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IOWA DISTRICT COURT
MUSCATINE CO. IOWA

IN THE IOWA DISTRICT COURT FOR MUSCATINE COUNTY

PLUMBERS AND PIPEFITTERS LOCAL)	Case No. EQCV017067
572 PENSION FUND, On Behalf of Itself)	
and All Others Similarly Situated,)	
Plaintiff,)	
vs.)	
BANDAG, INC., et al.,)	
Defendants.)	

**[PROPOSED] ORDER PRELIMINARILY APPROVING SETTLEMENT AND
PROVIDING FOR NOTICE**

EXHIBIT A

WHEREAS, a putative class action is pending before the Court entitled *Plumbers and Pipefitters Local 572 Pension Fund v. Bandag, Inc., et al.*, Case No. EQCV017067 (the "Action");

WHEREAS, the parties having made application for an order approving the settlement of this Action, in accordance with a Stipulation of Settlement dated as of October 25th, 2007 (the "Stipulation"), which, together with the Exhibits annexed thereto, sets forth the terms and conditions for a proposed settlement of the Action and for dismissal of the Action with prejudice upon the terms and conditions set forth therein; and the Court having read and considered the Stipulation and the Exhibits annexed thereto; and

WHEREAS, all defined terms contained herein shall have the same meanings as set forth in the Stipulation.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. Pursuant to Rule 1.262(2) of the Iowa Rules of Civil Procedure, the Court conditionally certifies, for purposes of effectuating this settlement only, a Class of all common stockholders of Bandag from December 5, 2006 through and including the date following the closing of the Acquisition, including their respective successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote and any person or entity acting for or on behalf of, or claiming under any of them, and each of them. Excluded from the Class are Defendants, members of the immediate family of any Individual Defendant, any entity in which a Defendant has or had a controlling interest, officers of Bandag, and the legal representatives, heirs, successors, or assigns of any such excluded Person.

2. With respect to the Class, this Court conditionally finds and concludes, for purposes of effectuating this Settlement only, that: (a) the Members of the Class are so numerous that joinder of all Class Members in the Action is impracticable; (b) there are questions of law and fact common to the Class which predominate over any individual questions; (c) the claims of the Plaintiff are typical of the claims of the Class; (d) the Plaintiff and its counsel have fairly and adequately represented and protected the interests of all of the Class Members; and (e) a class action is superior to other methods for the fair and efficient adjudication of the matter.

3. The Court does hereby preliminarily approve the Stipulation and the settlement set forth therein, subject to further consideration at the Settlement Hearing described below.

4. A hearing (the "Settlement Hearing") shall be held before this Court on 4/29, 200~~8~~⁸, at 9:00 a.m., at the District Court for Muscatine County, Iowa, 420 E. Third St., Suit 202, Muscatine, Iowa, to determine whether the proposed settlement of the Action on the terms and conditions provided for in the Stipulation is fair, reasonable and adequate to the Class and should be approved by the Court; and whether a Judgment as provided in ¶1.10 of the Stipulation should be entered herein. The Court may adjourn the Settlement Hearing without further notice to Members of the Class.

5. The Court approves, as to form and content, the Notice of Pendency and Settlement of Class Action (the "Notice") annexed as [Exhibit A-1/ExhibitA-2] hereto, and finds that the mailing and distribution of the Notice substantially in the manner and form set forth in ¶¶6 and 7 of this Order meet the requirements of Rule 1.262(2) of the Iowa Rules of

Civil Procedure and due process, and is the best notice practicable under the circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

6. Counsel for the parties are hereby ordered to cooperate to supervise and administer the notice procedure as more fully set forth below.

(a) Not later than 2/26, 2008 (the "Notice Date"), Defendants shall cause a copy of the Notice substantially in the form annexed hereto as Exhibit A-1 to be mailed by first-class mail to all Class Members who can be identified with reasonable effort as being Members of the Class; and

(b) At least seven (7) calendar days prior to the Settlement Hearing, counsel for Defendants shall file with the Court proof, by affidavit or declaration, of such mailing.

7. Nominees who held Bandag common stock from December 5, 2006, through and including the date following the closing of the Acquisition for the beneficial ownership of another shall mail the Notice to all such beneficial owners of such stock within ten (10) days after receipt thereof.

8. All Members of the Class shall be bound by all determinations and judgments in the Action concerning the settlement, whether favorable or unfavorable to the Class.

9. Any Class Member may enter an appearance in the Action, at their own expense, individually or through counsel of their own choice. If they do not enter an appearance, they will be represented by Plaintiff's Counsel.

10. Unless and until the settlement is canceled and terminated pursuant to ¶6.2 of the Stipulation, neither the Plaintiff nor any Class Member, either directly, representatively,

or in any other capacity, shall commence or prosecute against any of the Released Persons, any action or proceeding in any court or tribunal asserting any of the Settled Claims.

11. Any Member of the Class may appear and show cause, if he, she or it has any reason why the proposed settlement of the Action should or should not be approved as fair, reasonable and adequate, or why the Judgment should or should not be entered thereon provided, however, that no Class Member shall be heard or entitled to contest the approval of the terms and conditions of the proposed settlement, or, if approved, the Judgment to be entered thereon approving the same unless that Person has delivered by hand or sent by first-class mail written objections and copies of any papers and briefs, such that they are received on or before 3/25, 200~~7~~⁸, by Ellen Gusikoff Stewart, Coughlin Stoia Geller Rudman & Robbins LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101; and Andrew J. Wronski, Foley & Lardner LLP, 777 East Wisconsin Avenue, Milwaukee, WI 53202, and filed said objections, papers and briefs with the Iowa District Court for Muscatine County, on or before 3/25, 200~~7~~⁸. Any Member of the Class who does not make his, her or its objection in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed settlement as incorporated in the Stipulation unless otherwise ordered by the Court.

12. The parties shall file all papers, including memoranda or briefs in support of the settlement or attorneys' fees and expenses, no later than seven (7) calendar days prior to the Settlement Hearing.

13. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations or proceedings connected with it, shall be construed as an admission or

concession by Defendants of the truth of any of the allegations in the Action, or of any liability, fault, or wrongdoing of any kind.

14. The Court reserves the right to adjourn the date of the Settlement Hearing without further notice to the Members of the Class, and retains jurisdiction to consider all further applications arising out of or connected with the proposed settlement. The Court may approve the settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Class.

DONE AND ORDERED at Muscatine Iowa, this 29th day of
Jan., 200⁸.



JUDGE OF THE DISTRICT COURT

Madden