

## **EXHIBIT D**

### **PLAN OF ALLOCATION**

After the payment of any amounts awarded by the Court in the Final Approval Order for Class Counsel's fees and expenses and additional compensation to Plaintiff, the payment of all allowed expenses of the Administrator, and the setting aside of an appropriate reserve, if any, for Taxes (the "Net Settlement Fund"), the Administrator shall determine each Claimant's award in the manner set forth below by reference to the total amount the Claimant paid for Food Service Equipment Component Hardware, including but not limited to Food Service Equipment Component Hardware incorporated in Food Service Equipment, during the Class Period, as stated on a valid and timely Claim Form returned by said Claimant (a "Recognized Claim").

For purposes of computing the amount to which each participating class member will be entitled, the following rules of allocation will be followed.

- For those that indirectly purchased Food Service Equipment Hardware that was not incorporated into Food Service Equipment (e.g., repair parts), the entire amount of the purchase price will be taken into account in making such calculations.
- For those that indirectly purchased Food Service Equipment Component Hardware that was incorporated into Food Service

Equipment, 1.4% of the purchase price of the Food Service Equipment will be taken into account, unless the Claimant demonstrates in its Claim that the Equipment contains Food Service Component Equipment Hardware worth more than 1.4% of the purchase price.

- The amount paid for Food Service Equipment Hardware by each claimant under a Recognized Claim as determined above is referred to herein as a “Claim Purchase Amount” and the aggregate of Claim Purchase Amounts under all such Recognized Claims shall be referred to herein as the “Aggregate Claim Purchase Amount.”
- Each claimant will be entitled to recover up to 100% of its “Claim Purchase Amount”, provided that:
  - If the Net Settlement Fund available to satisfy claims is less than 100% of the Aggregate Claim Purchase Amount, the Net Settlement Fund will be distributed pro rata to the Claimants in the proportion that such Claimant’s Claimed Purchase Amount bears to the Aggregate Purchase Amount.
  - If the Net Settlement Fund is greater than 100% of the Aggregate Claim Purchase Amount, then each Claimant shall receive 100% of its Claimed Purchase Amount, and the excess

will be distributed on a *cy pres* basis as set forth in Section I.2.  
of the Settlement Agreement.

- In no event shall Defendants have any further obligation to provide additional compensation or contribute any further amounts to the Settlement Fund.