanner, Esquire FREED KANNER LONDON & MILLEN, LLC 2201 Waukegan Road, Suite 130 Bannockburn, IL 60015 (224) 632-4500

If you do not object, you do not need to appear at the hearing. However, you must complete and return the Proof of Claim form by August 10, 2007 if you do want to receive payment for your claim against the Parkdale Defendants.

CHANGE OF ADDRESS

If this Notice reached you at an address other than the one on the mailing label, or if your address changes in the future, please send the current information to the Claims Administrator at:

In re Cotton Yarn Antitrust Litigation (Parkdale Defendants) Claims Administrator c/o Heffler, Radetich & Saitta L.L.P. P.O. Box 300 Philadelphia, PA 19105-0300

ADDITIONAL INFORMATION

The Settlement Agreement, Complaint, and other documents filed in this Action are available for review during business hours at the office of the Clerk of Court. If you have questions about this Notice, the Proof of Claim, or the Action in general, contact Plaintiffs' Counsel in writing at the addresses provided above.

Dated: July 2, 2007

BY ORDER OF: JAMES A. BEATY, JR. CHIEF JUDGE, U.S.D.C. [THIS PAGE INTENTIONALLY LEFT BLANK]

IN THE UNITED STATES DISTRICT COURT FOR THE MIDDLE DISTRICT OF NORTH CAROLINA

IN RE: COTTON YARN ANTITRUST LITIGATION)	1:04MD1622
THIS DOCUMENT RELATES TO: ALL ACTIONS))	

PROOF OF CLAIM (PARKDALE SETTLEMENT)

TO: ALL PERSONS OR ENTITIES (EXCLUDING GOVERNMENT ENTITIES, DEFENDANTS, THEIR PARENTS, PREDECESSORS, SUBSIDIARIES AND AFFILIATES) WHO PURCHASED COTTON YARN IN THE UNITED STATES DIRECTLY FROM ANY DEFENDANT LISTED BELOW DURING THE PERIOD OCTOBER 1, 2000 TO JUNE 15, 2001:

Parkdale America, LLC Parkdale Mills, Inc. Frontier Spinning Mills LLC Frontier Spinning Mills, Inc. Frontier Inc. Avondale Mills, Inc. Avondale Incorporated

I. GENERAL INSTRUCTIONS

This Proof of Claim form must be completed and returned by Class Members who seek payment from the settlement with defendants Parkdale America, LLC and Parkdale Mills, Inc. (collectively, the "Parkdale Defendants"). It must be postmarked no later than August 10, 2007. If you fail to mail a timely, properly addressed Proof of Claim form, your claim may be rejected and you may be precluded from any recovery from the settlement with the Parkdale Defendants. Completed Proof of Claim forms should be mailed to the Claims Administrator at:

In re Cotton Yarn Antitrust Litigation (Parkdale Defendants)
Claims Administrator
c/o Heffler, Radetich & Saitta L.L.P.
P.O. Box 300
Philadelphia, PA 19105-0300

All inquiries regarding your claim should be made in writing to the Claims Administrator at the address above.

If you have submitted a request for exclusion from the Settlement Class in connection with this settlement with the Parkdale Defendants, please do not submit this Proof of Claim form.

II. DEFINITIONS

- A. "Class" means all persons and entities that purchased Cotton Yarn in the United States directly from any of the Defendants at any time during the Class Period, October 1, 2000 through June 15, 2001. Excluded from the Class are all governmental entities, Defendants, their respective parents, predecessors, subsidiaries and affiliates, and each of the Excluded Entities identified above.
 - B. "Class Period" means the period from October 1, 2000 through June 15, 2001.
 - C. "Defendant" means any person or entity named as a defendant in this Action.
- D. "Cotton Yarn" includes, but is not limited to, open-end and air jet cotton and poly-cotton yarn, and means textured yarn utilized in connection with the manufacture of items such as home furnishings, apparel, industrial fabrics, automotive components, upholstery, hosiery and sewing thread.

- E. "Releasees" means the Parkdale Defendants, their past and present officers, directors, employees, agents, attorneys, servants, representatives, parents, subsidiaries, affiliates and partners and the predecessors, successors, heirs, executors, administrators, and assigns of each of the foregoing. As used in this definition, "affiliates" means entities controlling, controlled by or under common control with a Releasee.
- F. "Settlement Class" means all members of the Class who have not timely and validly elected to be excluded from the Class.

III. PROOF OF CLAIM FORM

Please type or neatly print all information. Report all purchases of Cotton Yarn made directly from any Defendant during the Class Period. Failure to include all purchases will reduce the amount of your claim. You must keep copies of purchase orders, invoices, or other documentation of your purchases in case verification of your claim is necessary.

raki i - Claimani il	ENTIFICATION	
Claimant's name, as shown on the invoices: (If purchases were made in a name other than the Claimant's the right to submit a claim for those purchases.)	name, attach documentat	_ ion indicating that you hav
Claimant's mailing address:		
City:	State/Country:	Zip Code:
Phone Numbers: ()	()Evening	
Person to contact if there are questions regarding this claim:		

PART 2 - SCHEDULE OF QUALIFYING PURCHASES

In the table below, list the dollar amount (in U.S. dollars) of your purchases of Cotton Yarn made directly from each Defendant during the Class Period. Amounts should be rounded to the nearest dollar. Do not include transportation charges. If you did not purchase Cotton Yarn from a Defendant during a particular year, write "no purchases."

Please provide the requested purchase information on the following schedule:

···	Parkdale ¹	Frontier ²	Avondale ³
October 1, 2000 through December 31, 2000			
January 1, 2001 through June 15, 2001			10001
TOTALS			

^{1 &}quot;Parkdale" means Parkdale America, LLC and Parkdale Mills, Inc.

² "Frontier" means Frontier Spinning Mills LLC, Frontier Spinning Mills, Inc. and Frontier Inc.

³ "Avondale" means Avondale Mills, Inc. and Avondale Incorporated.

PART 3 - SUBMISSION TO JURISDICTION OF THE DISTRICT COURT

By signing below, you are submitting to the jurisdiction of the United States District Court for the Middle District of North Carolina with respect to the claim you are making.

PART 4 - VERIFICATION

By signing below, you are verifying that:

- 1. You have documentation to support your claim and agree to provide additional information to Plaintiffs' Counsel or the Claims Administrator to support your claim if necessary;
- 2. You have not assigned or transferred (or purported to assign or transfer) your claim or submitted any other claim for the same purchases of Cotton Yarn (other than in connection with prior settlements in this Action) and have not authorized any other person or entity to do so, and know of no other person or entity having done so on your behalf; and
 - 3. The information provided in this Proof of Claim form is accurate and complete.

	United States of America that the information provided in		
this Proof of Claim form is true and correct. This Verifica	(day) (month)		
2007 in (city / state / country)			
(city / state / country)			
S	ignature		
T	ype/print name		
Ō	Company's name		
	.R.S. FORM W-9 TIFICATION AND CERTIFICATION		
Name:			
A sole proprietor must write his/her individual name, but	t can also write the business or "doing business as" name.		
Check the appropriate box:			
☐ Individual/Sole Proprietor ☐ Corporation	☐ Partnership ☐ Other:		
Enter your Taxpayer Identification Number ("TIN") below. For individuals, this is your Social Security number ("SSN"). If you are a sole proprietor, you may enter either your SSN or your Employer Identification Number ("EIN"). For other types of entities, enter your EIN.			
Or			
If you are exempt from backup withholding, enter your TIN above and write "exempt" on the following line:			
<u>CERTIFICATION</u>			
Under penalty of perjury, I certify that:			
1. The number shown on this form is my correct SSN or EIN;			
Revenue Code because: (a) I am exempt from backup with Revenue Service that I am subject to backup withholding (c) the Internal Revenue Service has notified me that I am 3. I am a U.S. person/entity.	, ,		
If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out item 2 above. The Internal Revenue Service does not require your consent to any provision of this Proof of Claim form other than the Certification above which is required to avoid backup withholding.			
Date:, 2007	gnature		

Claims Administrator In re Cotton Yarn Antitrust Litigation (Parkdale Defendants) c/o Heffler, Radetich & Saitta L.L.P. P.O. Box 300 Philadelphia, PA 19105-0300

FIRST-CLASS MAIL U.S. POSTAGE PAID PERMIT NO. 2323 PHILADELPHIA, PA

FIRST-CLASS MAIL

PLEASE FORWARD—IMPORTANT LEGAL NOTICE

ACCURATE PROCESSING OF CLAIMS MAY TAKE SIGNIFICANT TIME. THANK YOU, IN ADVANCE, FOR YOUR PATIENCE.

Please make sure that you:

- 1. Sign the Verification.
- 2. Keep a copy of the completed Proof of Claim form for your records.
- 3. Keep the original documents supporting your claim.
- 4. Submit your claim postmarked on or before August 10, 2007.

If you have any questions, or if your address changes, please write to the Claims Administrator at:

In re Cotton Yarn Antitrust Litigation (Parkdale Defendants) Claims Administrator c/o Heffler, Radetich & Saitta L.L.P. P.O. Box 300 Philadelphia, PA 19105-0300